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

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2014

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number: 1-35229

Xylem Inc.

(Exact name of registrant as specified in its charter)

Indiana

(State or other jurisdiction of incorporation or organization)

45-2080495

(I.R.S. Employer Identification No.)

1 International Drive, Rye Brook, NY 10573

(address of principal executive offices and zip code)

(914) 323-5700

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of April 25, 2014, there were 183,777,788 outstanding shares of the registrant's common stock, par value \$0.01 per share.

Xylem Inc.
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PART I

ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

XYLEM INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED INCOME STATEMENTS (Unaudited)

(in millions, except per share data)

For the three months ended March 31,	2014	2013
Revenue	\$ 906	\$ 879
Cost of revenue	564	545
Gross profit	342	334
Selling, general and administrative expenses	224	237
Research and development expenses	27	26
Restructuring charges	15	5
Operating income	76	66
Interest expense	14	13
Other non-operating (expense), net	(1)	(2)
Income before taxes	61	51
Income tax expense	12	10
Net income	\$ 49	\$ 41
Earnings per share:		
Basic	\$ 0.27	\$ 0.22
Diluted	\$ 0.27	\$ 0.22
Weighted average number of shares:		
Basic	184.5	185.8
Diluted	185.8	186.4
Dividends declared per share	\$ 0.1280	\$ 0.1164

See accompanying notes to condensed consolidated financial statements.

XYLEM INC. AND SUBSIDIARIES**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (Unaudited)**

(in millions)

For the three months ended March 31,	2014	2013
Net income	\$ 49	\$ 41
Other comprehensive income, before tax:		
Foreign currency translation adjustment	(2)	(43)
Net change in cash flow hedges:		
Unrealized losses	(1)	(2)
Amount of gain reclassified into net income	—	(1)
Net change in postretirement benefit plans:		
Amortization of net actuarial loss	3	4
Other comprehensive loss, before tax	—	(42)
Income tax expense related to items of other comprehensive income	1	1
Other comprehensive loss, net of tax	(1)	(43)
Comprehensive income (loss)	\$ 48	\$ (2)

See accompanying notes to condensed consolidated financial statements.

XYLEM INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(in millions, except per share amounts)

	March 31, 2014	December 31, 2013
	(Unaudited)	
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 466	\$ 533
Receivables, less allowances for discounts and doubtful accounts of \$25 and \$31 in 2014 and 2013, respectively	803	817
Inventories, net	516	475
Prepaid and other current assets	166	143
Deferred income tax assets	40	41
Total current assets	1,991	2,009
Property, plant and equipment, net	476	488
Goodwill	1,719	1,718
Other intangible assets, net	480	488
Other non-current assets	221	193
Total assets	\$ 4,887	\$ 4,896
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 325	\$ 332
Accrued and other current liabilities	488	479
Short-term borrowings and current maturities of long-term debt	44	42
Total current liabilities	857	853
Long-term debt	1,199	1,199
Accrued postretirement benefits	348	348
Deferred income tax liabilities	198	191
Other non-current accrued liabilities	56	64
Total liabilities	2,658	2,655
Commitments and contingencies (Note 17)		
Stockholders' equity:		
Common Stock – par value \$0.01 per share:		
Authorized 750.0 shares, issued 188.2 shares and 187.6 shares in 2014 and 2013, respectively	2	2
Capital in excess of par value	1,768	1,753
Retained earnings	430	405
Treasury stock – at cost 4.4 shares and 3.0 shares in 2014 and 2013, respectively	(137)	(86)
Accumulated other comprehensive income	166	167
Total stockholders' equity	2,229	2,241
Total liabilities and stockholders' equity	\$ 4,887	\$ 4,896

See accompanying notes to condensed consolidated financial statements.

XYLEM INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)
(in millions)

For the three months ended March 31,	2014	2013
Operating Activities		
Net income	\$ 49	\$ 41
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	23	25
Amortization	13	12
Share-based compensation	4	6
Restructuring charges	15	5
Other, net	4	—
Payments for restructuring	(9)	(4)
Changes in assets and liabilities (net of acquisitions):		
Changes in receivables	(5)	1
Changes in inventories	(42)	(29)
Changes in accounts payable	(2)	(8)
Other, net	(28)	(29)
Net Cash – Operating activities	22	20
Investing Activities		
Capital expenditures	(25)	(30)
Acquisitions of businesses and assets, net of cash acquired	—	(78)
Proceeds from the sale of property, plant and equipment	1	3
Net Cash – Investing activities	(24)	(105)
Financing Activities		
Issuance of short-term debt	2	—
Repurchase of common stock	(51)	(15)
Proceeds from exercise of employee stock options	11	—
Dividends paid	(24)	(22)
Excess tax benefit from share based compensation	1	—
Other, net	(1)	1
Net Cash – Financing activities	(62)	(36)
Effect of exchange rate changes on cash	(3)	(8)
Net change in cash and cash equivalents	(67)	(129)
Cash and cash equivalents at beginning of year	533	504
Cash and cash equivalents at end of period	\$ 466	\$ 375
Supplemental disclosure of cash flow information:		
Cash paid during the period for:		
Interest	\$ 11	\$ 11
Income taxes (net of refunds received)	\$ 18	\$ 27

See accompanying notes to condensed consolidated financial statements.

XYLEM INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 1. Background and Basis of Presentation

Background

Xylem Inc. ("Xylem" or the "Company") is 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. Xylem was incorporated in Indiana on May 4, 2011.

Xylem operates in two segments, Water Infrastructure and Applied Water. The 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 and systems. The Applied Water segment serves many of the primary uses of water and focuses on the residential, commercial, industrial and agricultural markets. The Applied Water segment's major products include pumps, valves, heat exchangers, controls and dispensing equipment.

Hereinafter, except as otherwise indicated or unless the context otherwise requires, "Xylem," "we," "us," "our" and the "Company" refer to Xylem Inc. and its subsidiaries.

Basis of Presentation

The interim condensed consolidated financial statements reflect our financial position and results of operations in conformity with accounting principles generally accepted in the United States of America ("GAAP"). All transactions between our businesses have been eliminated.

The unaudited interim condensed consolidated financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC") and, in the opinion of management, reflect all adjustments (which include normal recurring adjustments) considered necessary for a fair presentation of the financial position and results of operations for the periods presented. Certain information and note disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such SEC rules. We believe that the disclosures made are adequate to make the information presented not misleading. We consistently applied the accounting policies described in our Annual Report on Form 10-K for the year ended December 31, 2013 ("2013 Annual Report") in preparing these unaudited condensed consolidated financial statements, with the exception of accounting standard updates described in Note 2. These condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and the notes thereto included in our 2013 Annual Report. Certain prior year amounts have been reclassified to conform to the current year presentation.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period. Estimates are revised as additional information becomes available. Estimates and assumptions are used for, but not limited to, postretirement obligations and assets, revenue recognition, income tax contingency accruals and valuation allowances, goodwill impairment testing and contingent liabilities. Actual results could differ from these estimates. Additionally, our interim condensed consolidated financial statements may not be indicative of our future performance.

Our quarterly financial periods end on the Saturday closest to the last day of the calendar quarter, except for the fourth quarter which ends on December 31. For ease of presentation, the condensed consolidated financial statements included herein are described as ending on the last day of the calendar quarter.

Note 2. Recently Issued Accounting Pronouncements

Pronouncements Not Yet Adopted

In April 2014, the Financial Accounting Standards Board ("FASB") issued guidance related to the reporting of discontinued operations. The guidance states that the disposal of a business or operation is required to be reported as discontinued operations if the disposal represents a strategic shift that will have a major effect on an entity's operations and financial results. The guidance also expands disclosures about discontinued operations and the disposal of significant businesses that did not qualify for discontinued operations presentation. This standard is effective for disposals (or businesses that qualify as "held for sale") that occur within annual periods beginning on or after December 15, 2014 and interim periods within those years. The impact of this guidance on our financial condition and results of operations will depend on the occurrence and the significance of disposal transactions that meet the criteria described above.

In January 2014, the FASB issued guidance related to service concession arrangements. A service concession arrangement is an arrangement between a public-sector entity grantor and an operating entity under which the operating entity operates the grantor's infrastructure (for example, airports, roads and bridges). The guidance states that service concession arrangements should not be accounted for under the guidance of Topic 840, Leases, but rather other guidance as deemed appropriate. This guidance is effective for fiscal years beginning on or after December 15, 2014. We are currently evaluating the impact of the guidance on our financial condition and results of operations.

Recently Adopted Pronouncements

In July 2013, the FASB issued guidance on the financial statement presentation of an unrecognized tax benefit. The guidance requires that an unrecognized tax benefit or a portion of an unrecognized tax benefit, be presented as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward. If an applicable deferred tax asset is not available or a company does not expect to use the applicable deferred tax asset, the unrecognized tax benefit should be presented in an entity's financial statements as a liability and should not be combined with a deferred tax asset. This guidance is effective for fiscal years beginning after December 15, 2013. The adoption of this guidance did not have a material impact on our financial condition or results of operations.

In March 2013, the FASB issued guidance on the release of a cumulative translation adjustment ("CTA") related to an entity's investment in a foreign entity into income. The guidance requires such CTA to be released when there has been a: (1) sale of a subsidiary or group of net assets within a foreign entity and the sale represents the substantially complete liquidation of the investment in the foreign entity, (2) loss of a controlling financial interest in an investment in a foreign entity or (3) step acquisition for a foreign entity. This guidance is effective for fiscal years beginning after December 15, 2013. The impact of the guidance on our financial condition and results of operations will depend on the occurrence and the significance of transactions that meet the criteria described above.

In February 2013, the FASB issued guidance related to the measurement and disclosure of obligations resulting from joint and several liability arrangements. The new guidance requires companies to measure obligations resulting from joint and several liability arrangements as the sum of (1) the amount the company agreed to pay on the basis of its arrangement among co-obligors and (2) any additional amount the company expects to pay on behalf of its co-obligors. Additionally, the new guidance requires the disclosure of a description of the joint and several arrangement and the total outstanding amount of the obligation for all joint parties. This guidance is effective for fiscal years beginning after December 15, 2013. The adoption of this guidance did not have a material impact on our financial condition or results of operations.

Note 3. Acquisitions

During the three months ended March 31, 2013, we spent \$81 million (\$78 million, net of cash acquired) on two acquisitions that were not material individually or in the aggregate to our results of operations or financial position.

Note 4. Restructuring Charges

During the three months ended March 31, 2014, we recognized restructuring charges of \$15 million. We incurred these charges primarily in an effort to reposition our European and North American business to optimize our cost structure and improve our operational efficiency and effectiveness. The charges relate to the reduction in structural costs, including the elimination of headcount and consolidation of facilities within both our Water Infrastructure and Applied Water segments. During the three months ended March 31, 2013 we recognized restructuring charges of \$5 million. These charges related to the reduction in structural costs, including the consolidation of facilities, within our Water Infrastructure segment.

The following table presents the components of restructuring expense for the three months ended March 31, 2014 and 2013.

(in millions)	Three Months Ended	
	March 31,	
	2014	2013
By component:		
Severance and other charges	\$ 15	\$ 5
Reversal of restructuring accruals	—	—
Total restructuring charges	\$ 15	\$ 5
By segment:		
Water Infrastructure	\$ 10	\$ 5
Applied Water	5	—
Corporate and other	—	—

The following table displays a rollforward of the restructuring accruals, presented on our Condensed Consolidated Balance Sheets within accrued and other current liabilities, for the three months ended March 31, 2014 and 2013.

(in millions)	2014	2013
Restructuring accruals - January 1	\$ 13	\$ 9
Restructuring charges	15	5
Cash payments	(9)	(4)
Restructuring accruals - March 31	<u>\$ 19</u>	<u>\$ 10</u>
By segment:		
Water Infrastructure	\$ 14	\$ 7
Applied Water	5	3
Corporate and other	—	—

The following is a rollforward of employee position eliminations associated with restructuring activities for the three months ended March 31, 2014 and 2013.

