



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

January 26, 2022

Lori Zyskowski  
Gibson, Dunn & Crutcher LLP

Re: Xylem Inc. (the "Company")  
Incoming letter dated December 6, 2021

Dear Ms. Zyskowski:

This letter is in response to your correspondence concerning the shareholder proposal (the "Proposal") submitted to the Company by John Chevedden (the "Proponent") for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders.

There appears to be some basis for your view that the Company may exclude the Proposal under Rule 14a-8(f) because the Proposal exceeds the 500-word limitation under Rule 14a-8(d). As required by Rule 14a-8(f), the Company notified the Proponent of the problem, and the Proponent failed to adequately correct it. Accordingly, we will not recommend enforcement action to the Commission if the Company omits the Proposal from its proxy materials in reliance on Rules 14a-8(d) and 14a-8(f).

Copies of all of the correspondence on which this response is based will be made available on our website at <https://www.sec.gov/corpfin/2021-2022-shareholder-proposals-no-action>.

Sincerely,

Rule 14a-8 Review Team

cc: John Chevedden

December 6, 2021

VIA EMAIL

Office of Chief Counsel  
Division of Corporation Finance  
Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549

Re: *Xylem Inc.*  
*Shareholder Proposal of John Chevedden*  
*Securities Exchange Act of 1934—Rule 14a-8*

Ladies and Gentlemen:

This letter is to inform you that our client, Xylem Inc. (the “Company”), intends to omit from its proxy statement and form of proxy for its 2022 Annual Meeting of Shareholders (collectively, the “2022 Proxy Materials”) a shareholder proposal (the “Proposal”) and statements in support thereof received from John Chevedden (the “Proponent”).

Pursuant to Rule 14a-8(j), we have:

- filed this letter with the Securities and Exchange Commission (the “Commission”) no later than eighty (80) calendar days before the Company intends to file its definitive 2022 Proxy Materials with the Commission; and
- concurrently sent a copy of this correspondence to the Proponent.

Rule 14a-8(k) and Staff Legal Bulletin No. 14D (Nov. 7, 2008) (“SLB 14D”) provide that shareholder proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Commission or the staff of the Division of Corporation Finance (the “Staff”). Accordingly, we are taking this opportunity to inform the Proponent that if the Proponent elects to submit additional correspondence to the Commission or the Staff with respect to the Proposal, a copy of that correspondence should be furnished concurrently to the undersigned on behalf of the Company pursuant to Rule 14a-8(k) and SLB 14D.

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## THE PROPOSAL

The Proposal, submitted to the Company on October 8, 2021, states:

### **Proposal 4 – Improve Our Catch-22 Proxy Access**

Shareholders request that our board of directors take the steps necessary to enable as many shareholders as may be needed to combine their shares to equal 3% of our stock owned continuously for 3-years in order to enable shareholder proxy access.

This proposal topic won 43% support at Xylem annual meeting. This 43% support likely represented 51% support from the shares that have access to independent proxy voting advice and need not rely on the biased voting recommendations of management.

It is time to realize that the current arbitrary ration of 20 shareholders to initiate shareholder proxy access is not workable. This is the 8th year that more than 500 companies have had shareholder right to proxy access. There has not been one serious attempt of shareholder proxy access at any major company.

The current arbitrary ration of 20 shareholders to initiate shareholder proxy access can be called Catch-22 Proxy Access. In order to assemble a group of 20 shareholders, who have owned 3% of company stock for an unbroken 3-years, one would reasonably need to start with 60 activist shareholders who own 9% of company stock for an unbroken 3-years because initiating proxy access is a complicated process that is easily susceptible to errors. It is a daunting process that is also highly susceptible to dropouts.

The 60 activist shareholders could then be whittled down to 40 shareholders because some shareholders would be unable to timely meet all the paper chase requirements. After the 40 shareholders submit their paperwork to management – then management might arbitrarily claim that 10 shareholders do not meet the requirements (figuring that shareholders do not want a battle in court) and management might convince another 10 shareholders to drop out – leaving 20 shareholders. But the current bylaws do not allow 40 shareholders to submit their paperwork to management to end up with 20 qualified shareholders.

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And 60 shareholders who own 9% of company for an unbroken 3-years might determine that they own 51% of company stock when length of unbroken stock is factored out.

But how does one begin to assemble a group of 60 potential participants if potential participants cannot even be guaranteed participant status after following the tedious rules that are 3800-words of legalese with the directors having the last word on interpreting the 3800-words – because a single shareholder always takes the risk that one will be the 21<sup>st</sup> shareholder that could be voted off the island after a substantial investment of time by the arbitrary ration of 20 shareholders.

More emphasis should be given to improving proxy access because we do not have the right to act by written consent due to backward provisions of Indiana law. It also takes a high 30% of shares that typically cast ballots at the annual meeting to call for a special shareholder meeting.

It is important to remember that the largest shareholders can be the least likely shareholders to take on the administrative burden of initiating shareholder proxy access. Management has not claimed that any of our largest shareholders have ever submitted a rule 14a-8 shareholder proposal which is less work than initiating shareholder proxy access.

