

Xylem Inc.  
Form 8-K  
March 20, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): March 17, 2014**

**XYLEM INC.**

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

**Indiana**  
**(State or other jurisdiction**

**of incorporation)**

**001-35229**  
**(Commission**

**File Number)**

**45-2080495**  
**(IRS Employer**

**Identification No.)**

**1 International Drive**

**Rye Brook, New York**  
**(Address of principal executive offices)**

**(914) 323-5700**

**10573**  
**(Zip Code)**

**(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.**

(e) As previously announced, on March 17, 2014, Patrick K. Decker, President, Chief Executive Officer and Director of Xylem Inc., received 45,000 restricted stock units (the "Sign-on RSUs") in recognition of equity awards forfeited in connection with his acceptance of the Company's offer of employment. The Sign-on RSUs vest in two equal installments on March 17, 2016 and March 17, 2017, subject to the terms of the grant agreement.

The grant agreement for the Sign-on RSUs is attached hereto as Exhibit 10.1 and is incorporated by reference herein.

**ITEM 9.01 Financial Statements and Exhibits**  
**(d) Exhibits.**

| <b>Exhibit<br/>No.</b> | <b>Description</b>  |
|------------------------|---|
| 10.1                   | Xylem 2011 Omnibus Incentive Plan, Restricted Stock Unit Agreement between Xylem Inc. and Patrick K. Decker |

**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: March 20, 2014

By: /s/ Michael T. Speetzen  
Michael T. Speetzen

Senior Vice President and Chief Financial  
Officer

**EXHIBIT INDEX**

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