	2014	2013
Planned reductions - January 1	51	54
Additional planned reductions	170	99
Actual reductions	(109)	(52)
Planned reductions - March 31	<u>112</u>	<u>101</u>

Total expected costs associated with actions that commenced during the three months ended March 31, 2014 are approximately \$10 million for Water Infrastructure and approximately \$7 million for Applied Water. These costs primarily comprise severance charges. Related to these actions we incurred approximately \$9 million for Water Infrastructure and approximately \$5 million for Applied Water during the three months ended March 31, 2014. We currently expect these actions to continue through the third quarter of 2014.

Total expected costs associated with actions that commenced during 2013 are approximately \$33 million for Water Infrastructure. Approximately \$31 million of the expected cost was incurred in 2013, \$1 million was incurred during the three months ended March 31, 2014, and \$1 million is expected to be incurred through the end of 2014. Total expected costs associated with actions that commenced during 2013 are approximately \$10 million for Applied Water. Approximately \$8 million of the expected cost was incurred in 2013 and \$2 million is expected to be incurred through the end of 2014.

Note 5. Income Taxes

Our quarterly provision for income taxes is measured using an estimated annual effective tax rate, adjusted for discrete items within periods presented. The comparison of our effective tax rate between periods is significantly impacted by the level and mix of earnings and losses by tax jurisdiction, foreign income tax rate differentials and amount of permanent book-to-tax differences.

The income tax provision for the three months ended March 31, 2014 was \$12 million at an effective tax rate of 19.1%, compared to \$10 million at an effective tax rate of 19.1% for the same period in 2013. The

effective tax rate was lower than the statutory rate in each period primarily due to geographic mix of earnings.

Unrecognized Tax Benefits

We recognize tax benefits from uncertain tax positions only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized from such positions are measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement.

The amount of unrecognized tax benefits at March 31, 2014 was \$30 million which, if ultimately recognized, will reduce our annual effective tax rate. We do not believe that the unrecognized tax benefits will significantly change within the next twelve months.

We classify interest expense relating to unrecognized tax benefits as a component of other non-operating expense, net and tax penalties as a component of income tax expense in our Condensed Consolidated Income Statements. As of March 31, 2014, we had \$1 million of interest accrued for unrecognized tax benefits.

Note 6. Earnings Per Share

The following is a reconciliation of the shares used in calculating basic and diluted net earnings per share.

	Three Months Ended March 31,	
	2014	2013
Net income (in millions)	\$ 49	\$ 41
Shares (in thousands):		
Weighted average common shares outstanding	184,505	185,573
Add: Participating securities (a)	42	234
Weighted average common shares outstanding — Basic	184,547	185,807
Plus incremental shares from assumed conversions: (b)		
Dilutive effect of stock options	659	178
Dilutive effect of restricted stock	563	450
Weighted average common shares outstanding — Diluted	185,769	186,435
Basic earnings per share	\$ 0.27	\$ 0.22
Diluted earnings per share	\$ 0.27	\$ 0.22

- (a) Restricted stock awards containing rights to non-forfeitable dividends that participate in undistributed earnings with common shareholders are considered participating securities for purposes of computing earnings per share.
- (b) Incremental shares from stock options, restricted stock and performance share units are computed by the treasury stock method. The weighted average shares listed below were not included in the computation of diluted earnings per share because to do so would have been anti-dilutive for the periods presented or were otherwise excluded under the treasury stock method. The treasury stock method calculates dilution assuming the exercise of all in-the-money options and vesting of restricted stock and performance share awards, reduced by the repurchase of shares with the proceeds from the assumed exercises, unrecognized compensation expense for outstanding awards and the estimated tax benefit of the assumed exercises. Performance share units will be included in the treasury stock calculation of diluted earnings per share upon achievement of underlying performance conditions. See Note 14, "Stock-Based Compensation Plans" for further detail on the performance share units.

(in thousands)	Three Months Ended March 31,	
	2014	2013
Stock options	2,746	4,130
Restricted stock	449	757
Performance shares	69	40

Note 7. Inventories

(in millions)	March 31, 2014	December 31, 2013
Finished goods	\$ 212	\$ 189
Work in process	35	31
Raw materials	269	255
Total inventories, net	\$ 516	\$ 475

Note 8. Property, Plant and Equipment

(in millions)	March 31, 2014	December 31, 2013
Land, buildings and improvements	\$ 256	\$ 263
Machinery and equipment	686	685
Equipment held for lease or rental	197	192
Furniture and fixtures	94	93
Construction work in progress	50	49
Other	22	22
Total property, plant and equipment, gross	<u>1,305</u>	<u>1,304</u>
Less accumulated depreciation	829	816
Total property, plant and equipment, net	<u>\$ 476</u>	<u>\$ 488</u>

Depreciation expense of \$23 million and \$25 million was recognized in the three months ended March 31, 2014 and 2013, respectively.

Note 9. Goodwill and Other Intangible Assets

Changes in the carrying value of goodwill by reportable segment for the three months ended March 31, 2014 are as follows:

(in millions)	Water Infrastructure	Applied Water	Total
Balance as of January 1, 2014	\$ 1,149	\$ 569	\$ 1,718
<i>Activity in 2014</i>			
Foreign currency and other	2	(1)	1
Balance as of March 31, 2014	<u>\$ 1,151</u>	<u>\$ 568</u>	<u>\$ 1,719</u>

Based on the results of our latest annual impairment tests, we determined that no impairment of goodwill existed as of the measurement date in 2013. However, future goodwill impairment tests could result in a charge to earnings. We will continue to evaluate goodwill on an annual basis as of the beginning of our fourth quarter and whenever events and changes in circumstances indicate there may be a potential impairment.

Other Intangible Assets

Information regarding our other intangible assets is as follows:

(in millions)	March 31, 2014			December 31, 2013		
	Carrying Amount	Accumulated Amortization	Net Intangibles	Carrying Amount	Accumulated Amortization	Net Intangibles
Customer and distributor relationships	\$ 350	\$ (109)	\$ 241	\$ 352	\$ (104)	\$ 248
Proprietary technology	109	(38)	71	109	(36)	73
Trademarks	35	(16)	19	35	(16)	19
Patents and other	23	(19)	4	20	(17)	3
Indefinite-lived intangibles	145	—	145	145	—	145
	<u>\$ 662</u>	<u>\$ (182)</u>	<u>\$ 480</u>	<u>\$ 661</u>	<u>\$ (173)</u>	<u>\$ 488</u>

Based on the results of our most recent annual impairment tests, we recorded a \$2 million charge related to three trade names within our Water Infrastructure segment in the fourth quarter 2013. As of March 31, 2014, no events or circumstances have occurred that indicate an additional impairment has occurred. We will continue to monitor the indefinite-lived intangible assets on an annual basis as of the beginning of our fourth quarter and whenever events and changes in circumstances indicate there may be a potential impairment.

Amortization expense related to finite-lived intangible assets was \$9 million for both the three months ended March 31, 2014 and 2013.

Note 10. Derivative Financial Instruments

Risk Management Objective of Using Derivatives

We are exposed to certain risks arising from both our business operations and economic conditions and principally manage our exposures to these risks through management of our core business activities. Certain of our foreign operations expose us to fluctuations of foreign interest rates and exchange rates that may impact revenues, expenses, cash receipts and payments. We enter into derivative financial instruments to protect the value or fix the amount of certain cash flows in terms of the functional currency of the business unit with that exposure.

Cash Flow Hedges of Foreign Exchange Risk

We are exposed to fluctuations in various foreign currencies against our functional currencies. We use foreign currency derivatives including currency forward agreements to manage our exposure to fluctuations in the various exchange rates. Currency forward agreements involve fixing the foreign currency exchange rate for delivery of a specified amount of foreign currency on a specified date.

Certain business units within our segments with exposure to foreign currency exchange risks have designated certain currency forward agreements as cash flow hedges of forecasted intercompany inventory purchases and sales.

Listed in the table below are the outstanding foreign currency derivatives that were used to hedge foreign exchange risks as of March 31, 2014.

(in millions; except number of instruments)

Foreign Currency Derivative	Number of Instruments	Total Notional Sold	Sell Notional Currency	Total Notional Purchased	Buy Notional Currency
Buy HUF/Sell EUR forward	8	8	Euro (EUR)	2,410	Hungarian Forint (HUF)
Buy PLN/ Sell EUR forward	16	19	Euro (EUR)	78	Polish Zloty (PLN)
Buy SEK/Sell EUR forward	8	100	Euro (EUR)	903	Swedish Krona (SEK)
Sell AUD/Buy EUR Forward	16	20	Australian Dollar (AUD)	13	Euro (EUR)
Sell AUD/Buy USD Forward	7	6	Australian Dollar (AUD)	6	United States Dollar (USD)
Sell GBP/Buy EUR forward	21	33	British Pound Sterling (GBP)	40	Euro (EUR)
Sell USD/Buy EUR Forward	36	105	United States Dollar (USD)	76	Euro (EUR)

The table below presents the effect of our derivative financial instruments on the Condensed Consolidated Income Statements and Statements of Comprehensive Income.

	Three Months Ended	
	March 31,	
(in millions)	2014	2013
Derivatives in Cash Flow Hedges		
Foreign Exchange Contracts		
Amount of gain (loss) recognized in Other Comprehensive Income (a)	\$ (1)	\$ (2)
Amount of (gain) loss reclassified from Other Comprehensive Income into revenue (a)	(1)	(1)
Amount of (gain) loss reclassified from Other Comprehensive Income into cost of revenue (a)	1	—

(a) Effective portion

As of March 31, 2014, \$1 million of the net unrealized gains on cash flow hedges is expected to be reclassified into earnings in the next 12 months. The ineffective portion of the change in fair value of a cash flow hedge is excluded from effectiveness testing and is recognized immediately in selling, general and administrative expenses in the Condensed Consolidated Income Statements. For the three months ended March 31, 2014 and 2013, the amounts were not material.

The fair values of our foreign exchange contracts currently included in our hedging program were as follows:

(in millions)	March 31, 2014	December 31, 2013
Derivatives designated as hedging instruments		
Assets		
Other current assets	\$ 1	\$ 1
Liabilities		
Other current liabilities	(1)	—

Note 11. Accrued and Other Current Liabilities

(in millions)	March 31, 2014	December 31, 2013
Compensation and other employee-benefits	\$ 197	\$ 215
Customer-related liabilities	60	63
Accrued warranty costs	34	36
Accrued taxes	70	45
Other accrued liabilities	127	120
Total accrued and other current liabilities	<u>\$ 488</u>	<u>\$ 479</u>

Note 12. Credit Facilities and Long-Term Debt

Total debt outstanding is summarized as follows:

(in millions)	March 31, 2014	December 31, 2013
Short-term borrowings and current maturities of long-term debt	\$ 44	\$ 42
Long-term debt		
3.550% Senior Notes due 2016 (a)	\$ 600	\$ 600
4.875% Senior Notes due 2021 (a)	600	600
Unamortized discount (b)	(1)	(1)
Long-term debt	<u>\$ 1,199</u>	<u>\$ 1,199</u>
Total debt	<u>\$ 1,243</u>	<u>\$ 1,241</u>

(a) The fair value of our Senior Notes (as defined below) was determined using quoted prices in active markets for identical securities, which are considered Level 1 inputs. The fair value of our Senior Notes due 2016 (as defined below) was \$633 million and \$635 million as of March 31, 2014 and December 31, 2013, respectively. The fair value of our Senior Notes due 2021 (as defined below) was \$639 million and \$629 million as of March 31, 2014 and December 31, 2013, respectively.

(b) The unamortized discount is recognized as a reduction in the carrying value of the Senior Notes in the Condensed Consolidated Balance Sheets and is being amortized to interest expense in our Condensed Consolidated Income Statements over the expected remaining terms of the Senior Notes.

Senior Notes

On September 20, 2011, we issued 3.550% Senior Notes of \$600 million aggregate principal amount due September 2016 (the "Senior Notes due 2016") and 4.875% Senior Notes of \$600 million aggregate principal amount due October 2021 (the "Senior Notes due 2021" and together with the Senior Notes due 2016, the "Senior Notes").

The Senior Notes include covenants which restrict our ability, subject to exceptions, to incur debt secured by liens and engage in sale and lease-back transactions, as well as provide for customary events of default (subject, in certain cases, to receipt of notice of default and/or customary grace and cure periods). We may redeem the Senior Notes, as applicable, in whole or in part, at any time at a redemption price equal to the principal amount of the Senior Notes to be redeemed, plus a make-whole premium. As of March 31, 2014, we were in compliance with all covenants. If a change of control triggering event (as defined in the Senior Notes indenture) occurs, we will be required to make an offer to purchase the Senior Notes at a price equal to 101% of their principal amount plus accrued and unpaid interest to the date of repurchase.