Please vote yes:

### **Improve Our Catch-22 Proxy Access – Proposal 4**

A copy of the Proposal and all related correspondence from the Proponent are attached to this letter as Exhibit A.

### **BACKGROUND**

On October 8, 2021, the Proponent submitted the Proposal to the Company via email. *See Exhibit A*. The Company determined that the Proposal contained two procedural deficiencies, exceeding the 500-word limit applicable to shareholder proposals and failure to provide engagement availability. Accordingly, on October 15, 2021, seven days after the Company's receipt of the Proposal, the Company sent via email and FedEx a deficiency notice to the Proponent, notifying the Proponent of the requirements of Rule 14a-8 and how

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to cure the procedural deficiencies (the “Deficiency Notice”). *See Exhibit B.* In pertinent part, the Deficiency Notice stated:

Rule 14a-8(d) under the Securities Exchange Act of 1934, as amended, provides that the proposal, including any accompanying supporting statement, may not exceed 500 words. The Proposal, including the supporting statement, exceeds the word limit set forth in Rule 14a-8(d). To remedy this defect, you must submit a revised proposal to the Company that complies with this word limit.

The Deficiency Notice also included a copy of Rule 14a-8. FedEx records indicate that physical delivery of the Deficiency Notice has been attempted and a door tag was left at the Proponent’s address notifying him that an attempted delivery was made, providing the package’s original tracking number and instructions on how to locate the package. *See Exhibit C.*

On October 18, 2021, the Proponent responded to the Deficiency Notice via email solely to provide his engagement availability. *See Exhibit A.* Subsequently, on October 25, 2021, the Company and the Proponent spoke briefly to discuss the Proponent’s concerns regarding the subject matter of the Proposal. The 14-day deadline to respond to the Deficiency Notice expired on October 29, 2021, and to date the Proponent has not submitted a revised Proposal or otherwise responded to the 500-word count deficiency clearly identified in the Deficiency Notice.

## **BASIS FOR EXCLUSION**

We hereby respectfully request that the Staff concur in our view that the Proposal may be properly excluded from the 2022 Proxy Materials pursuant to Rule 14a-8(d) and Rule 14a-8(f)(1) because the Proposal exceeds 500 words and the Proponent failed to timely correct this deficiency after receiving proper notice by the Company.

## **ANALYSIS**

**The Proposal May Be Excluded Under Rule 14a-8(d) And Rule 14a-8(f)(1) Because The Proposal Exceeds 500 Words And The Proponent Failed To Timely Correct This Deficiency After Receiving Proper Notice By The Company.**

Rule 14a-8(d) provides that a proposal, including any supporting statement, may not exceed 500 words. The Staff has explained that “[a]ny statements that are, in effect, arguments in support of the proposal constitute part of the supporting statement.” Staff Legal Bulletin

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No. 14 (July 13, 2001). On numerous occasions the Staff has concurred that a company may exclude a shareholder proposal under Rules 14a-8(d) and 14a-8(f)(1) because the proposal exceeds 500 words. For example, recently in *Pinnacle West Capital Corp.* (avail. Mar. 12, 2021), the Staff concurred with the exclusion of a proposal that exceeded the 500-word limitation where the same Proponent failed to reduce the proposal to fewer words within 14 days of receipt of the company's request. There, the Proponent's revised proposal was not received until 24 days after receiving the company's deficiency notice. *See also Duke Energy Corp.* (avail. Mar. 6, 2019); *Danaher Corp.* (avail. Jan. 19, 2010); *Pool Corp.* (avail. Feb. 17, 2009); *Procter & Gamble Co.* (avail. July 29, 2008); *Amgen, Inc.* (avail. Jan. 12, 2004) (in each instance concurring with the exclusion of a proposal under Rules 14a-8(d) and 14a-8(f)(1) where the company argued that the proposal contained more than 500 words); *Amoco Corp.* (avail. Jan. 22, 1997) (concurring with the exclusion of a proposal under the predecessor to Rules 14a-8(d) and 14a-8(f)(1) where the company argued that the proposal included 503 words and the proponent stated that it included 501 words).

Under Rule 14a-8(f)(1), a company may exclude a shareholder proposal from its proxy materials if a shareholder proponent fails to comply with the eligibility or procedural requirements under Rule 14a-8. To exclude the deficient proposal, a company must notify the proponent of the eligibility or procedural deficiencies within 14 days of their receipt of the proposal and the proponent must have failed to correct such deficiencies within 14 days of receipt of such notice. As stated above, the Company received the Proposal from the Proponent on October 8, 2021, via email, and sent the Deficiency Notice to the Proponent on October 15, 2021, via email and FedEx, which was within the 14 days of the Company's receipt of the Proposal. *See Exhibit A, Exhibit B and Exhibit C.* The Deficiency Notice included:

- a description of the procedural requirements of Rule 14a-8(d);
- a statement explaining that the Proposal did not satisfy the procedural requirements of Rule 14a-8(d), because the Proposal exceeded the 500-word limitation;
- an explanation as to how the Proponent could cure the procedural deficiencies with the Proponent's submission;
- a statement calling the Proponent's attention to the 14-day deadline for responding to the Deficiency Notice; and
- a copy of Rule 14a-8.

