

Xylem Inc.  
Form 8-K  
December 14, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 12, 2012

**XYLEM INC.**

(Exact name of registrant as specified in its charter)

**Indiana**  
(State or other jurisdiction  
of incorporation)

**001-35229**  
(Commission  
File Number)

**45-2080495**  
(IRS Employer  
Identification No.)

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1133 Westchester Avenue, Suite N200

10604

White Plains, New York  
(Address of principal executive offices)

(Zip Code)

(914) 323-5700

(Registrant's telephone number, including area code)

NOT APPLICABLE

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

On December 12, 2012, the Board of Directors of Xylem Inc. (the Company), elected Robert F. Friel as a director effective immediately. Mr. Friel was also appointed as a member of the Audit and Nominating and Governance Committees of the Board of Directors. Mr. Friel is the Chairman and Chief Executive Officer of PerkinElmer, Inc.

Mr. Friel will be eligible to participate in all non-management Director compensation plans available to the Company's other non-management directors effective with the Board of Directors' December 2012 meeting.

On December 13, 2012, the Company issued a press release announcing the appointment of Mr. Friel as a new director. A copy of the press release is attached as Exhibit 99.1 hereto.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

| <b>Exhibit No.</b> | <b>Description</b>                                      |
|--------------------|---|
| 99.1               | News Release issued by Xylem Inc. on December 13, 2012. |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

XYLEM INC.

Date: December 14, 2012

By: /s/ Gretchen W. McClain  
Gretchen W. McClain  
President & Chief Executive Officer

**EXHIBIT INDEX**

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