Interest on the Senior Notes due 2016 is payable on March 20 and September 20 of each year. Interest on the Senior Notes due 2021 is payable on April 1 and October 1 of each year.

Four Year Competitive Advance and Revolving Credit Facility

Effective October 31, 2011, Xylem and its subsidiaries entered into a Four Year Competitive Advance and Revolving Credit Facility (the "Credit Facility") with JPMorgan Chase Bank, N.A., as administrative agent, and a syndicate of lenders. The Credit Facility provides for an aggregate principal amount of up to \$600 million of (i) a competitive advance borrowing option which will be provided on an uncommitted competitive advance basis through an auction mechanism (the "competitive loans"), (ii) revolving extensions of credit (the "revolving loans") outstanding at any time and (iii) the issuance of letters of credit in a face amount not in excess of \$100 million outstanding at any time.

At our election, the interest rate per annum applicable to the competitive advances will be based on either (i) a Eurodollar rate determined by reference to LIBOR, plus an applicable margin offered by the lender making such loans and accepted by us or (ii) a fixed percentage rate per annum specified by the lender making such loans. At our election, the interest rate per annum applicable to the revolving loans will be based on either (i) a Eurodollar rate determined by reference to LIBOR, adjusted for statutory reserve requirements, plus an applicable margin or (ii) a fluctuating rate of interest determined by reference to the greatest of: (a) the prime rate of JPMorgan Chase Bank, N.A., (b) the U.S. Federal Funds effective rate plus half of 1% or (c) the Eurodollar rate determined by reference to LIBOR, adjusted for statutory reserve requirements, in each case, plus an applicable margin.

In accordance with the terms, we may not exceed a maximum leverage ratio of 3.50 (based on a ratio of total debt to earnings before interest, taxes, depreciation and amortization) throughout the term. As of March 31, 2014, we were in compliance with all covenants. The Credit Facility also contains limitations on, among other things, incurring debt, granting liens, and entering sale and leaseback transactions. In addition, the Credit Facility contains other terms and conditions such as customary representations and warranties, additional covenants and customary events of default.

As of March 31, 2014, the Credit Facility remains undrawn.

Research and Development Facility Agreement

On December 4, 2013, the Company amended and restated its Risk Sharing Finance Facility Agreement (the "R&D Facility Agreement") with The European Investment Bank (the "EIB") to add an additional borrower under the facility. The facility provides an aggregate principal amount of up to €120 million (approximately \$165 million) to finance research projects and infrastructure development in the European Union. The Company's wholly-owned subsidiaries in Luxembourg, Xylem Holdings S.a.r.l. and Xylem International S.a.r.l., are the borrowers under the R&D Facility Agreement. The obligations of the borrowers under the R&D Facility Agreement are guaranteed by the Company under an Amended and Restated Deed of Guarantee, dated as of December 4, 2013, in favor of the EIB. The funds are available to finance research and development projects during the period from 2013 through 2016 at the Company's R&D facilities in Sweden, Germany, Italy, the United Kingdom, Austria, Norway and Hungary.

Under the R&D Facility Agreement, the borrower can draw loans with a maturity of no longer than 12 years. The R&D Facility Agreement provides for Fixed Rate loans and Floating Rate loans. The interest rate per annum applicable to Fixed Rate loans will be at a fixed percentage rate per annum specified by the EIB which includes the applicable margin. The interest rate per annum applicable to Floating Rate loans will be at the rate determined by reference to EURIBOR for loans drawn in Euros and LIBOR for loans drawn in Pounds Sterling or U.S. Dollars, plus an applicable spread specified by the EIB which includes the applicable margin. The applicable margin for both Fixed Rate loans and Floating Rate loans shall be determined by reference to the credit rating of the Company.

In accordance with the terms of the R&D Facility Agreement, we may not exceed a maximum leverage ratio of 3.50 (based on a ratio of total debt to earnings before interest, taxes, depreciation and amortization) throughout the term. As of March 31, 2014, we were in compliance with all covenants. The R&D Facility Agreement also contains limitations on, among other things, incurring debt, granting liens, and entering sale and leaseback transactions. In addition, the R&D Facility Agreement contains other terms and conditions such as customary representations and warranties, additional covenants and customary events of default.

As of March 31, 2014, \$39 million was outstanding under the R&D Facility Agreement. Although the borrowing term for this arrangement is for five years, we have classified it as short-term debt on our Condensed Consolidated Balance Sheet since we intend to repay this obligation in less than one year.

Note 13. Postretirement Benefit Plans

The following table provides the components of net periodic benefit cost for our defined benefit pension plans, disaggregated by domestic and international plans.

(in millions)	Three Months Ended	
	March 31,	
	2014	2013
Domestic defined benefit pension plans:		
Service cost	\$ —	\$ 1
Interest cost	1	1
Expected return on plan assets	(1)	(1)
Amortization of net actuarial loss	1	1
Net periodic benefit cost	\$ 1	\$ 2
International defined benefit pension plans:		
Service cost	\$ 4	\$ 3
Interest cost	7	7
Expected return on plan assets	(8)	(8)
Amortization of net actuarial loss	2	3
Net periodic benefit cost	\$ 5	\$ 5
Total net periodic benefit cost	\$ 6	\$ 7

The total net periodic benefit cost for other postretirement employee benefit plans for the three months ended March 31, 2014 and 2013 was \$1 million for both periods.

We contributed \$11 million to postretirement benefit plans during both the three months ended March 31, 2014 and 2013. Additional contributions ranging between approximately \$30 million and \$40 million are expected during the remainder of 2014.

Note 14. Stock-Based Compensation Plans

Share-based compensation expense was \$4 million and \$6 million during the three months ended March 31, 2014 and 2013, respectively. The unamortized compensation expense related to our stock options, restricted stock and performance based shares was \$8 million, \$23 million and \$3 million, respectively, at March 31, 2014 and is expected to be recognized over a weighted average period of 2.0, 2.1 and 2.5 years, respectively. The amount of cash received from the exercise of stock options was \$11 million and less than \$1 million for the three months ended March 31, 2014 and 2013, respectively.

On March 17, 2014, the Company named Patrick K. Decker as the new President and Chief Executive Officer of Xylem Inc. As part of Mr. Decker's employment agreement, he was awarded 165,584 stock options, 40,342 restricted stock and 40,342 performance-based shares. As the award is subject to shareholder approval of the Xylem Omnibus Incentive Plan at the annual meeting of shareholders in May 2014, all share and associated expense amounts are excluded from the activity in the first quarter of 2014.

Stock Option Grants

The following is a summary of the changes in outstanding stock options for the three months ended March 31, 2014:

(shares in thousands)	Shares	Weighted Average Exercise Price / Share	Weighted Average Remaining Contractual Term (Years)
Outstanding at January 1, 2014	3,504	\$ 26.80	6.4
Granted	373	\$ 38.76	10.0
Exercised	(386)	\$ 27.82	2.8
Forfeited	(37)	\$ 23.40	4.0
Outstanding at March 31, 2014	3,454	\$ 28.01	7.0
Options exercisable at March 31, 2014	2,131	\$ 26.98	6.0
Vested and expected to vest as of March 31, 2014	3,339	\$ 27.81	6.9

The aggregate intrinsic value of the outstanding, exercisable and vested and expected to vest stock options as of March 31, 2014 was \$20 million, \$30 million and \$29 million, respectively. The total intrinsic value of options exercised (which is the amount by which the stock price exceeded the exercise price of the options on the date of exercise) during the three months ended March 31, 2014 was \$4 million.

Stock Option Fair Value

The fair value of each option grant was estimated on the date of grant using the binomial lattice pricing model which incorporates multiple and variable assumptions over time, including assumptions such as employee exercise patterns, stock price volatility and changes in dividends. The following are weighted-average assumptions for 2014.

Dividend yield	1.32 %
Volatility	28.80 %
Risk-free interest rate	1.79 %
Expected term (in years)	5.70
Weighted-average fair value / share	\$ 9.99

Expected volatility is calculated based on a weighted analysis of historic and implied volatility measures for a set of peer companies and Xylem. We use historical data to estimate option exercise and employee termination behavior within the valuation model. Employee groups and option characteristics are considered separately for valuation purposes. The expected term represents an estimate of the period of time options are expected to remain outstanding. The expected term provided above represents the weighted average of expected behavior for certain groups of employees who have historically exhibited different behavior. The risk-free rate is based on the U.S. Treasury yield curve in effect at the time of option grant.

Restricted Stock Grants

The following is a summary of restricted stock activity for the three months ended March 31, 2014:

(shares in thousands)	Shares	Weighted Average Grant Date Fair Value /Share
Outstanding at January 1, 2014	1,275	\$ 27.67
Granted	286	\$ 38.74
Vested	(182)	\$ 32.06
Forfeited	(24)	\$ 27.45
Outstanding at March 31, 2014	1,355	\$ 29.45

Performance-Based Share Grants

The following is a summary of performance-based share grants for the three months ended March 31, 2014:

(shares in thousands)	Shares	Weighted Average Grant Date Fair Value /Share
Outstanding at January 1, 2014	52	\$ 27.49
Granted	43	\$ 38.76
Vested	—	\$ —
Forfeited	—	\$ —
Outstanding at March 31, 2014	95	\$ 32.54

Note 15. Capital Stock

On August 20, 2013, the Board of Directors authorized the repurchase of up to \$250 million in shares with no expiration date. The program's objective is to deploy our capital in a manner that benefits our shareholders and maintains our focus on growth. During the three months ended March 31, 2014, we repurchased 1.3 million shares for \$50 million under this program. There are up to \$150 million in shares that may still be purchased under this plan as of March 31, 2014.

On August 18, 2012, the Board of Directors authorized the repurchase of up to 2.0 million shares of common stock with no expiration date. The program's objective is to offset dilution associated with various Xylem employee stock plans by acquiring shares in the open market from time to time. There were no shares repurchased under this program during the three months ended March 31, 2014. There were 0.5 million shares repurchased for \$14 million under this program during the three months ended March 31, 2013. There are up to 1.0 million shares that may still be purchased under this plan as of March 31, 2014.

Aside from the aforementioned repurchase programs, we repurchased less than 0.1 million shares for \$1 million during both the three months ended March 31, 2014 and 2013, in relation to settlement of employee tax withholding obligations due as a result of the vesting of restricted stock.

Note 16. Accumulated Other Comprehensive Income (Loss)

The following table provides the components of accumulated other comprehensive income (loss) for the three months ended March 31, 2014:

(in millions)	Foreign Currency Translation	Postretirement Benefit Plans	Derivative Instruments	Total
Balance at January 1, 2014	\$ 351	\$ (186)	\$ 2	\$ 167
Foreign currency translation adjustment	(2)	—	—	(2)
Amortization of net actuarial loss on postretirement benefit plans into:				
Cost of revenue	—	1	—	1
Selling, general and administrative expenses	—	2	—	2
Income tax expense on amortization of postretirement benefit plan items	—	(1)	—	(1)
Loss on foreign exchange agreements	—	—	(1)	(1)
Reclassification of gain on foreign exchange agreements into revenue	—	—	(1)	(1)
Reclassification of loss on foreign exchange agreements into cost of revenue	—	—	1	1
Balance at March 31, 2014	\$ 349	\$ (184)	\$ 1	\$ 166

Note 17. Commitments and Contingencies

General

From time to time, we are involved in legal proceedings that are incidental to the operation of our businesses, including acquisitions and divestitures, intellectual property matters, product liability and personal injury claims, employment and pension matters, government and commercial contract disputes.

We are currently involved in litigation relation to a purchase price dispute with the minority shareholders arising from one of our historical acquisitions. The court recently announced its decision to increase the purchase price to be paid to such minority shareholders, and both sides are appealing that decision.