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The Proponent did not submit a revised Proposal within 14 days of receipt of the Deficiency Notice, or at all, to reduce the length of the Proposal to within the 500-word limit imposed by Rule 14a-8(d). These facts are similar to those in *Pinnacle West* and *Duke Energy* where the same Proponent failed to reduce the proposal to fewer than 500 words within 14 days of receipt of the company's timely request. Moreover, the facts here are even more favorable than those in *Pinnacle West*, where the Proponent did submit a revised proposal to reduce the length, but such revised proposal, although received prior to the company's deadline for proposal submissions under Rule 14a-8, was received more than 14 days after the proponent's receipt of the deficiency notice, and thus was untimely. In this case, the Proponent made no attempt to revise the Proposal to reduce the word count to within the 500-word limit after receiving the Company's timely Deficiency Notice.

Furthermore, failure by a company to demonstrate successful physical delivery to a proponent of a timely and properly addressed deficiency notice, when physical delivery has been attempted, does not preclude relief under Rule 14a-8. The Staff has previously concurred with the exclusion of a proposal on a procedural basis where the company demonstrated that it timely mailed a deficiency notice to the proponent, even when the mail carrier service records indicated that the proponent had not physically received the letter, but where a delivery attempt had been made at the proponent's address. For example, in *Fortune Brands, Inc.* (avail. Feb. 12, 2009; recon. denied Apr. 7, 2009), the Staff concurred with the exclusion of a proposal under Rule 14a-8(b) based on the proponent's failure to provide a written statement of intent to hold, where the company timely sent via certified mail a deficiency letter to the proponent, even though records indicated the letter was never received by the proponent. Specifically, the company argued that United States Postal Service tracking records indicated that delivery of the deficiency letter was attempted, notice was left at the address stating that the letter could be redelivered or picked up at the post office, and post office records indicated the letter had not been received by the proponent from the post office. Notwithstanding the failed delivery attempt of the deficiency letter, the Staff concurred that the company was able to exclude the proposal based on the proponent's failure to timely respond to such letter. As in *Fortune Brands*, here the Company timely mailed the Deficiency Notice to the Proponent using the Proponent's proper address, and, as demonstrated in Exhibit C, physical delivery was attempted, a door tag was left providing instructions on how the Proponent could track and obtain the letter, but to date the Proponent has made no attempts to collect the letter or reschedule delivery. Moreover, the facts here are even more favorable since the Company also emailed the Deficiency Notice to the Proponent, which the Proponent acknowledged when he subsequently provided (via email, and using the same email address to which the Company had previously sent the Deficiency Notice) his engagement availability in response to the Deficiency Notice.



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Consistent with *Pinnacle West*, *Duke Energy* and the other precedent discussed above, the Proposal may be excluded from the 2022 Proxy Materials because it exceeds the 500-word limitation in Rule 14a-8(d). Specifically, the Proposal contains 552 words. In arriving at this calculation:

- We have counted each symbol used in the Proposal (*i.e.*, “%”) as a separate word, consistent with *Intel Corp.* (avail. Mar. 8, 2010) (concurring with the exclusion under Rules 14a-8(d) and 14a-8(f) of a proposal that exceeded the 500-word limitation and noting that, “we have counted each percent symbol and dollar sign as a separate word”).
- We have treated hyphenated terms (not including words that include a prefix followed by a hyphen) as multiple words. *See Minnesota Mining & Manufacturing Co.* (avail. Feb. 27, 2000) (concurring with the exclusion of a shareholder proposal under Rules 14a-8(d) and 14a-8(f)(1) where the proposal contained 504 words, but would have contained 498 words if hyphenated words and words separated by “/” were counted as one word). Accordingly, we have counted “3-years” and “3800-words” as multiple words. The fact that these terms are connected by a hyphen does not make them one word.
- We have counted “Catch-22” as a single word.
- We have counted each number as a word, consistent with *Danaher Corp.* (avail. Jan. 19, 2010).
- We have not counted the bolded language in the title “**Proposal 4.**”
- Finally, we have counted the bolded language in the title “**Improve Our Catch-22 Proxy Access**” and the bolded language following “Please vote yes:” at the conclusion of the Proposal “**Improve Our Catch-22 Proxy Access – Proposal 4.**” This approach is consistent with Staff Legal Bullet No. 14 (July 13, 2001) (“SLB 14”), which instructs that “statements that are, in effect, arguments in support of the proposal constitute part of the supporting statement.” The bolded language above reflects the Proponent’s characterization of the Company’s proxy access bylaw provisions, which he repeats elsewhere in the body of the Proposal. Accordingly, the title is part of the Proponents argument in support of the Proposal and “may be counted toward the 500-word limitation.” SLB 14.



