

Xylem Inc.  
Form 8-K  
August 02, 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): August 2, 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

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

(914) 323-5700

10604  
*(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 2.02 Results of Operations and Financial Condition**

Attached hereto as Exhibit 99.1 and incorporated herein by reference is the news release issued by Xylem Inc. on August 2, 2012, announcing the financial results for the quarter ended June 30, 2012. This information shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), or incorporated by reference into any filing under the Securities Act of 1933, as amended (the Securities Act ), or the Exchange Act.

**Item 7.01 Regulation FD Disclosure**

Attached hereto as Exhibit 99.2 and incorporated herein by reference are earnings slides posted on Xylem Inc. s website on August 2, 2012, summarizing Xylem Inc. s financial results for the quarter ended June 30, 2012. This information is furnished pursuant to Item 7.01 Regulation FD Disclosure. This information shall not be deemed filed for purposes of Section 18 of the Exchange Act or incorporated by reference into any filing under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
99.1	News Release issued by Xylem Inc. on August 2, 2012.
99.2	Slides summarizing first quarter financial results posted by Xylem Inc. on August 2, 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: August 2, 2012

By: /s/ Michael T. Speetzen  
Michael T. Speetzen  
Senior Vice President and Chief Financial

Officer

(Authorized Officer of Registrant)

**EXHIBIT INDEX**

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