From time to time claims may be asserted against Xylem alleging injury caused by any of our products resulting from asbestos exposure. We believe there are numerous legal defenses available for such claims and would defend ourselves vigorously. Pursuant to the Distribution Agreement ("Distribution Agreement") dated October 25, 2011 among ITT Corporation ("ITT" or "former parent"), Exelis Inc. and Xylem, the former parent has an obligation to indemnify, defend and hold Xylem harmless for asbestos product liability matters, including settlements, judgments, and legal defense costs associated with all pending and future claims that may arise from past sales of the former parent's legacy products. We believe the former parent remains a substantial entity with sufficient financial resources to honor its obligations to us.

Although the ultimate outcome of any legal matter cannot be predicted with certainty, based on present information, including our assessment of the merits of the particular claims, we do not expect that any asserted or unasserted legal claims or proceedings, individually or in aggregate, will have a material adverse effect on our results of operations or financial condition. We have estimated and accrued \$17 million as of both March 31, 2014 and December 31, 2013 for these general legal matters.

Indemnifications

As part of our 2011 Spin-off from our former parent, Exelis Inc., ITT and Xylem will indemnify, defend and hold harmless each of the other parties with respect to such parties' assumed or retained liabilities under the Distribution Agreement and breaches of the Distribution Agreement or related spin agreements. The former parent's indemnification obligations include asserted and unasserted asbestos and silica liability claims that relate to the presence or alleged presence of asbestos or silica in products manufactured, repaired or sold prior to October 31, 2011, the Distribution Date, subject to limited exceptions with respect to certain employee claims, or in the structure or material of any building or facility, subject to exceptions with respect to employee claims relating to Xylem buildings or facilities. The indemnification associated with pending and future asbestos claims does not expire. Xylem has not recorded a liability for material matters for which we expect to be indemnified by the former parent or Exelis Inc. through the Distribution Agreement and we are not aware of any claims or other circumstances that would give rise to material payments from us under such indemnifications.

Environmental

In the ordinary course of business, we are subject to federal, state, local, and foreign environmental laws and regulations. We are responsible, or are alleged to be responsible, for ongoing environmental investigation and remediation of sites in various countries. These sites are in various stages of investigation and/or remediation and in many of these proceedings our liability is considered de minimis. We have received notification from the U.S. Environmental Protection Agency, and from similar state and foreign environmental agencies, that a number of sites formerly or currently owned and/or operated by Xylem or for which we are responsible under the Distribution Agreement, and other properties or water supplies that may be or have been impacted from those operations, contain disposed or recycled materials or wastes and require environmental investigation and/or remediation. These sites include instances where we have been identified as a potentially responsible party under federal and state environmental laws and regulations.

Accruals for environmental matters are recorded on a site-by-site basis when it is probable that a liability has been incurred and the amount of the liability can be reasonably estimated, based on current law and existing technologies. Our accrued liabilities for these environmental matters represent the best estimates related to the investigation and remediation of environmental media such as water, soil, soil vapor, air and structures, as well as related legal fees. These estimates, and related accruals, are reviewed quarterly and updated for progress of investigation and remediation efforts and changes in facts and legal circumstances. Liabilities for these environmental expenditures are recorded on an undiscounted basis. We have estimated and accrued \$7 million and \$8 million as of March 31, 2014 and December 31, 2013 for environmental matters, respectively.

It is difficult to estimate the final costs of investigation and remediation due to various factors, including incomplete information regarding particular sites and other potentially responsible parties, uncertainty regarding the extent of investigation or remediation and our share, if any, of liability for such conditions, the selection of alternative remedial approaches, and changes in environmental standards and regulatory requirements. We believe the total amount accrued is reasonable based on existing facts and circumstances.

Our estimate of reasonably possible losses in excess of amounts accrued for environmental and legal matters was approximately \$29 million and \$26 million as of March 31, 2014 and December 31, 2013, respectively.

Warranties

We warrant numerous products, the terms of which vary widely. In general, we warrant products against defect and specific non-performance. The table below provides the changes in our product warranty accrual.

(in millions)	2014	2013
Warranty accrual – January 1	\$ 37	\$ 40
Net changes for product warranties in the period	5	8
Settlement of warranty claims	(8)	(8)
Warranty accrual – March 31	\$ 34	\$ 40

Note 18. Segment Information

Our business is organized into two segments: Water Infrastructure and Applied Water. The Water Infrastructure segment, comprising our Water Solutions and Analytics operating units, 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 and systems. The Applied Water segment, comprising our Residential & Commercial Water and Flow Control operating units, encompasses the uses of water and focuses on the residential, commercial, industrial and agricultural markets offering a wide range of products, including pumps, valves and heat exchangers. Corporate and other consists of corporate office expenses including compensation, benefits, occupancy, depreciation, and other administrative costs, as well as charges related to certain matters, such as environmental matters that are managed at a corporate level and are not included in the business segments in evaluating performance or allocating resources.

The accounting policies of each segment are the same as those described in the summary of significant accounting policies (see Note 1 in the 2013 Annual Report). The following tables contain financial information for each reportable segment.

(in millions)	Three Months Ended March 31,	
	2014	2013
Revenue:		
Water Infrastructure	\$ 568	\$ 551
Applied Water	355	345
Eliminations	(17)	(17)
Total	<u>\$ 906</u>	<u>\$ 879</u>
Operating Income:		
Water Infrastructure	\$ 46	\$ 42
Applied Water	41	40
Corporate and other	(11)	(16)
Total	<u>\$ 76</u>	<u>\$ 66</u>
Depreciation and Amortization:		
Water Infrastructure	\$ 27	\$ 28
Applied Water	7	8
Corporate and other	2	1
Total	<u>\$ 36</u>	<u>\$ 37</u>
Capital Expenditures:		
Water Infrastructure	\$ 14	\$ 18
Applied Water	8	11
Corporate and other	3	1
Total	<u>\$ 25</u>	<u>\$ 30</u>

The following table contains the total assets for each reportable segment.

(in millions)	Total Assets	
	March 31, 2014	December 31, 2013
Water Infrastructure	\$ 2,986	\$ 2,989
Applied Water	1,379	1,340
Corporate and other (a)	522	567
Total	<u>\$ 4,887</u>	<u>\$ 4,896</u>

(a) Corporate and other consists of items pertaining to our corporate headquarters function, which principally consist of cash, deferred tax assets, pension assets and certain property, plant and equipment.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with the condensed consolidated financial statements, including the notes thereto, included elsewhere in this report on Form 10-Q (this "Report"). Except as otherwise indicated or unless the context otherwise requires, "Xylem," "we," "us," "our" and the "Company" refer to Xylem Inc. and its subsidiaries. References in the condensed consolidated financial statements to "ITT" or the "former parent" refer to ITT Corporation and its consolidated subsidiaries (other than Xylem Inc.).

This Report contains "forward-looking statements" within the meaning of the Private Securities Litigation Act of 1995 that are based on our current expectations and assumptions. Forward-looking statements by their nature address matters that are, to different degrees, uncertain. Generally, the words "anticipate," "estimate," "expect," "project," "intend," "plan," "strategy," "may," "will," "believe," "target" and similar expressions identify forward-looking statements, which generally are not historical in nature. However, the absence of these words or similar expressions does not mean that a statement is not forward-looking.

Forward-looking statements include, but are not limited to, statements about the capitalization of the Company, the Company's restructuring and realignment, our future strategic plans and other statements that describe the Company's business strategy, outlook, objectives, plans, intentions or goals, and any discussion of future operating or financial performance. All statements that address performance, events or developments that we expect or anticipate will occur in the future - including statements relating to orders, sales, operating margins and earnings per share growth, cash flows, and statements expressing general views about future operating results - are forward-looking statements.

Caution should be taken not to place undue reliance on any such forward-looking statements because they involve risks, uncertainties and other factors that could cause actual results to differ materially from those expressed or implied in, or reasonably inferred from, such statements. 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 or projections. These risks and uncertainties include, but are not limited to, those set forth under the heading "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2013 ("2013 Annual Report") and with subsequent filings we make with the Securities and Exchange Commission.

Our quarterly financial periods end on the Saturday closest to the last day of the calendar quarter, except for the fourth quarter which ends on December 31. For ease of presentation, the reporting periods included herein are described as ending on the last day of the calendar quarter.

Overview

Xylem is 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. Our business focuses on providing technology-intensive equipment and services. Our product and service offerings are organized into two segments: Water Infrastructure and Applied Water. Our segments are aligned with each of the sectors in the cycle of water, water infrastructure and usage applications.

- *Water Infrastructure* serves the water infrastructure sector with pump systems that transport water from aquifers, lakes, rivers and seas; with filtration, ultraviolet and ozone systems that provide treatment, making the water fit to use; and pumping solutions that move the wastewater to treatment facilities where our mixers, biological treatment, monitoring, and control systems provide the primary functions in the treatment process. We provide analytical instrumentation

used to measure water quality, flow, and level in wastewater, surface water, and coastal environments. In the Water Infrastructure segment, we provide the majority of our sales direct to customers with strong application expertise, while the remaining amount was through distribution partners.

- *Applied Water* serves the usage applications sector with water pressure boosting systems for heating, ventilation and air conditioning and for fire protection systems to the residential and commercial building services markets. In addition, our pumps, heat exchangers, valves and controls provide cooling to power plants and manufacturing facilities, as well as circulation for food and beverage processing. We also provide boosting systems for farming irrigation, pumps for dairy operations, and rainwater reuse systems for small scale crop and turf irrigation. In the Applied Water segment, we provide the majority of our sales through long-standing relationships with the world's leading distributors, with the remainder going direct to customers.

Executive Summary

Xylem reported revenue for the first quarter of 2014 of \$906 million, an increase of 3.1% compared to \$879 million during the first quarter of 2013. Revenue increased 3.5% on a constant currency basis, driven by organic revenue growth across most end markets and strength in emerging markets, particularly in Greater Asia, China and India. The 2013 acquisitions within our Water Infrastructure segment contributed \$5 million of incremental revenue for the first quarter 2014. Operating income for the first quarter of 2014 was \$76 million, reflecting an increase of \$10 million or 15.2% compared to \$66 million in the first quarter of 2013 primarily due to savings from lean six sigma activities, restructuring actions initiated in 2013 and global sourcing initiatives combined with sales volume increases that more than offset headwinds from cost inflation, foreign exchange and sales mix. Additionally, during the first quarter of 2014, we recorded \$18 million of restructuring and realignment costs (as compared to \$12 million in the prior year first quarter) to improve the overall cost base of the business.

Additional financial highlights for the quarter ended March 31, 2014 include the following:

- Orders of \$993 million, or 3.2% growth from \$962 million in the first quarter of the prior year
- Earnings per share of \$0.27, up 22.7% from prior year (\$0.34 on an adjusted basis, up 25.9%)
- Cash flow from operating activities of \$22 million for the three months ended March 31, 2014

Key Performance Indicators and Non-GAAP Measures

Management reviews key performance indicators including revenue, gross margin, segment operating income and margins, earnings per share, orders growth, working capital, free cash flow and backlog, among others. In addition, we consider certain measures to be useful to management and investors evaluating our operating performance for the periods presented, and provide a tool for evaluating our ongoing operations, liquidity and management of assets. This information can assist investors in assessing our financial performance and measures our ability to generate capital for deployment among competing strategic alternatives and initiatives, including, but not limited to, dividends, acquisitions, share repurchases and debt repayment. These metrics, however, are not measures of financial performance under accounting principles generally accepted in the United States of America ("GAAP") and should not be considered a substitute for revenue, operating income, net income, earnings per share (basic and diluted) or net cash from operations as determined in accordance with GAAP. We consider the following non-GAAP measures, which may not be comparable to similarly titled measures reported by other companies, to be key performance indicators:

- "organic revenue" and "organic orders" defined as revenue and orders, respectively, excluding the impact of foreign currency fluctuations, intercompany transactions and contributions from acquisitions and divestitures. Divestitures include sales of insignificant portions of our business

that did not meet the criteria for classification as a discontinued operation. The period-over-period change resulting from foreign currency fluctuations assumes no change in exchange rates from the prior period.

- "constant currency" defined as financial results adjusted for currency translation impacts by translating current period and prior period activity using the same currency conversion rate. This approach is used for countries whose functional currency is not the U.S. dollar.
- "adjusted net income" and "adjusted earnings per share" defined as net income and earnings per share, respectively, adjusted to exclude non-recurring restructuring and realignment costs, and tax-related special items. A reconciliation of adjusted net income is provided below.