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Consistent with *Pinnacle, Duke Energy* and the well-established precedent cited above, the Company believes the Proposal may be excluded from the 2022 Proxy Materials because the Proposal exceeds the 500-word limitation set forth in Rule 14a-8(d) and the Proponent failed to correct this deficiency after receiving proper and timely notice by the Company. Accordingly, we request that the Staff concur that the Company may exclude the Proposal under Rule 14a-8(d) and Rule 14a-8(f)(1).

## CONCLUSION

Based upon the foregoing analysis, we respectfully request that the Staff concur that it will take no action if the Company excludes the Proposal from its 2022 Proxy Materials pursuant to Rule 14a-8(d) and Rule 14a-8(f)(1).

We would be happy to provide you with any additional information and answer any questions that you may have regarding this subject. Correspondence regarding this letter should be sent to [shareholderproposals@gibsondunn.com](mailto:shareholderproposals@gibsondunn.com). If we can be of any further assistance in this matter, please do not hesitate to call me at (212) 351-2309 or Gary Ross, the Company's Associate General Counsel, Mergers & Acquisitions and Assistant Corporate Secretary, at (914) 323-5700.

Sincerely,



Lori Zyskowski

Enclosures

cc: Gary Ross, Xylem Inc.  
John Chevedden

**EXHIBIT A**

**From:** [REDACTED] PII  
**To:** [Toussaint, Claudia - Xylem](#)  
**Cc:** [Ross, Gary - Xylem](#); [O'Shea, Kelly - Xylem](#); [Skeete, Hannah - Xylem](#)  
**Subject:** Rule 14a-8 Proposal (XYL)``  
**Date:** Friday, October 8, 2021 9:44:59 PM  
**Attachments:** [image001.jpg](#)  
[08102021\\_4.pdf](#)

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Dear Ms. Toussaint,

Please see the attached rule 14a-8 proposal to improve corporate governance and enhance long-term shareholder value at de minimis up-front cost – especially considering the substantial market capitalization of the company.

If you confirm proposal receipt in the next day a broker letter can be promptly forwarded that will save you from making a formal request.

Sincerely,  
John Chevedden

Ms. Claudia S. Toussaint  
Corporate Secretary  
Xylem Inc. (XYL)  
1 International Drive  
Rye Brook, NY 10573  
PH: 914-323-5700  
FX: 914-323-5800  
FX: 914-323-5941

Dear Ms. Toussaint,

This Rule 14a-8 proposal is respectfully submitted in support of the long-term performance of our company.

This Rule 14a-8 proposal is intended as a low-cost method to improve company performance – especially compared to the substantial capitalization of our company.

This proposal is for the next annual shareholder meeting.

I intend to continue to hold through the date of the Company's 2022 and 2023 Annual Meeting of Stockholders the requisite amount of Company shares used to satisfy the applicable ownership requirement.

This submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication.

Please assign the proper sequential proposal number in each appropriate place.

I expect to forward a broker letter soon so if you acknowledge this proposal in an email message it may very well save you from requesting a broker letter from me.

Sincerely,

  
John Chevedden

  
Date

cc: Gary Ross <Gary.Ross@Xyleminc.com>  
Kelly O'Shea <Kelly.OShea@Xyleminc.com>  
Hannah Skeete <Hannah.Skeete@Xyleminc.com>

[XYL – Rule 14a-8 Proposal, October 8, 2021]  
[This line and any line above it is not for publication.]  
**Proposal 4 – Improve Our Catch-22 Proxy Access**

Shareholders request that our board of directors take the steps necessary to enable as many shareholders as may be needed to combine their shares to equal 3% of our stock owned continuously for 3-years in order to enable shareholder proxy access.

This proposal topic won 43% support at Xylem annual meeting. This 43% support likely represented 51% support from the shares that have access to independent proxy voting advice and need not rely on the biased voting recommendations of management.

It is time to realize that the current arbitrary ration of 20 shareholders to initiate shareholder proxy access is not workable. This is the 8th year that more than 500 companies have had shareholder right to proxy access. There has not been one serious attempt of shareholder proxy access at any major company.

The current arbitrary ration of 20 shareholders to initiate shareholder proxy access can be called Catch-22 Proxy Access. In order to assemble a group of 20 shareholders, who have owned 3% of company stock for an unbroken 3-years, one would reasonably need to start with 60 activist shareholders who own 9% of company stock for an unbroken 3-years because initiating proxy access is a complicated process that is easily susceptible to errors. It is a daunting process that is also highly susceptible to dropouts.

The 60 activist shareholders could then be whittled down to 40 shareholders because some shareholders would be unable to timely meet all the paper chase requirements. After the 40 shareholders submit their paperwork to management – then management might arbitrarily claim that 10 shareholders do not meet the requirements (figuring that shareholders do not want a battle in court) and management might convince another 10 shareholders to drop out – leaving 20 shareholders. But the current bylaws do not allow 40 shareholders to submit their paperwork to management to end up with 20 qualified shareholders.

And 60 shareholders who own 9% of company for an unbroken 3-years might determine that they own 51% of company stock when length of unbroken stock ownership is factored out.

