SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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* Gomez Jorge M | 2. Date of Event Requiring Statem (Month/Day/Year) 03/27/2019 | ent 📘 | 3. Issuer Name and Ticker or Trading Symbol Xylem Inc. [XYL] | | | | | |
|--|--|--------------------|---|---|------------------------------------|--|---|--|
| (Last) (First) (Middle) XYLEM INC. | | | 4. Relationship of Reporting Pers (Check all applicable) X Director | con(s) to Issuer 10% Owner | | 5. If Amendment, Date of Original Filed (Month/Day/Year) | | |
| 1 INTERNATIONAL DRIVE | | | Officer (give title below) | Other (spe below) | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | |
| (Street) RYE BROOK NY 10523 | | | | | | | y One Reporting Person y More than One erson | |
| (City) (State) (Zip) | | | | | | | | |
| Table I - Non-Derivative Securities Beneficially Owned | | | | | | | | |
| 1. Title of Security (Instr. 4) | | | . Amount of Securities teneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | | 4. Nature of Indirect Beneficial Ownership (Instr. 5) | | |
| Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | |
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exerci Expiration Da (Month/Day/Y | te | 3. Title and Amount of Secur Underlying Derivative Secur | | 4. Conversion or Exercise | e Form: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) | |
| | | Expiration Date | Title | Amount or Number of Shares | Price of Derivative Security | Direct (D) or Indirect (I) (Instr. 5) | | |
| Explanation of Responses: | | | | | | | | |

Remarks:

No beneficial securities are owned.

No securities are beneficially owned.

/s/ Kimberly Rehm, by powerof attorney for Jorge M.04/04/2019Gomez** Signature of Reporting PersonDate

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, Jorge M Gomez, does hereby nominate, constitute and appoint each of Kelly O'Shea, Juliene Patton, Kimberly Rehm and Claudia Toussaint as his 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 his 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, 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 1st day of April 2019.

/s/: Jorge M. Gomez