	Three Months Ended March 31,	
	2014	2013
(In millions, except for per share data)		
Net income	\$ 49	\$ 41
Restructuring and realignment, net of tax	15	9
Tax-related special items	(1)	—
Adjusted net income	\$ 63	\$ 50
Weighted average number of shares - Diluted	185.8	186.4
Adjusted earnings per share	\$ 0.34	\$ 0.27

- "operating expenses excluding restructuring and realignment costs" defined as operating expenses, adjusted to exclude restructuring and realignment costs.
- "adjusted segment operating income" defined as segment operating income, adjusted to exclude restructuring and realignment costs, and "adjusted segment operating margin" defined as adjusted segment operating income divided by total segment revenue.
- "realignment costs" defined as non-recurring costs not included in restructuring costs that are incurred as part of actions taken to reposition our business, including items such as professional fees, relocation, travel and other costs.
- "free cash flow" defined as net cash provided by operating activities less capital expenditures, as well as adjustments for other significant items that impact current results that management believes are not related to our ongoing operations and performance. Our definition of free cash flow does not consider certain non-discretionary cash payments, such as debt. The following table provides a reconciliation of free cash flow.

	Three Months Ended March 31,	
	2014	2013
(In millions)		
Net cash provided by operating activities	\$ 22	\$ 20
Capital expenditures	(25)	(30)
Free cash flow	\$ (3)	\$ (10)

2014 Outlook

In 2014, we continue to expect a slow recovery in the United States industrial markets combined with modest improvement in performance in our European industrial end markets. Globally, while our industrial markets are improving in production and capital outlay, continued weak performance in mining is expected. We expect public utilities to grow at a modest level in the remainder of 2014, with strength driven by operations and maintenance spending, partially offset by continued weakness in capital expenditure spending by our customers. We expect modest revenue growth in commercial building applications, driven by product launches later this year, but partially offset by a slow-to-recover U.S. institutional building sector. We also expect revenue growth from residential building applications to moderate over the balance of the year. In general, we expect a slow recovery in most of the developed country end markets and modestly higher levels of growth in emerging markets. We are continuing to execute restructuring and realignment actions to reposition our European and North American business to optimize our cost structure and improve our operational efficiency and effectiveness. In 2014, we continue to expect to incur approximately \$30 to \$35 million in restructuring costs, and approximately \$10 to \$15 million in realignment costs. We expect to realize \$25 million of incremental net savings in 2014 from restructuring actions initiated in 2013, and an additional \$15 million of net savings from our 2014 actions. Additional strategic actions we have undertaken include investing in a customer relationship management system, growth platforms and new product development, as well as executing operating efficiencies through lean six sigma and global sourcing initiatives. We also will continue to focus on the Xylem Management System which integrates our key business processes.

Results of Operations

(In millions)	Three Months Ended		
	March 31,		
	2014	2013	Change
Revenue	\$ 906	\$ 879	3.1 %
Gross Profit	342	334	2.4 %
<i>Gross Margin</i>	37.7%	38.0%	(30) bp
Operating expenses excluding restructuring and realignment costs	248	256	(3.1) %
<i>Expense to revenue ratio</i>	27.4%	29.1%	(170) bp
Restructuring and realignment costs	18	12	50.0 %
Total operating expenses	266	268	(0.7) %
Operating Income	76	66	15.2 %
<i>Operating Margin</i>	8.4%	7.5%	90 bp
Interest and other non-operating expense, net	15	15	— %
Income tax expense	12	10	20.0 %
<i>Tax rate</i>	19.1%	19.1%	— bp
Net Income	\$ 49	\$ 41	19.5 %

Revenue

Revenue generated during the three months ended March 31, 2014 was \$906 million reflecting an increase of \$27 million or 3.1% compared to the same period in 2013. On a constant currency basis, revenue increased 3.5% for the three months ended March 31, 2014.

The following table illustrates the impact from organic growth, recent acquisitions and fluctuations in foreign currency in relation to revenue during the three months ended March 31, 2014:

(In millions)	Three Months Ended	
	March 31,	
	Change	% Change
2013 Revenue	\$ 879	
Organic growth	26	3.0 %
Acquisitions	5	0.5 %
Constant Currency	31	3.5 %
Foreign currency translation (a)	(4)	(0.4)%
Total change in revenue	27	3.1 %
2014 Revenue	\$ 906	

(a) Foreign currency impact primarily due to fluctuations in the value of the Euro, British Pound, Australian Dollar, Canadian Dollar and South African Rand against the U.S. Dollar.

The following table summarizes revenue by segment:

(In millions)	Three Months Ended			
	March 31,			
	2014	2013	As Reported Change	Constant Currency Change
Water Infrastructure	\$ 568	\$ 551	3.1%	4.5%
Applied Water	355	345	2.9%	1.7%
Eliminations	(17)	(17)		
Total	\$ 906	\$ 879	3.1%	3.5%

Water Infrastructure

Water Infrastructure revenue increased \$17 million, or 3.1% for the first quarter of 2014 (4.5% increase at constant currency) compared to the first quarter of 2013. The increase was primarily driven by organic growth of \$20 million or 3.6% due to both the public utility and industrial water end markets as well as \$5 million from acquisitions.

From an application perspective, revenue from transport applications grew, driven by large custom pump sales and execution of water and wastewater projects, particularly in Greater Asia and China, combined with solid revenue from new products and from aftermarket and services. Revenue from treatment applications increased, specifically in mixer and filtration products due to higher demand and timing of projects, respectively. Treatment experienced strength in Europe which was partially offset by negative market conditions in the United States from slow public utility capital expenditure spending. Revenue from test applications grew primarily from increases in emerging markets, particularly from large projects in Latin America and the Middle East. The growth in these applications was partially mitigated by declines in the dewatering business in the United States caused by the extreme winter weather conditions during the first two months of the quarter significantly inhibiting rental revenue and delaying construction projects. Further, the decline in dewatering was also due to lapping of a strong first quarter in 2013 from Superstorm Sandy and the lack of storm activity in the current year which was only partially offset by the sale of rental equipment to customers.

Applied Water

Applied Water revenue increased \$10 million, or 2.9% for the first quarter of 2014 (1.7% increase at constant currency) compared to 2013. The increase was due to organic growth of \$6 million, or 1.7% led by strength in the residential and irrigation end markets.

From an application perspective, the increase in revenue was driven mostly by the frigid weather conditions in the northeast and midwest regions of the United States causing increased demand for HVAC units and circulator pumps within the residential building services market. Continued drought conditions in the western United States resulted in strength in irrigation pumping systems. Additionally, industrial projects and strength in the residential building service markets augmented growth in emerging markets, with particular strength in China and the Middle East. These increases were offset by soft market conditions in Europe.

Orders / Backlog

Orders received during the first quarter of 2014 of \$993 million increased by \$31 million, or 3.2% over the first quarter of the prior year (3.5% increase at constant currency), including a benefit of \$7 million from acquisitions. Organic order growth increased 2.8% for the first quarter.

Water Infrastructure segment orders increased \$18 million, or 3.0% to \$619 million (4.3% increase at constant currency) for the quarter as compared to the prior year, including \$7 million from acquisitions. Organic orders increased 3.2% during the first quarter principally due to higher industrial demand within transport for wastewater pumps and large custom pumps. Growth was also driven by test applications resulting from modest expansion in government spending in the United States and strength in the European markets. Further, the increase was also driven by the dewatering business from an increase in equipment sales activity as well as an uptick in aftermarket and services, and hydraulic fracturing orders.

Applied Water segment orders increased \$16 million, or 4.2% (2.4% increase at constant currency) for the first quarter of 2014. Organic order volume increased 2.4% as a result of similar market dynamics impacting revenue as well as strength from Europe and increases in China resulting from execution against our key account growth strategy in the region.

Delivery schedules vary from customer to customer based upon their requirements. Typically, large projects require longer lead production cycles and delays can occur from time to time. Total backlog was \$793 million at March 31, 2014, an increase of \$70 million or 9.7% as compared to \$723 million at March 31, 2013 and an increase of \$86 million or 12.2% as compared to \$707 million at December 31, 2013. We anticipate that approximately 86% of the backlog at March 31, 2014 will be recognized as revenue in the remainder of 2014.

Gross Margin

Gross margin declined to 37.7% from 38.0% for the first quarter of March 31, 2014 as compared to 2013 predominately as a result of lower margin sales in the Water Infrastructure segment caused by lower year-over-year dewatering rental revenue. Another contributing factor to the decline was the geographic sales mix caused by the increased sales to emerging markets. The declines were partially mitigated by overall sales volume increases across both segments and from benefits realized from restructuring savings and cost saving initiatives through lean six sigma and global sourcing.

Operating Expenses

The following table presents operating expenses for the three months ended March 31, 2014 and 2013:

(In millions)	Three Months Ended		
	March 31,		
	2014	2013	Change
Selling, general and administrative expenses (SG&A)	\$ 224	\$ 237	(5.5) %
<i>SG&A as a % of revenue</i>	24.7%	27.0%	(230) bp
Research and development expenses (R&D)	27	26	3.8 %
<i>R&D as a % of revenue</i>	3.0%	3.0%	— bp
Restructuring charges	15	5	200.0 %
Operating expenses	\$ 266	\$ 268	(0.7) %
<i>Expense to revenue ratio</i>	29.4%	30.5%	(110) bp

Selling, General and Administrative Expenses

SG&A decreased by \$13 million to \$224 million or 24.7% of revenue in the first quarter of 2014, as compared to \$237 million or 27.0% of revenue in 2013. The decrease in SG&A expenses as a percentage of revenue is primarily due to carryover benefits from restructuring actions initiated in 2013 combined with cost saving initiatives from lean six sigma, as well as increased sales volume.

Research and Development Expenses

R&D spending slightly increased to \$27 million or 3.0% of revenue in the first quarter of 2014 as compared to \$26 million or 3.0% of revenue in the comparable period of 2013. The increase in R&D was reflective of investments in new product development in the current year.

Restructuring Charges

During the three months ended March 31, 2014, we recognized restructuring charges of \$15 million. We incurred these charges primarily in an effort to reposition our European and North American business to optimize our cost structure and improve our operational efficiency and effectiveness. The charges relate to the reduction in structural costs, including a decrease in headcount and consolidation of facilities within both our Water Infrastructure and Applied Water segments. Included in these charges is \$1 million related to actions commenced in 2013. During the three months ended March 31, 2013 we recognized restructuring charges of \$5 million. These charges related to the reduction in structural costs, including the consolidation of facilities, within our Water Infrastructure segment.

Total expected costs associated with actions that commenced during the first quarter of 2014 are approximately \$10 million for Water Infrastructure and approximately \$7 million for Applied Water. These costs primarily comprise severance charges. Related to these actions we incurred approximately \$9 million for Water Infrastructure and approximately \$5 million for Applied Water during the three months ended March 31, 2014. These actions are currently expected to continue through the third quarter of 2014. As a result of actions initiated during the first quarter of 2014, we estimate net savings of approximately \$10 million in 2014 and annual future net savings beginning in 2015 of approximately \$18 million.

We expect to incur approximately \$30 to \$35 million in restructuring costs for the full year which contemplates additional actions beyond those discussed above. As a result of all of the actions taken and expected to be taken in 2014, we anticipate approximately \$15 million of total net savings to be realized during 2014.