But how does one begin to assemble a group of 60 potential participants if potential participants cannot even be guaranteed participant status after following the tedious rules that are 3800-words of legalese with the directors having the last word on interpreting the 3800-words – because a single shareholder always takes the risk that one will be the 21<sup>st</sup> shareholder that could be voted off the island after a substantial investment of time by the arbitrary ration of 20 shareholders.

More emphasis should be given to improving proxy access because we do not have the right to act by written consent due to backward provisions of Indiana law. It also takes a high 30% of shares that typically cast ballots at the annual meeting to call for a special shareholder meeting.

It is important to remember that the largest shareholders can be the least likely shareholders to take on the administrative burden of initiating shareholder proxy access. Management has not claimed that any of our largest shareholders have ever submitted a rule 14a-8 shareholder proposal which is less work than initiating shareholder proxy access.

Please vote yes:

**Improve Our Catch-22 Proxy Access – Proposal 4**

[The line above – *Is* for publication. Please assign the correct proposal number in the 2 places.]

Notes:

“Proposal 4” stands in for the final proposal number that management will assign.

This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(l)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

**We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.**

See also: Sun Microsystems, Inc. (July 21, 2005).

The stock supporting this proposal will be held until after the annual meeting and the proposal will be presented at the annual meeting. Please acknowledge this proposal promptly by email

PII

The color version of the below graphic is to be published immediately after the bold title line of the proposal.

Will consider withdrawal of the graphic if management commits to a fair presentation of the proposal which includes:

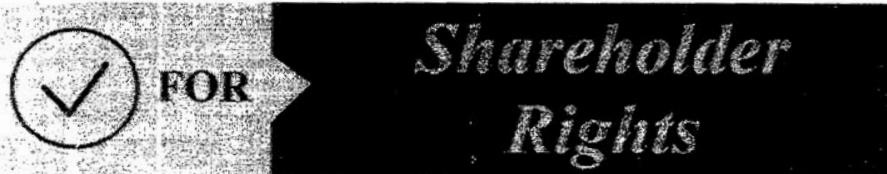
No management graphic in connection with the rule 14a-8 proposals in the proxy or ballot.

No proxy or ballot text suggesting that the proposal will be moot due to lack of presentation.

No ballot electioneering text repeating the negative management recommendation.

Management will give me the opportunity to correct any typographical errors.

Management will give me advance notice if it does a special solicitation that mentions this proposal.



---

**From:** Ross, Gary - Xylem <Gary.Ross@xylem.com>  
**Sent:** Saturday, October 9, 2021 3:39 PM  
**To:** John Chevedden  
**Cc:** O'Shea, Kelly - Xylem; Toussaint, Claudia - Xylem  
**Subject:** RE: Rule 14a-8 Proposal (XYL)`

Mr. Chevedden –

We acknowledge receipt of your proposal. Please provide the broker letter confirming your ownership.

Thanks.

**Gary Ross**

Associate General Counsel, Mergers & Acquisitions  
and Assistant Corporate Secretary

Xylem Inc.

1 International Drive  
Rye Brook, NY 10573  
Tel: (914) 323-5986

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**From:** [REDACTED] PII  
**To:** [Ross, Gary - Xylem](#)  
**Cc:** [O'Shea, Kelly - Xylem](#); [Toussaint, Claudia - Xylem](#)  
**Subject:** Rule 14a-8 Proposal (XYL)  
**Date:** Monday, October 11, 2021 1:25:34 PM

---

Dear Mr. Ross,

Thank you for the acknowledgment of receiving the rule 14a-8 proposal.

I will forward the broker letter soon.

John Chevedden

**From:** [REDACTED] PII  
**To:** [Ross, Gary - Xylem](#)  
**Cc:** [O'Shea, Kelly - Xylem](#)  
**Subject:** Rule 14a-8 Proposal (XYL) blb  
**Date:** Wednesday, October 13, 2021 12:48:57 PM  
**Attachments:** [13102021.pdf](#)

---

Mr. Ross,  
Please see the attached broker letter.  
Please confirm receipt.  
John Chevedden



October 13, 2021

John Chevedden  
PII

Re: TD Ameritrade Account Information Request

Dear John Chevedden,

Pursuant to your request, this letter is to confirm that as of the date of this letter, you held and had held continuously since at least July 1, 2018, the following shares in the account ending in PII at TD Ameritrade:

Newell Brands Inc. (NWL) 200 shares  
The Western Union Company (WU) 200 shares  
Xylem Inc. (XYL) 100 shares  
Prudential Financial, Inc. (PRU) 80 shares  
HP Inc. (HPQ) 200 shares  
Hewlett Packard Enterprise Company (HPE) 150 shares  
Gilead Sciences, Inc. (GILD) 50 shares

The DTC clearinghouse number for TD Ameritrade is 0188.

If we can be of any further assistance, please let us know. Just log in to your account and click "Message Center" (under Client Services) to write us. A representative will respond through your Message Center inbox. You can also call Client Services at 800 669 3900. We're available 24 hours a day, 7 days a week.

