

Xylem Inc.
Form DEFA14A
March 24, 2014

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Rule 14a-12

Confidential, for the Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
Xylem Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

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x No fee required.

.. Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Exercise Your Right to Vote

**Important Notice Regarding the Availability of Proxy Materials for
Annual Meeting of Shareowners to Be Held on Tuesday, May 6, 2014**

*XYLEM INC.
1 INTERNATIONAL DRIVE
RYE BROOK, NY 10573*

Meeting Information

Company: Xylem Inc.

Meeting Type: Annual Meeting

For holders as of: March 10, 2014

Date: May 6, 2014 **Time:** 11:00 a.m. (EDT)

Location: Xylem Headquarters
1 International Drive
Rye Brook, NY 10573

You are receiving this communication because you hold shares in the above named company.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

ADMISSION TICKET

This is notice of your invitation to attend the Annual Meeting of Shareowners of XYLEM INC. to be held on Tuesday, May 6, 2014 at 11:00 a.m. (EDT) at Xylem Headquarters, 1 International Drive, Rye Brook, NY 10573. You should present this Admission Ticket in order to gain admittance to the Annual Meeting. This ticket admits only the shareowner listed and is not transferable.

See the reverse side of this notice to obtain proxy materials and voting instructions.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT ANNUAL REPORT

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET*: www.proxyvote.com
- 2) *BY TELEPHONE*: 1-800-579-1639
- 3) *BY E-MAIL**: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 22, 2014 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: Many shareowners meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

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Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR PROPOSALS 1, 2, 3, 4, 5 AND 6.

1. Election of four Class III members of the Board of Directors.

Nominees:

- 1a. Sten E. Jakobsson
- 1b. Steven R. Loranger
- 1c. Edward J. Ludwig
- 1d. Jerome A. Peribere
2. Ratification of the appointment of Deloitte & Touche LLP as our Independent Registered Public Accounting Firm for 2014.
3. To approve, in a non-binding vote, the compensation of our named executive officers.
4. The approval of the performance-based provisions of the 2011 Omnibus Incentive Plan.
5. The approval of the performance-based provisions of the Xylem Annual Incentive Plan for Executive Officers.
6. Proposed amendment to our Articles of Incorporation to allow shareowners to call a special meeting.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE AGAINST PROPOSAL 7.

7. To vote on a shareowner proposal titled Executives to Retain Significant Stock.

