
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM SD

SPECIALIZED DISCLOSURE REPORT

Xylem Inc.

(Exact name of the registrant as specified in its charter)

Indiana
(State or other jurisdiction
of incorporation or organization)

001-35229
(Commission
File Number)

45-2080495
(IRS Employer
Identification No.)

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

10573
(Zip code)

Claudia S. Toussaint **914-323-5700**
(Name and telephone number, including area code, of the person to contact in connection with this report.)

Check the appropriate box to indicate the rule pursuant to which this form is being filed and provide the period to which the information in this form applies:

Rule 13p-1 under the Securities Exchange Act (17 CFR 240.13p-1) for the reporting period from January 1 to December 31, 2015.

Section 1 – Conflict Minerals Disclosure**Item 1.01 Conflict Minerals Disclosure and Report**

Xylem Inc. (the “Company”) has filed a copy of its Conflict Minerals Report for the calendar year ended December 31, 2015 as Exhibit 1.01 to this Specialized Disclosure Form (Form SD). The Conflict Minerals Report is publicly available on the Company’s website at www.xyleminc.com under “Investors – Financial Information – SEC Filings.”

Item 1.02 Exhibit

The Company’s Conflict Minerals Report for calendar year 2015 is filed as Exhibit 1.01 to this Form and is incorporated by reference.

Section 2 - Exhibits**Item 2.01 Exhibits**

Exhibit 1.01 – Conflict Minerals Report as required by Items 1.01 and 1.02 of this Form SD.

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 duly authorized undersigned.

Date: May 31, 2016

XYLEM INC.

/s/ Claudia S. Toussaint

Claudia S. Toussaint
Senior Vice President, General Counsel
& Corporate Secretary

Xylem Inc.
Conflict Minerals Report
For the Year Ended December 31, 2015

Xylem Inc. (the “Company”) has prepared this Report for the year ended December 31, 2015 to satisfy the requirements of Rule 13p-1 of the Securities Exchange Act of 1934 relating to conflict minerals (the “Rule”). The Rule creates a reporting requirement for Securities and Exchange Commission (SEC) registrants whose manufactured products contain conflict minerals that are necessary to the functionality or production of their products. For purposes of the Rule and this Report, “conflict minerals” are limited to cassiterite, columbite-tantalite (coltan), gold, wolframite, or their derivatives, tin, tantalum and tungsten.

Company and Product Overview

Xylem is a world leader in the design, manufacturing, and application of highly engineered technologies for the water industry. We are a leading equipment and service provider for water and wastewater applications with a broad portfolio of products and services addressing the full cycle of water, from collection, distribution and use, to the return of water to the environment. We sell our products in approximately 150 countries through a balanced distribution network consisting of our direct sales force and independent channel partners.

We manage our business in two segments, Water Infrastructure and Applied Water. Our Water Infrastructure segment focuses on the transportation, treatment and testing of water, offering a range of products including water and wastewater pumps, treatment and testing equipment, and controls. Our Applied Water segment encompasses the uses of water and focuses on the residential, commercial, industrial and agricultural markets, offering a wide range of products including pumps, valves, heat exchangers, controls and dispensing equipment systems.

We have manufacturing facilities in numerous countries producing thousands of parts. Our facilities procure materials and products globally and regionally, which are resold or assembled into our products.

There are multiple tiers in our supply chain and we do not have a direct relationship with smelters and refiners. We rely on our direct suppliers to provide information on the existence of, and the origin of, any conflict minerals contained in components and materials supplied to us, including the sources of any conflict minerals that are supplied to them from lower-tier suppliers. Our direct suppliers similarly rely on information provided by their suppliers.

Reasonable Country of Origin Inquiry

We determined that conflict minerals are necessary to the functionality and production of some of our products. Accordingly, we conducted a reasonable country of origin inquiry (RCOI) to determine whether the conflict minerals may have originated in the Democratic Republic of the Congo or an adjoining country (collectively, the “Covered Countries”) and whether the conflict minerals may have come from recycled or scrap sources.

We conducted an engineering analysis of the products we manufacture or contract to manufacture to identify products and components used in our manufacturing process that contain, or had a high probability of containing, conflict minerals. Our engineering departments then worked with sourcing departments across the Company to identify the associated direct suppliers (the “in-scope suppliers”).