Sincerely,

Melissa Dale  
Resource Specialist  
TD Ameritrade

This information is furnished as part of a general information service and TD Ameritrade shall not be liable for any damages arising out of any inaccuracy in the information. Because this information may differ from your TD Ameritrade monthly statement, you should rely only on the TD Ameritrade monthly statement as the official record of your TD Ameritrade account.

Market volatility, volume, and system availability may delay account access and trade executions.

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TDA 101516 02/21

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**From:** Ross, Gary - Xylem <Gary.Ross@xylem.com>  
**Sent:** Wednesday, October 13, 2021 2:39 PM  
**To:** John Chevedden  
**Cc:** O'Shea, Kelly - Xylem  
**Subject:** RE: Rule 14a-8 Proposal (XYL)            blb

Receipt confirmed. Thanks.

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---

**From:** John Chevedden [REDACTED] PII  
**Sent:** Monday, October 18, 2021 11:03 AM  
**To:** Ross, Gary - Xylem  
**Cc:** O'Shea, Kelly - Xylem; Toussaint, Claudia - Xylem  
**Subject:** (XYL)

Available for telephone meeting with one company employee:

Oct. 25 9:30 am PT

Oct. 26 9:30 am PT

Confirmation requested by:  
Oct. 21

Please provide the name of the one company employee.

I have no need for a discussion.

[REDACTED] PII

---

**From:** Ross, Gary - Xylem <Gary.Ross@xylem.com>  
**Sent:** Tuesday, October 19, 2021 11:00 AM  
**To:** John Chevedden  
**Cc:** O'Shea, Kelly - Xylem; Toussaint, Claudia - Xylem  
**Subject:** RE: (XYL)

Thanks.

I am available for a call on Monday, October 25 at 9:30 am PT/12:30 ET. I can call your cell at that time.

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**From:** John Chevedden [REDACTED] PII  
**Sent:** Tuesday, October 19, 2021 8:35 PM  
**To:** Ross, Gary - Xylem  
**Cc:** O'Shea, Kelly - Xylem; Toussaint, Claudia - Xylem  
**Subject:** (XYL)

Good

I am available for a call on Monday, October 25 at 9:30 am PT/12:30 ET. I can call your cell at that time.



---

**From:** Ross, Gary - Xylem <Gary.Ross@xylem.com>  
**Sent:** Monday, October 25, 2021 12:20 PM  
**To:** John Chevedden  
**Cc:** O'Shea, Kelly - Xylem; Toussaint, Claudia - Xylem  
**Subject:** Re: (XYL)

Thanks, Mr. Chevedden. I will call you at 9:30 PT, as discussed.

Get [Outlook for iOS](#)

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**From:** John Chevedden [REDACTED] PII  
**Sent:** Monday, October 25, 2021 12:17:38 PM  
**To:** Ross, Gary - Xylem <Gary.Ross@xylem.com>  
**Cc:** O'Shea, Kelly - Xylem <Kelly.OShea@xylem.com>; Toussaint, Claudia - Xylem <Claudia.Toussaint@xylem.com>  
**Subject:** (XYL)

[REDACTED] PII

**EXHIBIT B**

**From:** [Ross, Gary - Xylem](#)  
**To:** [REDACTED] PII  
**Cc:** [O'Shea, Kelly - Xylem](#); [Toussaint, Claudia - Xylem](#)  
**Subject:** RE: Rule 14a-8 Proposal (XYL)``  
**Attachments:** [Letter to Mr. John Chevedden -- 10-2021.pdf](#)  
[Rule 14a-8 Enclosures 10-2021.pdf](#)

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Mr. Chevedden –

Please see the attached. Copies are also being sent to you via FedEx.

Regards,

Gary Ross

**Gary Ross**

Associate General Counsel, Mergers & Acquisitions  
and Assistant Corporate Secretary  
Xylem Inc.  
1 International Drive  
Rye Brook, NY 10573  
Tel: (914) 323-5986

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**From:** John Chevedden [REDACTED] PII  
**Sent:** Friday, October 8, 2021 9:45 PM  
**To:** Toussaint, Claudia - Xylem <Claudia.Toussaint@xylem.com>  
**Cc:** Ross, Gary - Xylem <Gary.Ross@xylem.com>; O'Shea, Kelly - Xylem <Kelly.OShea@xylem.com>; Skeete, Hannah - Xylem <Hannah.Skeete@xylem.com>  
**Subject:** Rule 14a-8 Proposal (XYL)``



Dear Ms. Toussaint,

Please see the attached rule 14a-8 proposal to improve corporate

governance and enhance long-term shareholder value at de  
minimis up-front cost – especially considering the substantial  
market capitalization of the company.

If you confirm proposal receipt in the next day a broker letter can  
be promptly forwarded that will save you from making a formal  
request.

Sincerely,  
John Chevedden



Xylem Inc.  
1 International Drive  
Rye Brook, NY 10573

October 15, 2021

**VIA FEDEX AND E-MAIL**

Mr. John Chevedden

PII

Dear Mr. Chevedden:

I am writing on behalf of Xylem Inc. (the “Company”), which received on October 8, 2021, your shareholder proposal entitled “Improve Our Catch-22 Proxy Access” that you submitted on October 8, 2021 (the “Submission Date”) pursuant to Securities and Exchange Commission (“SEC”) Rule 14a-8 for inclusion in the proxy statement for the Company’s 2022 Annual Meeting of Shareholders (the “Proposal”).

