

**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): August 16, 2017

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.)

**1 International Drive
Rye Brook, New York**
(Address of principal executive offices)

10573
(Zip Code)

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

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

Election of Director

On August 16, 2017, the Board of Directors of Xylem Inc. (the "Company") elected Jeanne Beliveau-Dunn as a director of the Company effective immediately. Ms. Beliveau-Dunn was also appointed as a member of the Finance, Innovation and Technology Committee and the Leadership Development and Compensation Committee of the Board of Directors. Ms. Beliveau-Dunn currently serves as Vice President and General Manager of Cisco's Technical Services, a global organization that supports Cisco's customers. Her compensation will be consistent with the standard compensatory arrangement for non-employee directors as described in the Company's most recent proxy statement filed with the Securities and Exchange Commission on March 28, 2017, under the heading "Director Compensation." Her cash and equity retainer for the current term will be prorated. There are no arrangements or understandings between Ms. Beliveau-Dunn and any other person pursuant to which she was elected as a director; and Ms. Beliveau-Dunn is not a party to any transaction with the Company that would require disclosure under Item 404(a) of Regulation S-K.

The Company issued a press release announcing the election of Ms. Beliveau-Dunn to the Board, which is attached as Exhibit 99.1.

Appointment of Principal Financial Officer

On August 16, 2017, the Board of Directors of the Company appointed Paul Stellato as Vice President, Controller and Chief Accounting Officer of the Company, effective immediately. In this role, Mr. Stellato will serve as the Company's principal accounting officer. Mr. Stellato, 42, is a certified public accountant with more than 20 years of accounting, finance and consulting experience. Most recently, he served as Xylem's Vice President, Financial Planning & Analysis and as Xylem's Corporate Controller on an interim basis. Prior to joining Xylem in 2011, he held a number of increasingly responsible positions at ITT, which he joined in 2003. In connection with his appointment, Mr. Stellato will receive a one-time equity grant of restricted stock units (RSUs) valued at \$75,000. The award will be granted on September 1, 2017, which is the same date as the Company's other mid-cycle RSU grants, with the same terms.

The Company issued a press release announcing the appointment of Mr. Stellato, which is attached as Exhibit 99.2.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release issued by Xylem Inc. on August 16, 2017.
99.2	Press Release issued by Xylem Inc. on August 18, 2017.

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.

Date: August 18, 2017

XYLEM INC.

By: /s/ E. Mark Rajkowski

E. Mark Rajkowski

SVP, Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release issued by Xylem Inc. on August 16, 2017.
99.2	Press Release issued by Xylem Inc. on August 18, 2017.

Exhibit 99.1

Xylem Inc.

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JEANNE BELIVEAU-DUNN APPOINTED TO XYLEM BOARD OF DIRECTORS

RYE BROOK, N.Y., August 16, 2017 - Xylem Inc. (NYSE: XYL), a global water technology company, today announced that Jeanne Beliveau-Dunn has been elected to the Company's Board of Directors, effective immediately. With this appointment, the total number of directors serving on the Xylem Board is ten. Ms. Beliveau-Dunn currently serves as Vice President and General Manager of Cisco's Technical Services, a global organization that supports Cisco's customers. In that role, Ms. Beliveau-Dunn leads strategy, business operations, innovation and global market initiatives. She also leads Cisco's learning business, which serves more than three million customers and is focused on creating a digitally-ready workforce for the Internet of Things (IoT).

"We are pleased to welcome Jeanne to the Xylem Board of Directors," said Markos I. Tambakeras, Chairman of the Board, Xylem. "She brings in-depth knowledge of emerging technologies as well as deep experience in cultivating innovative solutions for customers as a foundation for sustainable growth. Her experience and insights will be of great value to our Board and leadership team. We look forward to working with Jeanne on our plans to continue to grow the company and create value for our shareholders."

Patrick Decker, President and CEO of Xylem, added, "Jeanne's perspective and experience are particularly relevant to Xylem at this point in our growth journey. I am confident that she will add measurable value as we continue the execution of our plans to be a leading technology and innovative solutions provider in our sector."

