
**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): March 2, 2020

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)

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
2.250% Senior Notes due 2023	XYL23	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.

On March 2, 2020, Kenneth Napolitano, Senior Vice President and President, Applied Water Systems & Americas Commercial Team, notified Xylem Inc. (the “Company”) of his intention to retire effective on April 17, 2020.

Item 7.01. Regulation FD Disclosure.

On March 5, 2020, the Company issued a press release naming Mr. Matthew Pine as the Company’s Senior Vice President and President, Applied Water Systems & Americas Commercial Team effective March 16, 2020, to succeed Mr. Napolitano, and naming Mr. Hayati Yarkadas as the Company’s Senior Vice President and President, Water Infrastructure & Europe Commercial Team, also effective March 16, 2020. 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
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<u>99.1</u>	Press release issued by Xylem Inc. on March 5, 2020 announcing retirement of an officer and announcing two appointments to its global leadership team.
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104.0	The cover page from Xylem Inc.'s Form 8-K, formatted in Inline XBRL (included as Exhibit 101).
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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: March 5, 2020

XYLEM INC.

By: /s/ Claudia S. Toussaint

Claudia S. Toussaint

SVP, General Counsel, Chief Sustainability Officer and Corporate Secretary

Xylem Inc.
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NEWS RELEASE

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Xylem appoints two new commercial and segment leaders to executive team

RYE BROOK, NY, (March 5, 2020) - Global water technology company, Xylem (NYSE:XYL), today announced two senior appointments to its executive team. Hayati Yarkadas has been appointed Senior Vice President, and President, Water Infrastructure & Europe Commercial Team. Yarkadas was most recently President of Performance Materials at Trinseo, based in Switzerland. Matthew Pine has been appointed Senior Vice President, and President, Applied Water Systems & Americas Commercial Team, coming from United Technologies, where he was President of the Carrier Residential business. Both will take up their roles effective March 16, 2020, working closely with their predecessors through onboarding and hand-over.

“As the transformation of the water sector accelerates, world-class talent and executive leadership are essential elements of our growth platform,” said Patrick Decker, president and CEO of Xylem. “We’re delighted to welcome Hayati and Matthew to Xylem’s senior leadership team. Their exceptional track records in adjacent sectors will reinforce our global commercial and operational capabilities as they join the mission to solve the world’s water challenges. Hayati brings years of multi-billion-dollar international commercial leadership, alongside rich experience and insight in the European market. And Matthew joins us with deep channel management expertise, having delivered robust, market-centered, sustainable growth in challenging end-markets.”

Yarkadas succeeds David Flinton, who had served in the role on an interim basis. Flinton remains Senior Vice President and Chief Innovation, Technology and Product Management Officer. Pine succeeds Ken Napolitano, who recently notified the Company of his intention to retire after four decades of service. Napolitano will stay on through a hand-over period to ensure an orderly transition.

Reflecting on Napolitano’s retirement, Decker said, “Ken started as an intern and grew with the company for forty years, delivering inestimable value to Xylem, our customers and our

Exhibit 99.1

shareholders over that time. When Xylem emerged as an independent company, Ken was a foundational part of its leadership. He has been a valued team-mate as we have shaped the company to create increasing value from our mission to address the world's water challenges. The Board and I, all Ken's executive peers, and a generation of Xylem colleagues are deeply grateful for Ken's principled leadership."

About Xylem

Xylem (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. Xylem also provides a leading portfolio of smart metering, network technologies and advanced infrastructure analytics solutions for water, electric and gas utilities. The Company's more than 16,000 employees bring broad applications expertise with a strong focus on identifying comprehensive, sustainable solutions. Headquartered in Rye Brook, New York, with 2019 revenue of \$5.25 billion, Xylem does business in more than 150 countries through a number of market-leading product brands. For more information, please visit us at www.xylem.com.

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