Operating Income

We generated operating income of \$76 million during the first quarter of 2014, a \$10 million increase compared to \$66 million in 2013. The following table illustrates operating income results for our business segments:

(In millions)	Three Months Ended		
	March 31,		
	2014	2013	Change
Water Infrastructure	\$ 46	\$ 42	9.5 %
Applied Water	41	40	2.5 %
Segment operating income	87	82	6.1 %
Corporate and other	(11)	(16)	(31.3) %
Total operating income	\$ 76	\$ 66	15.2 %
<i>Operating margin</i>			
<i>Water Infrastructure</i>	8.1%	7.6%	50 bp
<i>Applied Water</i>	11.5%	11.6%	(10) bp
Total Xylem	8.4%	7.5%	90 bp

The table below provides a reconciliation of the total and each segment's operating income to adjusted operating income, and a calculation of the corresponding adjusted operating margin:

(In millions)	Three Months Ended		
	March 31,		
	2014	2013	Change
Water Infrastructure			
Operating income	\$ 46	\$ 42	9.5 %
Restructuring and realignment costs	12	10	20.0 %
Adjusted operating income	\$ 58	\$ 52	11.5 %
Adjusted operating margin	10.2%	9.4%	80 bp
Applied Water			
Operating income	\$ 41	\$ 40	2.5 %
Restructuring and realignment costs	6	2	200.0 %
Adjusted operating income	\$ 47	\$ 42	11.9 %
Adjusted operating margin	13.2%	12.2%	100 bp
Total Xylem			
Operating income	\$ 76	\$ 66	15.2 %
Restructuring and realignment costs	18	12	50.0 %
Adjusted operating income	\$ 94	\$ 78	20.5 %
Adjusted operating margin	10.4%	8.9%	150 bp

Water Infrastructure

Operating income for our Water Infrastructure segment increased \$4 million or 9.5% (increased \$6 million or 11.5% on an adjusted basis) for the first quarter of 2014 compared with the prior year. The increase was primarily related to savings from restructuring, lean six sigma and global sourcing initiatives combined with sales volume increases to more than offset headwinds from cost inflation, foreign exchange and sales mix.

Applied Water

Operating income for our Applied Water segment increased \$1 million or 2.5% (increased \$5 million or 11.9% on an adjusted basis) for the first quarter of 2014 compared with the prior year. The increase was driven by global sourcing and lean six sigma initiatives and restructuring savings as well as positive price realization which were partially offset by cost inflation.

Interest Expense

Interest expense was \$14 million and \$13 million for the respective three months ended March 31, 2014 and 2013, primarily related to the interest on the \$1.2 billion long-term debt issued in September 2011 and interest on the R&D facility agreement. See "Funding and Liquidity Strategy" for further details.

Income Tax Expense

The income tax provision for the first quarter of 2014 was \$12 million at an effective tax rate of 19.1%, compared to \$10 million at an effective tax rate of 19.1% for 2013. The effective tax rate was lower than the statutory rate in each period primarily due to geographic mix of earnings.

Other Comprehensive Income/(Loss)

Other comprehensive loss of \$1 million for the first quarter of 2014 compared to a loss of \$43 million in the prior year, an improvement of \$42 million. The increase was driven almost entirely by the decrease in unfavorable foreign currency translation impact in 2014 as compared to 2013, primarily due to movements in the EURO against the US Dollar, which had a large unfavorable impact in the first quarter of 2013 but minimal impact in the current quarter.

Liquidity and Capital Resources

The following table summarizes our sources and (uses) of cash:

(In millions)	Three Months Ended		
	March 31,		
	2014	2013	Change
Operating activities	\$ 22	\$ 20	\$ 2
Investing activities	(24)	(105)	81
Financing activities	(62)	(36)	(26)
Foreign exchange	(3)	(8)	5
Total	\$ (67)	\$ (129)	\$ 62

Sources and Uses of Liquidity

Operating Activities

During the first quarter of 2014, net cash provided by operating activities increased by \$2 million as compared to the prior year. The year-over-year increase was primarily driven by increased cash inflow from income. The increase was partially offset by an increase in the use of working capital, due to increased inventories to support a higher backlog and increased accounts receivable primarily from higher sales volume in the last month of the quarter, as well as an increase in restructuring payments.

Investing Activities

Cash used in investing activities was \$24 million for the first quarter of 2014 as compared to \$105 million in the prior year due almost entirely to the cash used in 2013 for acquisitions of \$78 million. Additionally, capital expenditures decreased \$5 million due to prior year information technology investments which did not recur, partially offset by increases related to the new corporate headquarters facility.

Financing Activities

Cash used in financing activities was \$62 million for the first quarter of 2014 as compared to \$36 million in the prior year, primarily driven by an increase in share repurchase activity of \$36 million under the share repurchase plan announced in 2013 as well as an increase of \$2 million, or 10% increase per share in dividends paid to shareholders. The cash used was partially offset by an increase in proceeds from the exercise of stock options of \$11 million.

Funding and Liquidity Strategy

Our ability to fund our capital needs depends on our ongoing ability to generate cash from operations, and access to bank financing and the capital markets. Historically, we have generated operating cash flow sufficient to fund our primary cash needs centered on operating activities, working capital, capital expenditures, and strategic investments. If our cash flows from operations are less than we expect, we may need to incur debt or issue equity. From time to time, we may need to access the long-term and short-term capital markets to obtain financing. Our access to, and the availability of, financing on acceptable terms and conditions in the future will be impacted by many factors, including: (i) our credit ratings or absence of a credit rating, (ii) the liquidity of the overall capital markets, and (iii) the current state of the economy. There can be no assurance that such financing will be available to us on acceptable terms or that such financing will be available at all.

We anticipate that our present sources of funds, including funds from operations and additional borrowings, will provide us with sufficient liquidity and capital resources to meet our liquidity and capital needs in both the United States and outside of the United States over the next twelve months.

Senior Notes

On September 20, 2011, we issued 3.550% Senior Notes of \$600 million aggregate principal amount due September 2016 (the "Senior Notes due 2016") and 4.875% Senior Notes of \$600 million aggregate principal amount due October 2021 (the "Senior Notes due 2021" and together with the Senior Notes due 2016, the "Senior Notes").

The Senior Notes include covenants which restrict our ability, subject to exceptions, to incur debt secured by liens and engage in sale and lease-back transactions, as well as provide for customary events of default (subject, in certain cases, to receipt of notice of default and/or customary grace and cure periods). We may redeem the Senior Notes, as applicable, in whole or in part, at any time at a redemption price equal to the principal amount of the Senior Notes to be redeemed, plus a make-whole premium. As of March 31, 2014, we were in compliance with all covenants. If a change of control triggering event (as defined in the Senior Notes indenture) occurs, we will be required to make an offer to purchase the Senior

Notes at a price equal to 101% of their principal amount plus accrued and unpaid interest to the date of repurchase.

Interest on the Senior Notes due 2016 is payable on March 20 and September 20 of each year. Interest on the Senior Notes due 2021 is payable on April 1 and October 1 of each year.

Credit Facility

Effective October 31, 2011, Xylem and its subsidiaries entered into a Four Year Competitive Advance and Revolving Credit Facility (the "Credit Facility") with JPMorgan Chase Bank, N.A., as administrative agent, and a syndicate of lenders. The Credit Facility provides for an aggregate principal amount of up to \$600 million of: (i) a competitive advance borrowing option which will be provided on an uncommitted competitive advance basis through an auction mechanism (the "competitive loans") (ii) revolving extensions of credit (the "revolving loans") outstanding at any time and (iii) the issuance of letters of credit in a face amount not in excess of \$100 million outstanding at any time.

At our election, the interest rate per annum applicable to the competitive advances will be based on either (i) a Eurodollar rate determined by reference to LIBOR, plus an applicable margin offered by the lender making such loans and accepted by us or (ii) a fixed percentage rate per annum specified by the lender making such loans. At our election, the interest rate per annum applicable to the revolving loans will be based on either (i) a Eurodollar rate determined by reference to LIBOR, adjusted for statutory reserve requirements, plus an applicable margin or (ii) a fluctuating rate of interest determined by reference to the greatest of: (a) the prime rate of JPMorgan Chase Bank, N.A., (b) the U.S. Federal Funds effective rate plus half of 1% or (c) the Eurodollar rate determined by reference to LIBOR, adjusted for statutory reserve requirements, in each case, plus an applicable margin.

In accordance with the terms, we may not exceed a maximum leverage ratio of 3.50 (based on a ratio of total debt to earnings before interest, taxes, depreciation and amortization) throughout the term. As of March 31, 2014, we were in compliance with all covenants. The Credit Facility also contains limitations on, among other things, incurring debt, granting liens, and entering sale and leaseback transactions. In addition, the Credit Facility contains other terms and conditions such as customary representations and warranties, additional covenants and customary events of default.

As of March 31, 2014 the Credit Facility remains undrawn.

Research and Development Facility Agreement

On December 4, 2013, the Company amended and restated its Risk Sharing Finance Facility Agreement (the "R&D Facility Agreement") with The European Investment Bank (the "EIB") to add an additional borrower under the facility. The facility provides an aggregate principal amount of up to €120 million (approximately \$165 million) to finance research projects and infrastructure development in the European Union. The Company's wholly-owned subsidiaries in Luxembourg, Xylem Holdings S.a.r.l. and Xylem International S.a.r.l., are the borrowers under the R&D Facility Agreement. The obligations of the borrowers under the R&D Facility Agreement are guaranteed by the Company under an Amended and Restated Deed of Guarantee, dated as of December 4, 2013, in favor of the EIB. The funds are available to finance research and development projects during the period from 2013 through 2016 at the Company's R&D facilities in Sweden, Germany, Italy, the United Kingdom, Austria, Norway and Hungary.

Under the R&D Facility Agreement, the borrower can draw loans with a maturity of no longer than 12 years. The R&D Facility Agreement provides for Fixed Rate loans and Floating Rate loans. The interest rate per annum applicable to Fixed Rate loans will be at a fixed percentage rate per annum specified by the EIB which includes the applicable margin. The interest rate per annum applicable to Floating Rate loans will be at the rate determined by reference to EURIBOR for loans drawn in Euros and LIBOR for loans drawn in Pounds Sterling or U.S. Dollars, plus an applicable spread specified by the EIB which

includes the applicable margin. The applicable margin for both Fixed Rate loans and Floating Rate loans shall be determined by reference to the credit rating of the Company.

In accordance with the terms of the R&D Facility Agreement, we may not exceed a maximum leverage ratio of 3.50 (based on a ratio of total debt to earnings before interest, taxes, depreciation and amortization) throughout the term. As of March 31, 2014, we were in compliance with all covenants. The R&D Facility Agreement also contains limitations on, among other things, incurring debt, granting liens, and entering sale and leaseback transactions. In addition, the R&D Facility Agreement contains other terms and conditions such as customary representations and warranties, additional covenants and customary events of default.

As of March 31, 2014, \$39 million was outstanding under the R&D Facility Agreement. Although the borrowing term for this arrangement is for five years, we have classified it as short-term debt on our Condensed Consolidated Balance Sheet since we intend to repay this obligation in less than one year.

Non-U.S. Operations

We generated approximately 63% and 62% of our revenue from non-U.S. operations for the three months ended March 31, 2014 and 2013, respectively. As we continue to grow our operations in the emerging markets and elsewhere outside of the United States, we expect to continue to generate significant revenue from non-U.S. operations and we expect our cash will be predominately held by our foreign subsidiaries. We expect to manage our worldwide cash requirements considering available funds among the many subsidiaries through which we conduct business and the cost effectiveness with which those funds can be accessed. We may transfer cash from certain international subsidiaries to the U.S. and other international subsidiaries when it is cost effective to do so. We continually review our domestic and foreign cash profile, expected future cash generation and investment opportunities, which support our current designation of a portion of these funds as being indefinitely reinvested and reassess whether there is a demonstrated need to repatriate funds held internationally to support our U.S. operations. If, as a result of our review, it is determined that all or a portion of the funds may be needed for our operations in the United States, we may be required to accrue additional U.S. taxes. As of March 31, 2014, our foreign subsidiaries were holding \$331 million in cash or marketable securities.

Critical Accounting Estimates

Our discussion and analysis of our results of operations and capital resources are based on our condensed consolidated financial statements, which have been prepared in conformity with GAAP. The preparation of these condensed consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses and the disclosure of contingent assets and liabilities. We believe the most complex and sensitive judgments, because of their significance to the condensed consolidated financial statements, result primarily from the need to make estimates about the effects of matters that are inherently uncertain. Management's Discussion and Analysis of Financial Condition and Results of Operations in the 2013 Annual Report describes the critical accounting estimates used in preparation of the condensed consolidated financial statements. Actual results in these areas could differ from management's estimates. There have been no significant changes in the information concerning our critical accounting estimates as stated in our 2013 Annual Report.

New Accounting Pronouncements

See Note 2, "Recently Issued Accounting Pronouncements," in the Notes to the condensed consolidated financial statements for a complete discussion of recent accounting pronouncements. We are currently evaluating the impact of certain recently issued guidance on our financial condition and results of operations in future periods.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There has been no material change in the information concerning market risk as stated in our 2013 Annual Report.