We conducted a survey of 3160 in-scope suppliers using the Conflict Minerals Reporting Template (the “Template”) maintained by the Conflict-Free Sourcing Initiative (CFSI). The Template was developed to facilitate disclosure and communication of information regarding smelters and refiners. It includes questions regarding a supplier’s conflict-free policy, engagement with its direct suppliers, the origin of conflict minerals included in the supplier’s products, supplier due diligence and a list of the smelters and refiners in the supply chains of the supplier and its suppliers.

Based on our RCOI, we exercised further due diligence on the source and chain of custody of the conflict minerals contained in components and products provided by our in-scope suppliers, as required by the Rule.

Due Diligence

Our conflict minerals supply chain due diligence program was designed to conform, in all material respects, to the framework in The Organization for Economic Co-operation and Development’s (OECD) Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas, 2nd Edition and the related supplements for gold, tin, tantalum and tungsten (the “OECD Guidance”). We integrated the five steps recommended by the OECD Guidance as follows:

Step 1: Establish Strong Management Systems

Conflict Minerals Policy Statement

We adopted a Conflict Minerals Policy Statement that applies to all of our suppliers and is publicly available on our website at www.xyleminc.com under “Sustainability – Governance and Ethics – Conflict Minerals Policy Statement.”

Internal Team

We established a cross-functional team to implement and manage our conflict minerals compliance program. The team, led by our procurement group, includes representatives from our business and subject matter experts in the fields of engineering, information technology, legal, operations and procurement.

Control Systems

Our controls include our Code of Conduct and our Supplier Code of Conduct, which outline expected behaviors for our employees and suppliers. In addition, we added a compliance clause to new and renewed supplier contracts, setting forth our expectation that suppliers provide the product content information the Company needs to comply with our conflict minerals reporting obligations.

Grievance Mechanism

We have a Helpline that provides employees and suppliers with a mechanism to report violations or concerns related to our policies, including our Conflict Minerals Policy Statement and our Supplier Code of Conduct.

Step 2: Identify and Assess Risk in the Supply Chain

We adopted the CFSI's approach, which attempts to trace the origin of the conflict minerals provided to us by identifying smelters, refiners or recyclers and scrap supplier sources. As discussed above, we surveyed 3160 in-scope suppliers using the Template in an effort to identify the origin, source, and chain of custody of conflict minerals contained in our products.

We conducted multiple rounds of follow-up with suppliers who were not responsive to our survey, primarily by email, but also by telephone. We received and processed responses from over 80% of our in-scope suppliers, and reviewed the responses against risk-assessment criteria to determine which supplier responses required further engagement. These criteria included untimely or incomplete responses, as well as inconsistencies with in data reported. Our follow-up process included a "red flag" identification and resolution process. We also followed up with suppliers to clarify responses or to obtain additional information, as needed.

Step 3: Design and Implement a Strategy to Respond to Identified Risks

As discussed under Step 2 above, we review survey responses against risk-assessment criteria, and work to resolve any red flags or inconsistencies identified. Risks are evaluated on a case-by-case basis; this flexible approach enables us to provide a risk-appropriate response.

Step 4: Independent Third-Party Audits of Supply Chain Due Diligence

We do not have a direct relationship with smelters or refiners and we do not perform or direct audits of smelters or refiners. We have leveraged the due diligence conducted on smelters and refiners through the CFSI's Conflict-Free Smelter Program (the "CFSP"). The CFSP uses an independent third-party audit to identify smelters and refiners that have systems in place to assure sourcing of only conflict-free materials.

Step 5: Report on Supply Chain Due Diligence

We report annually on our conflict minerals due diligence program in our Form SD filed with the SEC and this related Report, which are publicly available on our website at www.xyleminc.com under “Investors – Financial Information – SEC Filings.”

Results of our RCOI and Due Diligence

Of the 3160 in-scope suppliers surveyed, approximately 80% responded by completing the Template or providing another form of conflict minerals statement or response regarding the source or origin of the conflict minerals contained in the materials or products supplied to the Company. Some of our in-scope suppliers reported that they had identified scrap or recycled sources of conflict minerals in their supply chains. We have a wide supplier base with varying levels of resources and sophistication and many of our suppliers are not themselves subject to the Rule. The majority of the responses we received provided information at the company or division level and/or did not contain conclusive information. Many suppliers were unable to provide the smelters or refiners used for materials supplied to us.

