

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): February 9, 2012

XYLEM INC.

(Exact name of registrant as specified in its charter)

Indiana
(State or other jurisdiction
of incorporation)

001-35229
(Commission
File Number)

45-2080495
(IRS Employer
Identification No.)

1133 Westchester Avenue, Suite N200
White Plains, New York
(Address of principal executive offices)

10604
(Zip Code)

(914) 323-5700
(Registrant's telephone number, including area code)

NOT APPLICABLE
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01 Regulation FD Disclosure

The following information is furnished pursuant to Item 7.01 Regulation FD Disclosure. This information shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing. Company executives will present an overview of the Company at the Gabelli & Company, Inc. 22nd Annual Pump, Valve and Motor Symposium on February 9, 2012. The presentation slides will be posted on the Company's website and are attached and incorporated herein by reference as Exhibit 99.1.

Caution Concerning Forward Looking Statements

This document contains information that may constitute "forward-looking statements." Forward-looking statements by their nature address matters that are, to different degrees, uncertain. Generally, the words "anticipate," "estimate," "expect," "project," "intend," "plan," "believe," "target" and similar expressions identify forward-looking statements, which generally are not historical in nature. However, the absence of these words or similar expressions does not mean that a statement is not forward-looking.

These forward-looking statements include, but are not limited to, statements about the separation of Xylem Inc. (the "Company") from ITT Corporation, the terms and the effect of the separation, the nature and impact of the separation, capitalization of the Company, future strategic plans and other statements that describe the Company's business strategy, outlook, objectives, plans, intentions or goals, and any discussion of future operating or financial performance. All statements that address operating performance, events or developments that we expect or anticipate will occur in the future — including statements relating to orders, sales, operating margins and earnings per share growth, and statements expressing general views about future operating results — are forward-looking statements.

Caution should be taken not to place undue reliance on any such forward-looking statements because they involve risks, uncertainties and other factors that could cause actual results to differ materially from those expressed or implied in, or reasonably inferred from, such statements. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. In addition, forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from the Company's historical experience and our present expectations or projections. These risks and uncertainties include, but are not limited to, those set forth in our Registration Statement on Form 10, and those described from time to time in subsequent reports filed with the Securities and Exchange Commission.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Presentation slides posted by Xylem Inc. on February 9, 2012.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

XYLEM INC.

Date: February 9, 2012

By: /s/ Michael T. Speetzen
Michael T. Speetzen
Senior Vice President &
Chief Financial Officer
(Authorized Officer of Registrant)

EXHIBIT INDEX

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Gabelli & Company

22nd Annual Pump, Valve and Motor Symposium

Gretchen McClain
Xylem President and CEO
February 9, 2012




Forward Looking Statements

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Xylem: Global Water



Today's Agenda:

- Discuss Global Water Challenges
- Provide Water Industry Overview
- Highlight Key Water End Market Fundamentals
- Show How Xylem is Uniquely Positioned to Deliver Value

Xylem is the Leader in Solving Water

Global Water Challenges

Unfunded Infrastructure Needs

- US funding gap will reach \$500B in 20 yrs, EM's lack infrastructure
- Existing WW systems often at capacity & end of useful lives