ITEM 4. CONTROLS AND PROCEDURES

Our management, with the Chief Executive Officer and Chief Financial Officer of the Company, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this quarterly report. Any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. Based on such evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures were effective at the reasonable assurance level.

There have been no changes in our internal control over financial reporting during the fiscal quarter covered by this quarterly report that have materially affected or are reasonably likely to materially affect the Company's internal control over financial reporting.

PART II

ITEM 1. LEGAL PROCEEDINGS

From time to time, we are involved in legal proceedings that are incidental to the operation of our businesses. Some of these proceedings seek remedies relating to environmental matters, intellectual property matters, personal injury claims, employment and pension matters, government contract issues and commercial or contractual disputes, sometimes related to acquisitions or divestitures. See Note 17 "Commitments and Contingencies" to the condensed consolidated financial statements for further information and any updates.

ITEM 1A. RISK FACTORS

There have been no material changes from the risk factors previously disclosed in our 2013 Annual Report.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The following table presents information with respect to purchases of the Company's common stock by the Company during the three months ended March 31, 2014:

(IN MILLIONS, EXCEPT PER SHARE AMOUNTS) PERIOD	TOTAL NUMBER OF SHARES PURCHASED	AVERAGE PRICE PAID PER SHARE (a)	TOTAL NUMBER OF SHARES PURCHASED AS PART OF PUBLICLY ANNOUNCED PLANS OR PROGRAMS (b)	APPROXIMATE DOLLAR VALUE OF SHARES THAT MAY YET BE PURCHASED UNDER THE PLANS OR PROGRAMS (b)
1/1/14 - 1/31/14	—	—	—	235.0
2/1/14 - 2/28/14	—	—	—	241.3
3/1/14 - 3/31/14	1.3	37.95	1.3	188.2

(a) Average price paid per share is calculated on a settlement basis.

(b) On August 18, 2012, the Board of Directors authorized the repurchase of up to 2.0 million shares of common stock with no expiration date. The program's objective is to offset dilution associated with various Xylem employee stock plans by acquiring shares in the open market from time to time. There were no shares purchased under this program during the three months ended March 31, 2014 and there are approximately 1.0 million shares (approximately \$38 million) that may still be purchased under this plan.

On August 20, 2013, the Board of Directors authorized the repurchase of shares up to \$250 million with no expiration date. The program's objective is to deploy our capital in a manner that benefits our shareholders and maintains our focus on growth. During the three months ended March 31, 2014, 1.3 million shares were repurchased at an average price of \$37.95 per share for a total cost of \$50 million. There are up to \$150 million in shares that may still be purchased under this plan.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURE

None.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

See the Exhibit Index following the signature page hereto for a list of exhibits filed as part of this report and incorporated herein by reference.

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 thereunto duly authorized.

XYLEM INC.

(Registrant)

/s/ John P. Connolly

John P. Connolly

Vice President, Controller and Chief Accounting Officer

(Principal Accounting Officer)

April 29, 2014

XYLEM INC.
EXHIBIT INDEX

Exhibit Number	Description	Location
(3.1)	Second Amended and Restated Articles of Incorporation of Xylem Inc.	Incorporated by reference to Exhibit 3.1 of Xylem Inc.'s Form 10-Q filed on October 29, 2013 (CIK No. 131190969, File No. 1-35229).
(3.2)	Amended and Restated By-laws of Xylem Inc.	Incorporated by reference to Exhibit 3.1 of Xylem Inc.'s Form 10-Q filed on October 29, 2013 (CIK No. 131190969, File No. 1-35229).
(4.1)	Indenture, dated as of September 20, 2011, between Xylem Inc., ITT Corporation, as initial guarantor, and Union Bank, N.A., as trustee	Incorporated by reference to Exhibit 4.2 of ITT Corporation's Form 8-K Current Report filed on September 21, 2011 (CIK No. 216228, File No. 1-5672).
(4.2)	Form of Xylem Inc. 3.550% Senior Notes due 2016	Incorporated by reference to Exhibit 4.5 of Xylem Inc.'s Form S-4 Registration Statement filed on May 24, 2012 (CIK No. 1524472, File No. 333-181643).
(4.3)	Form of Xylem Inc. 4.875% Senior Notes due 2021	Incorporated by reference to Exhibit 4.6 of Xylem Inc.'s Form S-4 Registration Statement filed on May 24, 2012 (CIK No. 1524472, File No. 333-181643).
(10.1)	Letter Agreement between Xylem Inc. and Patrick K. Decker	Filed herewith.
(11)	Statement Re-Computation of Per Share Earnings	Information required to be presented in Exhibit 11 is provided under "Earnings Per Share" in Note 6 to the Condensed Consolidated Financial Statements in Part I, Item 1 "Condensed Consolidated Financial Statements" of this Report in accordance with the provisions of Financial Accounting Standards Board Accounting Standards Codification 260, <i>Earnings Per Share</i> .
(31.1)	Certification pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith.
(31.2)	Certification pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith.

Exhibit Number	Description	Location
(32.1)	Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	This Exhibit is intended to be furnished in accordance with Regulation S-K Item 601(b) (32) (ii) and shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934 or incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except as shall be expressly set forth by specific reference.
(32.2)	Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	This Exhibit is intended to be furnished in accordance with Regulation S-K Item 601(b) (32) (ii) and shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934 or incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except as shall be expressly set forth by specific reference.
(101.0)	The following materials from Xylem Inc.'s Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2014, formatted in XBRL (Extensible Business Reporting Language): (i) Condensed Consolidated Income Statements, (ii) Condensed Consolidated Statements of Comprehensive Income, (iii) Condensed Consolidated Balance Sheets, (iv) Condensed Consolidated Statements of Cash Flows and (v) Notes to Condensed Consolidated Financial Statements	Submitted electronically with this Report.

February 28, 2014

Mr. Patrick K. Decker
(Address on file with the company)

Dear Patrick:

We are pleased to confirm our offer of employment to join Xylem Inc. ("Xylem" or "Company") as President and Chief Executive Officer. You will be based at our headquarters location in Rye Brook, New York. Your first day of employment (the "Commencement Date") is expected to be on or about Monday, March 17, 2014. In this position, you will report directly to the Xylem Board of Directors. Effective the Commencement Date, you will be appointed as a Class I director on the Board of Directors of the Company, and thereafter will be nominated for reelection as a director, together with other members of that Class of directors, by the shareholders.

Below are the terms of the offer we discussed:

- **Annual Base Salary:** Your base salary will be \$925,000 per year ("Base Salary") payable in bi-weekly installments.
- **Annual Incentive:** You will be eligible to participate in the Executive Annual Incentive Program (the "Annual Incentive Program") for the performance year 2014, according to the approved parameters of the program. Your annual incentive target will be calculated at 115% of your Base Salary (your "Target Annual Incentive"). The Annual Incentive Program is based on both Company and individual performance, as determined by the Xylem Leadership Development and Compensation Committee (the "Committee"). Approved incentive awards are paid no later than March 15 for performance from the previous calendar year. Your 2014 earned incentive will not be prorated as long as the Commencement Date occurs on or before March 31, 2014. The Annual Incentive Program is subject to shareholder approval of the performance-based provisions of the Xylem Annual Incentive Plan for Executive Officers. Additional details about the Annual Incentive Program will be provided later under separate cover.
- **Long-Term Incentive Award Grant:** You will be eligible to participate in Xylem's Long-term Equity Incentive Program ("LTI Program") with a target annual award value of \$4,500,000. For 2014, your award under the LTI Program will be comprised of 34% stock options, 33% restricted stock units ("RSUs") and 33% performance share units ("PSUs"). Your 2014 long-term incentive grant will not be pro-rated as long as the Commencement Date occurs on or before March 31, 2014. Your awards under the LTI Program will be subject to the terms and conditions of the award agreements, as approved from time to time by the Committee. The LTI Program is subject to shareholder approval of the performance-based provisions of Xylem's 2011 Omnibus Incentive Plan (or any successor thereto). Additional details about the LTI Program will be provided later under separate cover.
- **Sign-On RSU Grant:** You will also be eligible for a special new hire RSU grant of 45,000 RSUs upon the Commencement Date in recognition of equity awards you have forfeited upon accepting Xylem's offer of employment (the "Sign-On RSUs"). The vesting schedule for the Sign-On RSUs will provide that, subject to your continued employment (except as provided below), 50% of the Sign-On RSUs will vest on the second anniversary of the grant date and the remaining 50% of the Sign-On RSUs will vest on the third anniversary of the grant date. Should your employment be terminated by Xylem other than for Cause (as defined in Appendix A) before your Sign-On RSUs vest in full, they will continue to vest over the Severance Pay Period (as defined in Appendix A) provided that you continue to comply with the Restrictive Covenants, as set forth in Appendix A. Any Sign-On RSUs that remain unvested at the cessation of the Severance Pay Period (or earlier if you breach the Restrictive

Covenants) will be forfeited. The Sign-On RSUs will be granted under Xylem’s 2011 Omnibus Incentive Plan (or any successor thereto) pursuant to an award agreement approved by the Committee and consistent with Xylem’s standard form of restricted stock unit agreement except as otherwise provided herein.

- **Benefits Plans:** You and your eligible dependents may enroll for coverage under the various plans comprising the Xylem Benefits Program for U.S. Salaried Employees when you satisfy participation conditions. Coverage begins on your first day of employment. Among those benefits are:
 - Xylem Retirement Savings Plan
 - Xylem Supplemental Retirement Savings Plan
 - Xylem Deferred Compensation Plan
 - Salaried Medical Plan through Empire BlueCross BlueShield
 - Medco Prescription Drug Coverage
 - Salaried Dental Plan through MetLife
 - Vision Care through EyeMed
 - Flexible Spending Accounts
 - Health Savings Account (coupled with High Deductible Health Plan)
 - Short- and Long-term Disability Plans
 - Salaried Life Insurance Plan
 - Accidental Death & Dismemberment Insurance Plan

- **Paid Time Off (PTO):** Xylem provides Paid Time Off (“PTO”) to benefits-eligible employees to enable time off from work. PTO includes holidays and a single bank of hours employees can use for sick, vacation and/or other personal reasons. You will be eligible for up to 23 days of PTO annually. PTO is accrued on a bi-weekly basis and actual PTO earned is based on total eligible hours worked and/or utilized during each pay period. In addition, Xylem recognizes 12 PTO holidays per year which includes a one-week office shut-down at the end of the year, between December 25th and New Year’s Day. Below is the PTO accrual schedule for completed years of service.

Completed Years of Service	Bi-Weekly Accrual Rate (Full-Time)	Equivalent Days Annually (Full-Time)
Senior Exec New Hire	7.08 hours	23 days (184 hours)
15 through 24	7.70 hours	25 days (200 hours)
25 or more	9.24 hours	30 days (240 hours)

- **Relocation:** You (and your family) will be relocated to the New York area as per the terms of the Xylem U.S. Domestic Relocation Policy.
- **Termination of Employment:** You will not be eligible for Severance Pay if your employment is terminated by Xylem for Cause or if you voluntarily terminate your employment for any reason. Specific details are provided in Appendix A attached.
- **Legal Fees:** You will be eligible for a lump sum payment of up to a maximum of \$20,000 (subject to applicable withholding taxes) to be applied towards attorney fees directly related to your acceptance of Xylem’s offer of employment.
- **Withholding:** Xylem may withhold from any payment any taxes that are required to be withheld under any law, rule or regulation.

A comprehensive description of Xylem's benefits and an employee contribution summary will be sent to you under separate cover for your information and planning purposes.

As a condition of your employment you hereby represent to Xylem that the execution and delivery of this letter agreement by you and Xylem and the performance of your duties hereunder shall not constitute a breach of, or otherwise contravene, the terms of any employment agreement or other agreement or policy to which you are a party or otherwise bound.

The terms and conditions of your employment will be governed by Xylem's policies, for which you will have access upon hire, including Xylem's clawback policy as may be amended from time to time. Among the policies is our recognition that employment is at-will, that is, either party maintains the right to end the employment relationship at any time for any reason not otherwise prohibited by law, subject to any entitlement to Severance Pay as may apply hereunder. Our Pre-Placement Screening Policy also provides this offer is contingent upon successful completion of a drug-screening test. This letter agreement constitutes the entire agreement between us with respect to your employment with Xylem and supercedes any prior agreements or understandings relating thereto. This letter agreement shall be governed by and construed in accordance with the laws of the State of New York, without regard to conflicts of law principles thereof and may be executed in counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument.

