

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bays Dennis Randy 1 INTERNATIONAL DRIVE C/O XYLEM INC. RYE BROOK, NY 10573	^	^	^ SVP, President, Sensus	^

Signatures

/s/: Juliene Patton for Xylem Inc., by power of attorney for Dennis R. Bays	11/09/2016
__Signature of Reporting Person	Date

Explanation of Responses:

No securities are beneficially owned

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.