Based on the information obtained through our RCOI and the due diligence processes described above, for the year ended December 31, 2015, we do not have sufficient information to determine the country of origin for all of the conflict minerals used to manufacture our products. We have provided a list of smelters and refiners that may have been used to process conflict minerals in the Company’s supply chain as an Annex to this Report. The list includes facilities that have been certified by the CFSI as compliant with the relevant CFSP assessment protocol as of May 19, 2016 and is based on information reported by some of the Company’s in-scope suppliers. While the list is not comprehensive, it may also be over-inclusive, containing some smelters or refiners that are not in the Company’s supply chain.

Continuous Improvement Efforts to Mitigate Risks

To improve our conflict minerals program and mitigate related risk, we will continue to:

- Engage with suppliers in an effort to improve the quality of the information we receive and to increase the volume of product-specific responses.
- Work with suppliers who provide incomplete or inconsistent information.
- Refine our scoping approach, so that our efforts will be directed at the most relevant subset of our supply base.
- Communicate to suppliers our expectations regarding compliance with the Company’s Conflict Minerals Policy Statement.
- Conduct due diligence to improve the traceability of the minerals in our products and the overall transparency of our supply chain.

Forward-Looking Statements

This Report contains “forward-looking statements” that are based on our current expectations and assumptions. Forward-looking statements by their nature address matters that are, to different degrees, uncertain. Forward-looking statements include any statements that are not historical and includes the statements made under the heading “Continuous Improvement Efforts to Mitigate Risks”. All forward-looking statements made in this Report are based on information available to the Company as of the date of this Report. 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 its present expectations. These risks and uncertainties include, but are not limited to, the continued implementation of satisfactory traceability and other compliance measures by the Company and by our direct and indirect suppliers on a timely basis, or at all, and also include those risks set out under the heading “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2015 and with subsequent filings we make with the SEC.

ANNEX

METAL	SMELTER/REFINER	FACILITY LOCATION
Gold	Aida Chemical Industries Co. Ltd.	JAPAN
Gold	Allgemeine Gold- und Silberscheideanstalt A.G.	GERMANY
Gold	AngloGold Ashanti Córrego do Sítio Mineração	BRAZIL
Gold	Argor-Heraeus SA	SWITZERLAND
Gold	Asahi Pretec Corp	JAPAN
Gold	Asahi Refining Canada Limited	CANADA
Gold	Asaka Riken Co Ltd	JAPAN
Gold	Aurubis AG	GERMANY
Gold	Bangko Sentral ng Pilipinas (Central Bank of the Philippines)	PHILIPPINES
Gold	Boliden AB	SWEDEN
Gold	C. Hafner GmbH + Co. KG	GERMANY
Gold	CCR Refinery - Glencore Canada Corporation	CANADA
Gold	DODUCO GmbH	GERMANY
Gold	Dowa	JAPAN
Gold	Eco-System Recycling Co., Ltd.	JAPAN
Gold	Elemetal Refining, LLC	UNITED STATES
Gold	Heimerle & Meule	GERMANY
Gold	Inner Mongolia Qiankun Gold and Silver Refinery Share Company Limited	CHINA
Gold	Ishifuku Metal Industry Co., Ltd.	JAPAN
Gold	Istanbul Gold Refinery	TURKEY
Gold	Japan Mint	JAPAN
Gold	Jiangxi Copper Company Limited	CHINA
Gold	JSC Ekaterinburg Non-Ferrous Metal Processing Plant	RUSSIAN FEDERATION
Gold	JSC Uraelectromed	RUSSIAN FEDERATION
Gold	Kazzinc	KAZAKHSTAN
Gold	Kennecott Utah Copper LLC	UNITED STATES
Gold	Kojima Chemicals Co. Ltd	JAPAN
Gold	LS-Nikko Copper Inc.	KOREA
Gold	Materion	UNITED STATES