Beginning with your tenure as an officer and/or director of the Company, Xylem will indemnify you and hold you harmless (including advances of attorneys fees and costs) to the maximum extent permitted under Xylem's charter and by-laws and in any event no less favorably than that which is provided to other Xylem officers and directors.. Xylem will cover you as an insured under any contract of officers and directors liability insurance that covers members of the Board of Directors from time to time, which coverage shall continue after any termination of your employment or cessation as a director for such time as you may be subject to any liability for your acts and omissions for which you may be entitled to such indemnification.

Patrick, we truly look forward to you joining the Xylem team! We are confident you have a great deal to contribute to our organization and believe it will prove to be a tremendous opportunity for you and the entire Company. Please acknowledge your acceptance of our offer by signing one copy of this letter and returning it to my attention as soon as possible. You should also retain a copy for your personal files.

Very truly yours,

/s/ Markos I. Tambakeras
Markos I. Tambakeras
Chairman, Xylem Board of Directors

The above offer is accepted subject to the foregoing conditions.

/s/ Patrick K. Decker
Patrick K. Decker

2/28/2014
Date

APPENDIX A: ADDITIONAL TERMS AND CONDITIONS

The following sets forth the terms providing, among other things, the treatment upon a termination of your employment with Xylem. Severance Pay is subject to a signed Release as provided below.

- 1) **Termination of Employment for Cause:** You will not be eligible for Severance Pay if your employment is terminated by the Company for Cause or if you terminate your employment for any reason (including as a result of your retirement after reaching the Normal Retirement Date (as defined below) or failing to return from an approved leave of absence, including a medical leave of absence).
 - a) **“Cause”** shall mean action by you involving willful malfeasance or gross negligence, your willful and material breach of the Restrictive Covenants (defined in Section 5 below), your plea of nolo contendere to, or conviction of, a felony; or your failure to act involving material nonfeasance that would tend to have a materially adverse effect on the Company. No act or omission on your part shall be considered “willful” unless it is done or committed in bad faith or without reasonable belief that the action or omission was in the best interests of the Company.
 - b) **“Normal Retirement Date”** shall mean the first day of the month which coincides with or follows your 65th birthday.
- 2) **Severance Pay Upon Termination of Employment Not for Cause:** Subject to your participation in the Special Senior Executive Severance Pay Plan (below), if the Company terminates your employment other than for Cause and other than as a result of your death or disability, in any case prior to your Normal Retirement Date, you shall be provided cash severance pay in an amount equal to two (2) times the sum of (x) the annual Base Salary in effect on the effective date of termination of your employment (the **“Scheduled Termination Date”**) and (y) the greater of (i) the amount paid or payable to you under the Annual Incentive Program in respect of the fiscal year ending before the Scheduled Termination Date (which for such purpose shall be \$1,063,750 if the Scheduled Termination Date occurs during the 2014 fiscal year or during the portion of the 2015 fiscal year before the first such amount becomes paid or payable) or (ii) the average of the amounts paid or payable to you under the Annual Incentive Program for the three (3) fiscal years ending before your termination of employment and such average will be calculated over a shorter number of fiscal years if your combined employment with Xylem is less than three (3) fiscal years (two times the sum of (x) and (y), together the **“Severance Pay”**).
 - a) **Terms and Conditions Applicable to Severance Pay.** Severance Pay shall be paid in the form of periodic payments over a period of 24 months after the Scheduled Termination Date according to the regular payroll schedule (the **“Severance Pay Period”**).
 - i. Severance Pay will, subject to your obligation to timely execute and deliver to the Company and not to revoke the Release (as defined in Section 6 below), commence on the first business day after the 60th day following the Scheduled Termination Date, with any installments of Severance Pay that would otherwise have been paid during the 60 days after the Scheduled Termination Date delayed and paid in a lump sum on such 60th day after the Scheduled Termination Date.
 - ii. During the Severance Pay Period you must continue to be available to render to the Company reasonable assistance, consistent with the level of your prior position with the Company, at times and locations that are mutually acceptable.
 - iii. Severance Pay will cease if you are rehired by the Company; however, you are under no obligation to mitigate the Severance Pay by seeking other employment, and there will be no offset for subsequent employer compensation. You agree to promptly notify Xylem in the event you become employed by a different employer during the Severance Pay Period.
- 3) **Benefits During Severance Pay:** During the Severance Pay Period, to the extent permitted by law and the terms of the applicable plans, you will continue to be eligible for participation in Xylem’s group health, dental

and vision plan(s); provided that continued participation beyond your termination of employment will be permitted only to the extent continued participation does not result in the imposition of excise taxes or penalties on Xylem and in the event of such tax or penalty the Company will pay you cash installments during the Severance Pay Period in an amount equal to premiums that otherwise would be payable to continue such benefits as if covered under COBRA (whether or not so covered), less withholding taxes. For the avoidance of doubt, following your Scheduled Termination Date you will cease to be eligible to participate in any Xylem life insurance (subject to any conversion rights), Xylem tax qualified retirement plans, non-qualified excess or supplemental benefit plans, short-term or long-term disability plans, the Xylem business travel accident plan or any new employee benefit plan or any improvement to any existing employee benefit plan adopted by Xylem after the Scheduled Termination Date.

- 4) **Excluded Executive Compensation Plans, Programs, and Arrangements** : During the Severance Pay Period, you will not be eligible to accrue any PTO or participate in or receive any awards except as specifically provided in this Appendix. Without limiting the foregoing statement, you will specifically not be eligible to participate in any (i) bonus or incentive program, (ii) special termination programs, (iii) stock option or stock related plans for executives (provided that you will be eligible to exercise any outstanding stock options in accordance with the terms of any applicable stock option plan and to continue to vest, as applicable, in your Sign-On RSUs), (iv) new or revised executive compensation programs that may be introduced after the Scheduled Termination Date or (v) other executive compensation program, plan, arrangement, practice, policy or perquisites, unless specifically authorized by Xylem in writing.
- 5) **Restrictive Covenants**: If during the Severance Pay Period, you (i) engage in any activity which is inimical to the best interests of the Company; (ii) disparage either Xylem or any of its employees; (iii) fail to comply with any Company Covenant Against Disclosure and Assignment of Rights to Intellectual Property; (iv) without Xylem's prior written consent, induce any employee of Xylem to leave his or her Company employment; (v) without Xylem's prior written consent, engage in, become affiliated with, or become employed by any business competitive with Xylem; or (vi) materially fail to comply with applicable provisions of Xylem's Code of Conduct or applicable Xylem Corporate Policies or any applicable subsidiary of Xylem Code or policies, then Xylem will have no further obligation to provide Severance Pay (the restrictions described in clauses (i)-(iv) being defined as the "**Restrictive Covenants**"). Xylem agrees to use reasonable efforts to prevent its Section 16 officers and its directors not to disparage you during the Severance Pay Period and Xylem will not authorize public statements or public filings to disparage you during the Severance Pay Period.
- 6) **Release**: Xylem shall not be required to pay or continue any installments of Severance Pay or provide any termination benefits in accordance with this agreement unless you execute and deliver to Xylem a release of claims, in a form provided by Xylem, pursuant to which you discharge and release Xylem, its affiliates, and their respective directors, officers, employees and employee benefit plans from all claims (other than for benefits to which you are entitled under any Xylem employee benefit plans) arising out of your employment or termination of employment (the "**Release**"), and the Release is not revoked by you within the seven-day statutory revocation period. You will also be required to resign your officership and any directorship upon your last day of active service with Xylem.
- 7) **Treatment of Severance Pay and Other Compensation**: Any Severance Pay or other compensation, including but not limited to any equity awards provided to you under this agreement, are intended to be treated in a manner consistent with the provisions of Section 409A of the Code. Coordination of Severance Pay with any pay or benefits provided by any applicable Company short-term or long-term disability plan shall be in accordance with the provisions of those plans.
- 8) **Miscellaneous**: Except as provided in this agreement, you shall not be entitled to any notice of termination or pay in lieu thereof.
 - a) In cases where Severance Pay is provided under this agreement, pay in lieu of any unused current year

PTO will be paid to you in a lump sum.

b) Benefits under this agreement are paid for entirely by the Company from its general assets.

c) Any outstanding long-term incentive awards will be treated in accordance with the applicable plans and award agreements.

- 9) **Termination in Connection with or Following an Acceleration Event:** If your employment is terminated due to a “Qualifying Termination” under the terms of the Special Senior Executive Severance Pay Plan (see most recent publicly filed plan document), you will be entitled to receive the severance benefits provided under the terms of the Special Senior Executive Severance Pay Plan, subject to the offset provisions set forth therein. For purposes of the Special Senior Executive Severance Pay Plan, you will be a “Band A” executive.
- 10) **Compliance with Section 409A of the Code:** This agreement is intended to comply with Section 409A of the Code and will be interpreted in a manner intended to comply with Section 409A of the Internal Revenue Code (the “**Code**”). Notwithstanding anything herein to the contrary, (i) any payments that qualify for the “short-term deferral” exception or another exception under Section 409A of the Code shall be paid under the applicable exception, (ii) to the extent necessary in order to prevent any accelerated or additional tax under Section 409A of the Code, all payments made and benefits provided upon your termination of employment shall only be made and provided upon a “separation from service” within the meaning of Section 409A of the Code, (iii) if at the time of your termination of employment with the Company you are a “specified employee” as defined in Section 409A of the Code and the deferral of the commencement of any payments or benefits otherwise payable hereunder as a result of such termination of employment is necessary in order to prevent any accelerated or additional tax under Section 409A of the Code, then the Company will defer the commencement of the payment of any such payments or benefits hereunder (without any reduction in such payments or benefits ultimately paid or provided to you) until the date that is six months following your termination of employment with the Company (or the earliest date as is permitted under Section 409A of the Code without any accelerated or additional tax under Section 409A of the Code), at which point all payments deferred pursuant to such six-month delay shall be paid to you in a lump sum, and (iv) if any other payments of money or other benefits due hereunder could cause the application of an accelerated or additional tax under Section 409A of the Code, such payments or other benefits shall be deferred if deferral would avoid such accelerated or additional tax under Section 409A of the Code, or otherwise such payment or other benefits shall be restructured, to the extent possible, in a manner, determined by the Company, that does not cause such an accelerated or additional tax. To the extent any reimbursements or in-kind benefits due under this letter agreement constitute “deferred compensation” under Section 409A of the Code, any such reimbursements or in-kind benefits shall be paid in a manner consistent with Treas. Reg. Section 1.409A-3(i)(1)(iv). Each payment made under this letter agreement shall be designated as a “separate payment” within the meaning of Section 409A of the Code. The Company shall consult with you in good faith regarding the implementation of the provisions of this section; provided that neither the Company nor any of its employees or representatives shall have any liability to you with respect thereto.

**CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Patrick K. Decker, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Xylem Inc. for the period ended March 31, 2014;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 29, 2014

/s/ Patrick K. Decker

Patrick K. Decker
President and Chief Executive Officer

**CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Michael T. Speetzen, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Xylem Inc. for the period ended March 31, 2014;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 29, 2014

/s/ Michael T. Speetzen

Michael T. Speetzen

Senior Vice President and

Chief Financial Officer

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of Xylem Inc. (the "Company") for the period ended March 31, 2014 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Patrick K. Decker, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. 1350, as adopted pursuant to 906 of the Sarbanes-Oxley Act of 2002, to my knowledge, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Patrick K. Decker

Patrick K. Decker

President and Chief Executive Officer

April 29, 2014

A signed original of this written statement required by Section 906 has been provided to Xylem Inc. and will be retained by Xylem Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of Xylem Inc. (the "Company") for the period ended March 31, 2014 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Michael T. Speetzen, Senior Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. 1350, as adopted pursuant to 906 of the Sarbanes-Oxley Act of 2002, to my knowledge, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Michael T. Speetzen

Michael T. Speetzen

Senior Vice President and Chief Financial Officer

April 29, 2014

A signed original of this written statement required by Section 906 has been provided to Xylem Inc. and will be retained by Xylem Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

