SEC Form 3 FORM 3

## UNITED STATES SECURITIES AND EXCHANGE

COMMISSION Washington, D.C. 20549

OMB APPROVAL

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## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <sup>*</sup> Morelli Mark D			2. Date of E Requiring S (Month/Day 02/03/202	tatement /Year)	3. Issuer Name <b>and</b> Ticker or Trading Symbol Xylem Inc. [XYL]				
(Last) (First) (Middle) 1 INTERNATIONAL DRIVE				4. Relationship of Reporting Person(s) to Issuer (Check all applicable)			5. If Amendment, Date of Original Filed (Month/Day/Year)		
C/O XYLEM INC. (Street)					X Director Officer (give title below)	10% Owne Other (spec below)	(specify	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person	
RYE BROOK	NY	10573							by More than One Person
(City) (S	State)	(Zip)							
Table I - Non-Derivative Securities Beneficially Owned									
1. Title of Security (Instr. 4)			E	2. Amount of Securities Beneficially Owned (Instr. 4)			1. Nature of Indirect Beneficial Dwnership (Instr. 5)		
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)									
1. Title of Deriva	ative Security	(e.g.,		S, Warrar isable and ate		ible sec		5. Sion Ownership Sise Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)

Explanation of Responses:

**Remarks:** 

No securities are beneficially owned.

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## <u>/s/ Kimberly Rehm, by</u> power of attorney for <u>Mark D. Morelli</u>

\*\* Signature of Reporting Person 02/07/2022

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

The undersigned, Mark D. Morelli, does hereby nominate, constitute and appoint each of Kelly O'Shea, Juliene Patton, and Kimberly Rehm as her true and lawful attorney

and agent to do any and all acts and things and execute and file any and all instruments which said attorneys and

agents may deem necessary or advisable to enable the undersigned (in her individual capacity or in any other capacity) to comply with the Securities Exchange Act of 1934 (the "34 Act") and the Securities Act of 1933 (the "33 Act") and any requirements of the Securities and Exchange Commission (the "SEC") in respect thereof, in connection with the preparation, execution and/or filing of (i) any report or statement of beneficial ownership or changes in beneficial ownership of securities of Xylem Inc., an Indiana corporation (the "Company"), that the undersigned (in his individual capacity or in any other capacity) may be required to file pursuant to Section 16(a) of the 34 Act, including any report or statement on Form 3, Form 4 or Form 5, or to any amendment thereto, (ii) any report or notice required under Rule 144 of the 33 Act, including Form 144, or any amendment thereto relating to the undersigned's role with, or beneficial ownership of, the Company's securities, and (iii) any and all other documents or instruments that may be necessary or desirable in connection with or in furtherance of any of the foregoing, including Form ID, or any amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required pursuant to Section 16(a) of the 34 Act or any rule or regulation of the SEC, such power and authority to extend to any form or forms adopted by the SEC in lieu of or in addition to any of the foregoing and to include full power and authority to sign the undersigned's name in her individual capacity or otherwise, hereby ratifying and confirming all that said attorneys and agents, or any of them, shall do or cause to be done by virtue thereof.

This authorization shall supersede all prior authorizations to act for the undersigned with respect to securities of the Company in such matters, which prior authorizations are hereby revoked, and shall remain in effect until the undersigned is no longer required to file Form 3, 4 or 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company unless earlier revoked, by the undersigned in a signed writing delivered to the foregoing attorneys in fact.

IN WITNESS WHEREOF, I have hereunto set my hand this 15th day of January 2022.

/s/ Mark D. Morelli