Gold	Matsuda Sangyo Co. Ltd.	JAPAN
Gold	Metalor Technologies (Hong Kong) Ltd.	HONG KONG
Gold	Metalor Technologies (Singapore) Pte. Ltd.	SINGAPORE
Gold	Metalor USA Refining Corporation	UNITED STATES
Gold	METALÚRGICA MET-MEX PEÑOLES, S.A. DE C.V	MEXICO
Gold	Mitsubishi Materials Corporation	JAPAN
Gold	Mitsui Mining and Smelting Co., Ltd.	JAPAN
Gold	MMTC-PAMP India Pvt., Ltd.	INDIA
Gold	Moscow Special Alloys Processing Plant	RUSSIAN FEDERATION
Gold	Nadir Metal Rafineri San. Ve Tic. A.S.	TURKEY
Gold	Nihon Material Co. LTD	JAPAN
Gold	Ohura Precious Metal Industry Co., Ltd	JAPAN
Gold	OJSC "The Gulidov Krasnoyarsk Non-Ferrous Metals Plant" (OJSC Krastsvetmet)	RUSSIAN FEDERATION
Gold	PAMP SA	SWITZERLAND
Gold	Prioksky Plant of Non-Ferrous Metals	RUSSIAN FEDERATION
Gold	PT Aneka Tambang (Persero) Tbk	INDONESIA
Gold	PX Précinox SA	SWITZERLAND
Gold	Rand Refinery (Pty) Ltd	SOUTH AFRICA
Gold	Republic Metals Corporation	UNITED STATES
Gold	Royal Canadian Mint	CANADA
Gold	Schone Edelmetaal	NETHERLANDS
Gold	SEMPSA Joyeria Plateria SA	SPAIN
Gold	Shandong Zhaojin Gold & Silver Refinery Co. Ltd	CHINA
Gold	Sichuan Tianze Precious Metals Co., Ltd.	CHINA
Gold	Singway TeCHINAology Co., Ltd.	TAIWAN
Gold	Sumitomo Metal Mining Co. Ltd.	JAPAN
Gold	SOE Shyolkovsky Factory of Secondary Precious Metals	RUSSIAN FEDERATION
Gold	Solar Applied Materials TeCHINAology Corp.	TAIWAN
Gold	Tanaka Kikinzoku Kogyo K.K.	JAPAN
Gold	Tokuriki Honten Co. Ltd	JAPAN
Gold	Umicore BRAZILsil Ltda	BRAZIL
Gold	Umicore Precious Metals Thailand	THAILAND
Gold	Umicore SA Business Unit Precious Metals Refining	BELGIUM
Gold	United Precious Metal Refining Inc.	UNITED STATES
Gold	Valcambi SA	SWITZERLAND

Gold	Yamamoto Precious Metal Co., Ltd.	JAPAN
Gold	Yokohama Metal Co Ltd	JAPAN
Tantalum	Changsha South Tantalum Niobium Co., Ltd.	CHINA
Tantalum	Conghua Tantalum and Niobium Smeltry	CHINA
Tantalum	D Block Metals, LLC	UNITED STATES
Tantalum	Duoluoshan	CHINA
Tantalum	Exotech Inc.	UNITED STATES
Tantalum	F&X Electro—Materials Ltd.	CHINA
Tantalum	FIR Metals & Resource Ltd.	CHINA
Tantalum	Global Advanced Metals Aizu	JAPAN
Tantalum	Global Advanced Metals Boyertown	UNITED STATES
Tantalum	Guangdong Zhiyuan New Material Co., Ltd.	CHINA
Tantalum	H.C. Starck Co., Ltd.	THAILAND
Tantalum	H.C. Starck GmbH Goslar	GERMANY
Tantalum	H.C. Starck GmbH Laufenburg	GERMANY
Tantalum	H.C. Starck Hermsdorf GmbH	GERMANY
Tantalum	H.C. Starck Inc.	UNITED STATES
Tantalum	H.C. Starck Ltd.	JAPAN
Tantalum	H.C. Starck Smelting GmbH & Co.KG	GERMANY
Tantalum	Hengyang King Xing Lifeng New Materials Co., Ltd.	CHINA
Tantalum	Hi-Temp Specialty Metals, Inc.	USA
Tantalum	Jiangxi Dinghai Tantalum & Niobium Co., Ltd.	CHINA
Tantalum	JiuJiang JinXin Nonferrous Metals Co. Ltd.	CHINA
Tantalum	JiuJiang Tambre Co. Ltd.	CHINA
Tantalum	Jiujiang Zhongao Tantalum & Niobium Co., Ltd.	CHINA
Tantalum	KEMET Blue Metals	MEXICO
Tantalum	KEMET Blue Powder	UNITED STATES
Tantalum	King-Tan Tantalum Industry Ltd	CHINA
Tantalum	LMS Brasil S.A.	BRAZIL
Tantalum	Metallurgical Products India (Pvt.) Ltd.	INDIA
Tantalum	Mineração Taboca S.A.	BRAZIL
Tantalum	Mitsui Mining & Smelting	JAPAN
Tantalum	Molycorp Silmet A.S.	ESTONIA
Tantalum	Ningxia Orient Tantalum Industry Co., Ltd.	CHINA
Tantalum	Plansee SE Liezen	AUSTRIA
Tantalum	Plansee SE Reutte	AUSTRIA
Tantalum	QuantumClean	UNITED STATES
Tantalum	Resind Indústria e Comércio Ltda.	BRAZIL
Tantalum	RFH Tantalum Smeltry Co., Ltd.	CHINA
Tantalum	Solikamsk Magnesium Works OAO	RUSSIAN FEDERATION

