

**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): October 8, 2024

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.)

301 Water Street SE
Washington DC
(Address of principal executive offices)

20003
(Zip Code)

(202) 869-9150

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange of which registered</u>
Common Stock, par value \$0.01 per share	XYL	New York Stock Exchange

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))
- Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Effective October 21, 2024, Franz W. Cerwinka will cease to serve as Xylem Inc.'s (the "Company") Senior Vice President and President, Applied Water and Xylem Business Transformation. The Company and Mr. Cerwinka entered into a Transition Services Agreement under which he will remain employed by the Company as an advisor until his involuntary termination from employment by the Company without cause on or about March 31, 2025 ("Termination Date").

Pursuant to the Transition Services Agreement, during the transition period, Mr. Cerwinka will continue to receive his base salary at an annual rate of \$570,630 and will continue to participate in the Company's employee benefit plans. In addition, Mr. Cerwinka's outstanding equity awards will be eligible to continue vesting through the Termination Date in accordance with the terms of the Company's Long-Term Incentive Plan and applicable award agreements. He will also be eligible to receive a 2024 annual incentive plan payout based on the Company's actual performance and his individual performance for fiscal year 2024 in accordance with the terms of the Company's 2024 Annual Incentive Plan. The above description of the Transition Services Agreement is qualified in its entirety by reference to the full text of the Transition Services Agreement, a copy of which is filed herewith as Exhibit 10.1.

Item 7.01 **Regulation FD Disclosure**

On October 15, 2024, the Company issued a press release naming Ms. Meredith Emmerich as the Company's Senior Vice President and President, Applied Water effective October 21, 2024. A copy of the press release is attached as Exhibit 99.1.

This information, including Exhibit 99.1, 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.

Item 9.01 **Financial Statements and Exhibits**

(d) Exhibits.

Exhibit No.	Description
10.1	Transition Services Agreement entered into between Franz W. Cerwinka and Xylem Inc. dated October 14, 2024.
99.1	Press release issued by Xylem Inc. on October 15, 2024.
104.0	The cover page from Xylem Inc.'s Form 8-K, formatted in Inline XBRL (included as Exhibit 101).

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: October 15, 2024

By: /s/ Kelly C. O'Shea

Kelly C. O'Shea

Vice President, Chief Corporate Counsel and Corporate Secretary
(Authorized Officer of Registrant)



Xylem Inc.
301 Water Street SE
Washington, DC 20003

PERSONAL AND CONFIDENTIAL

To: Franz Cerwinka

TRANSITION SERVICES AGREEMENT

This Transition Services Agreement ("Agreement") confirms the mutual understanding between you and Xylem, Inc. (the "Company") regarding the transition of services to be performed. Effective October 21, 2024, you will cease serving as the Company's SVP & President, Applied Water and Xylem Transformation Officer and will continue to support the Company as an advisor until March 31, 2025 ("Separation Date").

1. Transitional Services. Your employment with the Company will end effective March 31, 2025, unless earlier terminated by you voluntarily or upon mutual consent between you and the Company. You agree that from October 21, 2024 through the Separation Date, your primary focus will be: (i) a smooth and orderly transition of segment leadership with a focus on Q4 2024 performance and effective external and internal stakeholder management; (ii) continued support and reasonable engagement to enable the Company's transformation; (iii) reasonable advisory duties as identified by the Chief Executive Officer ("CEO"); and (iv) continued engagement in a positive and active manner with Company personnel, investors, customers, suppliers and representatives. In exchange for your execution and compliance with the terms of this Agreement, the Company shall continue to pay your base salary through the Separation Date, you will continue to be eligible under the Company's benefit programs.

2. Separation Agreement. Separate and apart from the terms of this Agreement, you will also receive on or before March 31, 2025, a Separation Memorandum ("Memorandum") and Separation Agreement and General Release (the "Release"). The Memorandum and Release will confirm the mutual understanding regarding your separation from employment with the Company as well as confidentiality, non-competition and non-solicitation provisions. You will also receive severance according to the Company's Senior Executive Severance Pay Plan.