Energy Efficiency

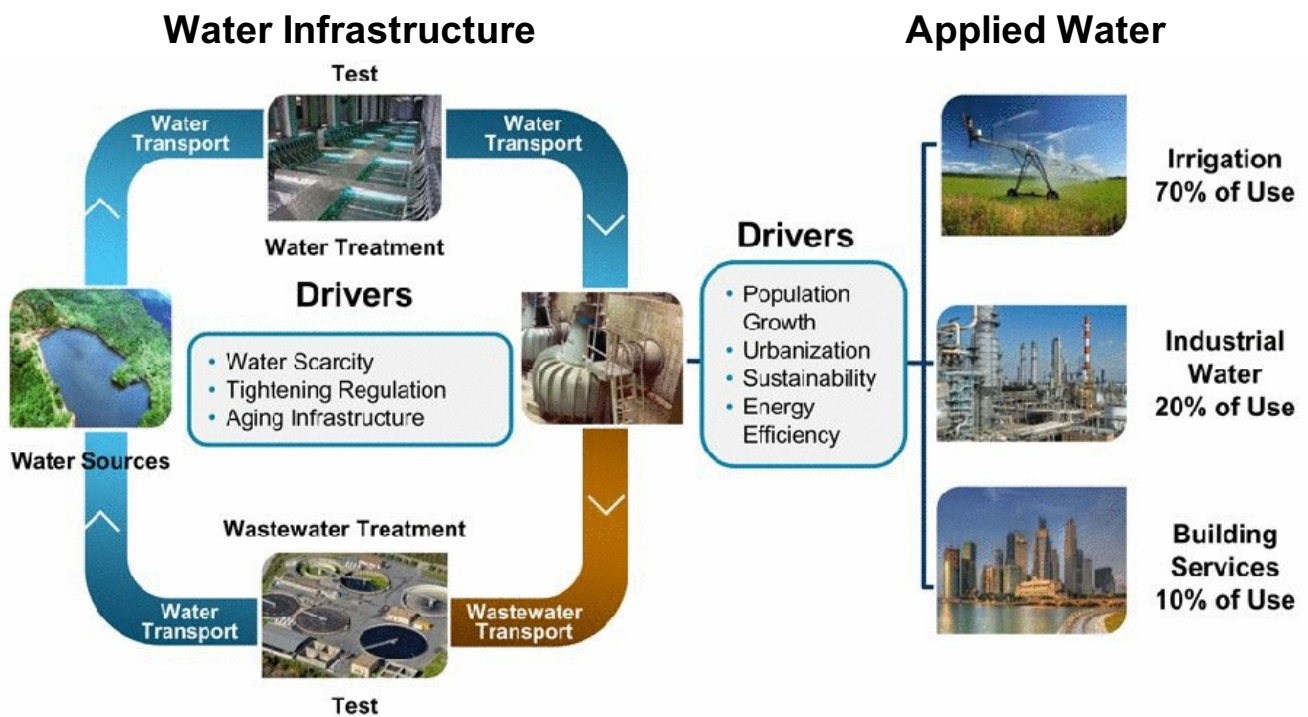
- 3-4% total US electricity consumed by utility W&WW services/year
- 30-40% of local governments energy usage due to W&WW plants

Deteriorating Source Water

- 49 states identified as having contaminated drinking water sources
- Emerging threats from industrial sources: EDC's & toxic chemicals