About Jeanne Beliveau-Dunn

Ms. Beliveau-Dunn is a leading voice on digitization and the workforce of the future, and a pioneer in cloud, software-as-a-service and collaborative knowledge systems, such as The Cisco Learning Network. She was recognized in 2015 by the National Diversity Council as one of the "Top 50 Most Powerful Women in Technology" and in 2017 by *Connected World's* Women of M2M as a "Trailblazer in IoT".

In addition to her work at Cisco, Ms. Beliveau-Dunn serves as President of the Board of the IoT Talent Consortium, a membership driven non-profit organization, which she was instrumental in co-founding. The Consortium assists its members in the development of a more agile workforce and innovative and adaptive culture to support success in the IoT-enabled digital economy. She also serves on the Board of the Council for Adult and Experiential Learning, a non-profit organization.

She began her career at Cisco 21 years ago leading Cisco's Global Partner Organization. Later, she created the Internet Business Solutions Group, a consulting team working with Cisco's largest customers around the globe. Ms. Beliveau-Dunn also led Cisco's Enterprise

Exhibit 99.1

Network marketing team, which represented the majority of Cisco's business. Before joining Cisco, Ms. Beliveau-Dunn spent five years as vice president and general manager for Micronics/Diamond computers.

Ms. Beliveau-Dunn serves as an advisor for select organizations committed to continuous learning and talent. She earned a bachelor's degree in management from the University of Massachusetts.

About Xylem

Xylem (NYSE: XYL) is a leading global water technology company committed to developing innovative technology solutions to the world's water challenges. The Company's products and services move, treat, analyze, monitor and return water to the environment in public utility, industrial, residential and commercial building services settings. With its October 2016 acquisition of Sensus, Xylem added smart metering, network technologies and advanced data analytics for water, gas and electric utilities to its portfolio of solutions. The combined Company's nearly 16,000 employees bring broad applications expertise with a strong focus on identifying comprehensive, sustainable solutions. Headquartered in Rye Brook, New York with 2016 revenue of \$3.8 billion, Xylem does business in more than 150 countries through a number of market-leading product brands.

The name Xylem is derived from classical Greek and is the tissue that transports water in plants, highlighting the engineering efficiency of our water-centric business by linking it with the best water transportation of all -- that which occurs in nature. For more information, please visit us at www.xylem.com.

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Exhibit 99.2

Xylem Inc.

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PAUL STELLATO NAMED VICE PRESIDENT, CONTROLLER AND CHIEF ACCOUNTING OFFICER OF XYLEM

RYE BROOK, N.Y., August 18, 2017 - Xylem Inc. (NYSE: XYL), a leading global water technology company, today announced that Paul Stellato has been appointed Vice President, Controller and Chief Accounting Officer (CAO) of the Company, effective immediately. Reporting to Xylem Senior Vice President and Chief Financial Officer Mark Rajkowski, Mr. Stellato will oversee all aspects of the Company's financial reporting, accounting policies and controls.

"Paul brings significant financial expertise and broad business acumen to this role," said Mr. Rajkowski. "Over the past decade, he has built a strong track record effectively leading a variety of critical areas of finance, including audit, investor relations, and financial planning and analysis. Importantly, he is a proven leader who will continue to add value as we execute our growth plans."

Mr. Stellato, 42, has more than 20 years of accounting, finance and consulting experience. Most recently, he served as Xylem's Vice President, Financial Planning & Analysis and as Xylem's Corporate Controller on an interim basis. Prior to joining Xylem, he held a number of increasingly responsible positions at ITT, which he joined in 2003. Prior to joining ITT, Mr. Stellato held various positions with global accounting firms, including EY (formerly Ernst & Young).

He earned a bachelor's degree in accounting from Villanova University and an MBA in finance from NYU Stern School of Business. Mr. Stellato is a Certified Public Accountant.

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