The Proposal contains certain procedural deficiencies, which SEC regulations require us to bring to your attention.

Rule 14a-8(d) under the Securities Exchange Act of 1934, as amended, provides that the proposal, including any accompanying supporting statement, may not exceed 500 words. The Proposal, including the supporting statement, exceeds the word limit set forth in Rule 14a-8(d). To remedy this defect, you must submit a revised proposal to the Company that complies with this word limit.

Rule 14a-8(b)(1)(iii) of the Exchange Act requires a shareholder to provide the company with a written statement that it is able to meet with the company in person or via teleconference no less than 10 calendar days, nor more than 30 calendar days, after submission of the shareholder proposal, including the shareholder’s contact information and the business days and specific times during the company’s regular business hours that such shareholder is available to discuss the proposal with the company. We note that you have not provided such a statement to the Company. Accordingly, to remedy this defect, you must provide such a statement to the Company and include your contact information as well as business days and specific times between 10 and 30 days after the Submission Date that you are available to discuss the Proposal with the Company. As explained in Rule 14a-8(b), you must also identify times that are within the regular business hours of the Company’s principal executive office (*i.e.*, between 9:00 a.m. ET and 5:30 p.m. ET).

The SEC’s rules require that any response to this letter be postmarked or transmitted electronically no later than 14 calendar days from the date you receive this letter. Please address any response to me at Xylem Inc., 1 International Drive, Rye Brook, NY 10573. Alternatively, you may transmit any response by e-mail to me at [Gary.Ross@xylem.com](mailto:Gary.Ross@xylem.com).

Mr. John Chevedden  
October 15, 2021  
Page 2

If you have any questions with respect to the foregoing, please contact me at (914) 323-5700. For your reference, I enclose a copy of Rule 14a-8 as amended for meetings that occur on or after January 1, 2022 but before January 1, 2023.

Sincerely,



Gary Ross  
Associate General Counsel, Mergers & Acquisitions  
and Assistant Corporate Secretary

Enclosure

cc: Claudia S. Toussaint  
Kelly O'Shea

## Rule 14a-8 – Shareholder proposals.

This section addresses when a company must include a shareholder's proposal in its proxy statement and identify the proposal in its form of proxy when the company holds an annual or special meeting of shareholders. In summary, in order to have your shareholder proposal included on a company's proxy card, and included along with any supporting statement in its proxy statement, you must be eligible and follow certain procedures. Under a few specific circumstances, the company is permitted to exclude your proposal, but only after submitting its reasons to the Commission. We structured this section in a question-and-answer format so that it is easier to understand. The references to "you" are to a shareholder seeking to submit the proposal.

(a) *Question 1: What is a proposal?* A shareholder proposal is your recommendation or requirement that the company and/or its board of directors take action, which you intend to present at a meeting of the company's shareholders. Your proposal should state as clearly as possible the course of action that you believe the company should follow. If your proposal is placed on the company's proxy card, the company must also provide in the form of proxy means for shareholders to specify by boxes a choice between approval or disapproval, or abstention. Unless otherwise indicated, the word "proposal" as used in this section refers both to your proposal, and to your corresponding statement in support of your proposal (if any).

(b) *Question 2: Who is eligible to submit a proposal, and how do I demonstrate to the company that I am eligible?* (1) To be eligible to submit a proposal, you must satisfy the following requirements:

(i) You must have continuously held:

(A) At least \$2,000 in market value of the company's securities entitled to vote on the proposal for at least three years; or

(B) At least \$15,000 in market value of the company's securities entitled to vote on the proposal for at least two years; or

(C) At least \$25,000 in market value of the company's securities entitled to vote on the proposal for at least one year; or

(D) The amounts specified in paragraph (b)(3) of this section. This paragraph (b)(1)(i)(D) will expire on the same date that §240.14a-8(b)(3) expires; and

(ii) You must provide the company with a written statement that you intend to continue to hold the requisite amount of securities, determined in accordance with paragraph (b)(1)(i)(A) through (C) of this section, through the date of the shareholders' meeting for which the proposal is submitted; and

(iii) You must provide the company with a written statement that you are able to meet with the company in person or via teleconference no less than 10 calendar days, nor more than 30 calendar days, after submission of the shareholder proposal. You must include your contact information as well as business days and specific times that you are available to discuss the proposal with the company. You must identify times that are within the regular business hours of the company's principal executive offices. If these hours are not disclosed in the company's proxy statement for the prior year's annual meeting, you must identify times that are between 9 a.m. and 5:30 p.m. in the



time zone of the company's principal executive offices. If you elect to co-file a proposal, all co-filers must either:

(A) Agree to the same dates and times of availability, or

(B) Identify a single lead filer who will provide dates and times of the lead filer's availability to engage on behalf of all co-filers; and

(iv) If you use a representative to submit a shareholder proposal on your behalf, you must provide the company with written documentation that:

(A) Identifies the company to which the proposal is directed;

(B) Identifies the annual or special meeting for which the proposal is submitted;

(C) Identifies you as the proponent and identifies the person acting on your behalf as your representative;

(D) Includes your statement authorizing the designated representative to submit the proposal and otherwise act on your behalf;

(E) Identifies the specific topic of the proposal to be submitted;

(F) Includes your statement supporting the proposal; and

(G) Is signed and dated by you.