Fundamental Need for More Sustainable Water Infrastructure

Global Water Industry Overview: \$500B



An Attractive Industry ... Built Around A Fundamental Need

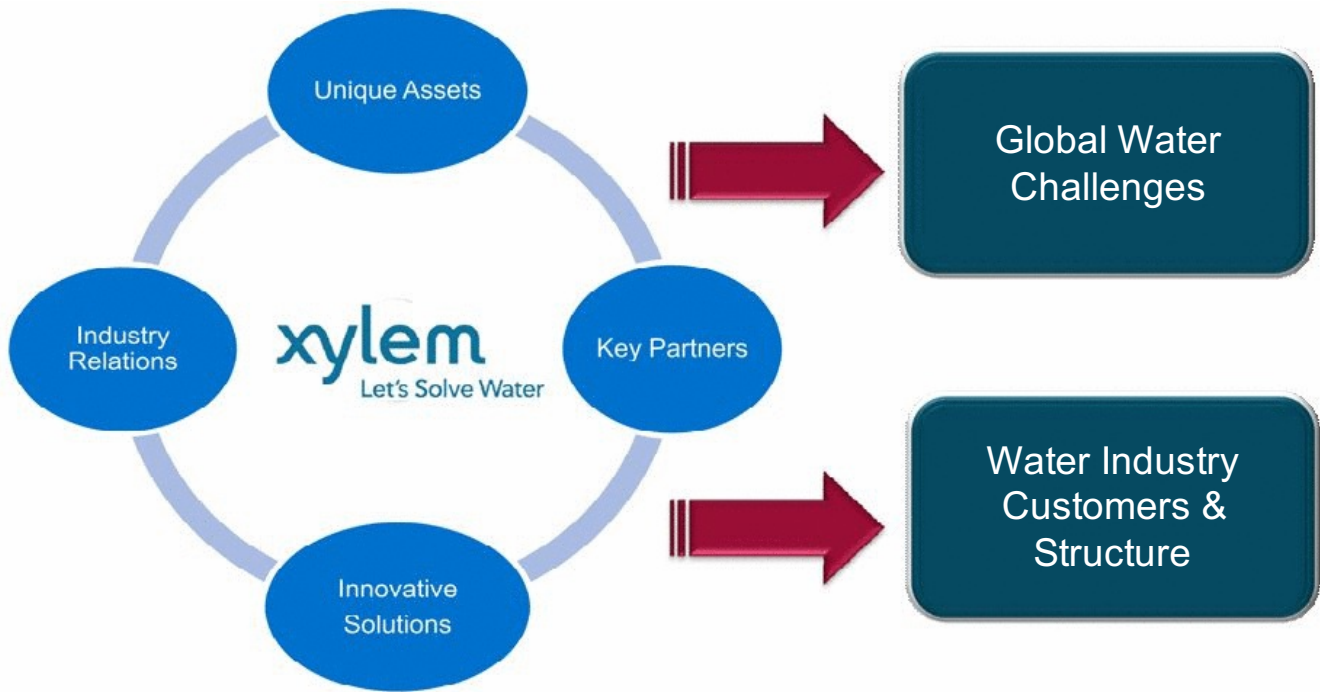
End Market Fundamentals

		End Market	% of Xylem Revenues*	Cycle	Xylem Fundamentals
Xylem Business Segmentation	Water Infrastructure	Public Utility	40%	Non-Cyclical/ Cyclical	<ul style="list-style-type: none"> • Tariffs protected & growing • ~70% for maintenance capital • Strong aftermarket & replacement
		Industrial	35%	Less Cyclical/ Late Cycle	<ul style="list-style-type: none"> • Products critical to operations • Strong aftermarket & replacement
	Applied Water	Commercial	13%	Late Cycle	<ul style="list-style-type: none"> • Strong replacement • Green regulation
		Residential	9%	Early Cycle	<ul style="list-style-type: none"> • Strong replacement • Energy efficiency
		Agriculture	3%	Mid Cycle	<ul style="list-style-type: none"> • Growing demand

* 2010 Revenues

Well Positioned in an Attractive Industry

How Does Xylem Create Value?



By Partnering with Our Customers to Solve Water Challenges

Unique Collection of Global Assets...

Leading Brands & Technology

Diverse Product Portfolio

World-Class Distribution Channels

Diverse Customer Base

Large Installed Base

Robust Aftermarket Opportunities

Key Partnerships



... Provide Unrivaled Advantage

Xylem Leadership Role

Key Partnerships ... For Capital Efficient Growth



Industry Relationships ... Extend Distribution, Influence Regulators, and Create Demand



Leverage Our Influence Across the Water Industry

Innovative Solutions

Product Innovation	Application Expertise	Sustainable Infrastructure Solutions
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1999
N-Pump



2009
Adaptive N



2011
Experior



 **Bell & Gossett**

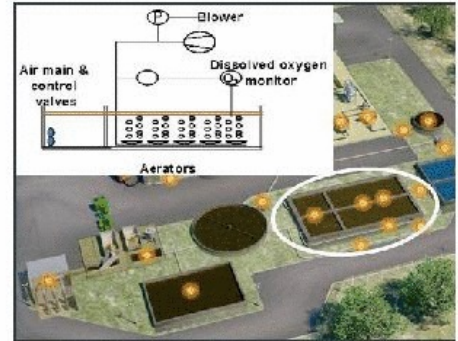


Little Red Schoolhouse

SYSTEM SYZER



Energy Efficient Secondary Treatment



Problem	Wasteful Energy Use	Labor & Energy Intensity	Unfunded Capital Needs
Benefit	50% reduction in pump energy consumption	Time & Energy Savings to >100K Engineers & Tradesmen	25% improvement in cost and throughput



Q&A

Key Takeaways

- We understand global water challenges
- We demonstrate industry “know-how”
- We create value for our customers
- We are the industry’s application solution provider



Xylem ... Poised to Grow

xylem

Let's Solve Water

NYSE: XYL

Phil De Sousa, Investor Relations Officer

(914) 323-5930

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