Tantalum	Taki Chemicals	JAPAN
Tantalum	Telex	USA
Tantalum	Tranzact, Inc.	UNITED STATES
Tantalum	Ulba Matallurgical Plant JSC	KAZAKHSTAN
Tantalum	XinXing HaoRong Electronic Material Co., Ltd.	CHINA
Tantalum	Yichun Jin Yang Rare Metal Co., Ltd.	CHINA
Tantalum	Zhuzhou Cement Carbide	CHINA
Tin	Alpha	UNITED STATES
Tin	Bangka Tin, Mantok, PT Timah (Persero) TBK	INDONESIA
Tin	Cooper Santa	BRAZIL
Tin	CV Ayi Jaya	INDONESIA
Tin	CV Gita Pesona	INDONESIA
Tin	CV Prima Timah Utama	INDONESIA
Tin	CV Serumpun Sebalai	INDONESIA
Tin	CV United Smelting	INDONESIA
Tin	CV Venus Inti Perkasa	INDONESIA
Tin	Rui Da Hung	TAIWAN
Tin	Dowa	JAPAN
Tin	Elmet S.L.U. (Metallo Group)	SPAIN
Tin	EM Vinto	BOLIVIA
Tin	Fenix Metals	POLAND
Tin	Geiju Non-Ferrous Metal Processing Co. Ltd.	CHINA
Tin	Magnu's Minerais Metais e Ligas LTDA	BRAZIL
Tin	Malaysia Smelting Corp	MALAYSIA
Tin	Melt Metais e Ligas S/A	BRAZIL
Tin	Metallo-Chimique N.V.	BELGIUM
Tin	Mineracao Taboca S.A.	BRAZIL
Tin	Minsur	PERU
Tin	Mitsubishi Materials Corporation	JAPAN
Tin	O.M. Manufacturing (Thailand) Co., Ltd.	THAILAND
Tin	O.M. Manufacturing Philippines, Inc.	PHILIPPINES
Tin	Operaciones Metalurgical S.A.	BOLIVIA
Tin	PT Artha Cipta Langgeng	INDONESIA
Tin	PT Refined Bangka Tin	INDONESIA

Tin	PT Tambang Timah	INDONESIA
Tin	Yunnan Tin Company, Ltd.	CHINA
Tungsten	Ganzhou Seadragon W & Mo Co., Ltd.	CHINA
Tungsten	Ganzhou Yatai Tungsten Co., Ltd.	CHINA
Tungsten	H.C. Starck GmbH	GERMANY
Tungsten	H.C. Starck Smelting GmbH & Co.KG	GERMANY
Tungsten	Hunan Chuangda Vanadium Tungsten Co., Ltd. Wuji	CHINA
Tungsten	Hunan Chunchang Nonferrous Metals Co., Ltd.	CHINA
Tungsten	Hydrometallurg, JSC	RUSSIAN FEDERATION
Tungsten	Jiangxi Gan Bei Tungsten Co., Ltd.	CHINA
Tungsten	Jiangxi Minmetals Gao'an Non-ferrous Metals Co., Ltd.	CHINA
Tungsten	Jiangxi Xiushui Xianggan Nonferrous Metals Co., Ltd.	CHINA
Tungsten	Malipo Haiyu Tungsten Co., Ltd.	CHINA
Tungsten	Niagara Refining LLC	UNITED STATES
Tungsten	Nui Phao H.C. Starck Tungsten Chemicals Manufacturing LLC	VIETNAM
Tungsten	Vietnam Youngsun Tungsten Industry Co., Ltd	VIETNAM
Tungsten	Xiamen Tungsten (H.C.) Co., Ltd.	CHINA
Tungsten	Xinhai Rendan Shaoguan Tungsten Co., Ltd.	CHINA