3. Annual Incentive. You will be paid an annual incentive for the 2024 performance year based on the Company's performance against financial targets and your individual performance score under the Annual Incentive Plan for the Senior Leadership Team. The actual payout will be based on the Company's actual performance (weighted 75%) and your individual performance as assessed and recommended by the CEO for the 2024 performance year (weighted 25%), subject to approval by the Leadership Development and Compensation Committee ("LDCC") in February 2025. Payment will be made to you in March 2025 consistent with all other executives. You will not be eligible for annual incentive considerations for the 2025 fiscal year. Any amounts payable under this annual incentive, as well as any other long-term incentive compensation arrangement based on attainment of financial performance measures, are subject to US securities laws and Xylem's Recoupment of Incentive-Based Compensation Policy 40-05 providing for clawback or recoupment of amounts that were paid to you. By signing this Agreement, you are providing your acknowledgment of this. The Company will make any determination for clawback or recoupment in accordance with any applicable law or regulation and Policy 40-05.

4. Governing Law. This Agreement shall be construed and in accordance with the laws of the state of Indiana.

You have a right to consult with an attorney regarding this Agreement. To accept this Agreement, please sign and date this Agreement by October 14, 2024.

Sincerely,
Xylem Inc.

By: /s/ Claudia S. Toussaint

(Signature)

Name: Claudia S. Toussaint

Title: SVP, Chief People and Sustainability Officer

My agreement with the terms and conditions of this Agreement is signified by my signature below. Furthermore, I acknowledge that I have read and understand this Agreement, that I have a right to consult with an attorney regarding this Agreement, and that I sign this knowingly and voluntarily.

Signed: /s/ Franz W. Cerwinka Dated: October 14, 2024

Franz W. Cerwinka

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Washington, DC 20003
Tel +1.202.869.9150

NEWS RELEASE

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Xylem Appoints Meredith Emmerich to Lead Applied Water Segment

WASHINGTON, DC (Oct. 15, 2024) – Xylem Inc. (NYSE: XYL), a leading global water solutions company, has named Meredith Emmerich Senior Vice President and President, Applied Water, effective October 21. Emmerich will join Xylem's senior leadership team, reporting to President and Chief Executive Officer, Matthew Pine.

Applied Water is one of Xylem's four reportable business segments, providing advanced water management solutions for customers in the industrial and commercial buildings markets.

Emmerich succeeds Franz Cerwinka, who will serve as senior advisor until March 2025, to ensure a smooth and orderly transition.

Before joining Xylem, Emmerich was Vice President of Carrier Global Corporation's (NYSE: CARR) Global Enterprise Solutions. Since 2013, she has held several senior roles at Carrier, a leader in intelligent climate and energy solutions, including leadership of the Americas Commercial HVAC and Global Residential, Light Commercial and VRF HVAC business.

Matthew Pine said: "Meredith brings an outstanding track record of driving sustainable, profitable growth and accelerating margin expansion in the businesses she has led. She has more than 20 years of experience and world-class expertise in smart solutions for buildings in both industrial and commercial settings, and has demonstrated consistent customer centricity alongside exceptional operational rigor. I know our Applied Water customers will benefit from her deep expertise as we continue to solve their toughest water challenges."

Meredith Emmerich added: "It's such a privilege to join the Xylem team at a time when the Company is uniquely positioned to accelerate its impact for customers and drive economic value, all while continuing to raise the bar on sustainability. Xylem's Applied Water segment has an unparalleled platform of solutions and leading global brands to meet customers' mission-critical water needs. I'm looking forward to building on those strengths to deliver for all Xylem stakeholders."

Prior to joining Carrier, Emmerich held engineering, sales, and product management roles in Mitsubishi Electric Cooling & Heating, and in Mitsubishi Telecommunications. She holds a Bachelor of Science in Electrical Engineering and a Master of Science in Electrical and Computer Engineering from the Georgia Institute of Technology. She is also an alumna of executive leadership programs at Harvard Business School and INSEAD.

About Xylem

Xylem (XYL) is a Fortune 500 global water solutions company that empowers customers and communities to build a more water-secure world. Our 23,000 diverse employees delivered combined pro forma revenue of \$8.1 billion in 2023, optimizing water and resource management with innovation and expertise. Join us at www.xylem.com and Let's Solve Water.