(v) The requirements of paragraph (b)(1)(iv) of this section shall not apply to shareholders that are entities so long as the representative's authority to act on the shareholder's behalf is apparent and self-evident such that a reasonable person would understand that the agent has authority to submit the proposal and otherwise act on the shareholder's behalf.

(vi) For purposes of paragraph (b)(1)(i) of this section, you may not aggregate your holdings with those of another shareholder or group of shareholders to meet the requisite amount of securities necessary to be eligible to submit a proposal.

(2) One of the following methods must be used to demonstrate your eligibility to submit a proposal:

(i) If you are the registered holder of your securities, which means that your name appears in the company's records as a shareholder, the company can verify your eligibility on its own, although you will still have to provide the company with a written statement that you intend to continue to hold the requisite amount of securities, determined in accordance with paragraph (b)(1)(i)(A) through (C) of this section, through the date of the meeting of shareholders.

(ii) If, like many shareholders, you are not a registered holder, the company likely does not know that you are a shareholder, or how many shares you own. In this case, at the time you submit your proposal, you must prove your eligibility to the company in one of two ways:

(A) The first way is to submit to the company a written statement from the "record" holder of your securities (usually a broker or bank) verifying that, at the time you submitted your proposal, you

continuously held at least \$2,000, \$15,000, or \$25,000 in market value of the company's securities entitled to vote on the proposal for at least three years, two years, or one year, respectively. You must also include your own written statement that you intend to continue to hold the requisite amount of securities, determined in accordance with paragraph (b)(1)(i)(A) through (C) of this section, through the date of the shareholders' meeting for which the proposal is submitted; or

(B) The second way to prove ownership applies only if you were required to file, and filed, a Schedule 13D (§240.13d-101), Schedule 13G (§240.13d-102), Form 3 (§249.103 of this chapter), Form 4 (§249.104 of this chapter), and/or Form 5 (§249.105 of this chapter), or amendments to those documents or updated forms, demonstrating that you meet at least one of the share ownership requirements under paragraph (b)(1)(i)(A) through (C) of this section. If you have filed one or more of these documents with the SEC, you may demonstrate your eligibility to submit a proposal by submitting to the company:

(1) A copy of the schedule(s) and/or form(s), and any subsequent amendments reporting a change in your ownership level;

(2) Your written statement that you continuously held at least \$2,000, \$15,000, or \$25,000 in market value of the company's securities entitled to vote on the proposal for at least three years, two years, or one year, respectively; and

(3) Your written statement that you intend to continue to hold the requisite amount of securities, determined in accordance with paragraph (b)(1)(i)(A) through (C) of this section, through the date of the company's annual or special meeting.

(3) If you continuously held at least \$2,000 of a company's securities entitled to vote on the proposal for at least one year as of January 4, 2021, and you have continuously maintained a minimum investment of at least \$2,000 of such securities from January 4, 2021 through the date the proposal is submitted to the company, you will be eligible to submit a proposal to such company for an annual or special meeting to be held prior to January 1, 2023. If you rely on this provision, you must provide the company with your written statement that you intend to continue to hold at least \$2,000 of such securities through the date of the shareholders' meeting for which the proposal is submitted. You must also follow the procedures set forth in paragraph (b)(2) of this section to demonstrate that:

(i) You continuously held at least \$2,000 of the company's securities entitled to vote on the proposal for at least one year as of January 4, 2021; and

(ii) You have continuously maintained a minimum investment of at least \$2,000 of such securities from January 4, 2021 through the date the proposal is submitted to the company.

(iii) This paragraph (b)(3) will expire on January 1, 2023.

(c) *Question 3:* How many proposals may I submit? Each person may submit no more than one proposal, directly or indirectly, to a company for a particular shareholders' meeting. A person may not rely on the securities holdings of another person for the purpose of meeting the eligibility requirements and submitting multiple proposals for a particular shareholders' meeting.

(d) *Question 4:* How long can my proposal be? The proposal, including any accompanying supporting statement, may not exceed 500 words.

(e) *Question 5: What is the deadline for submitting a proposal?* (1) If you are submitting your proposal for the company's annual meeting, you can in most cases find the deadline in last year's proxy statement. However, if the company did not hold an annual meeting last year, or has changed the date of its meeting for this year more than 30 days from last year's meeting, you can usually find the deadline in one of the company's quarterly reports on Form 10-Q (§249.308a of this chapter), or in shareholder reports of investment companies under §270.30d-1 of this chapter of the Investment Company Act of 1940. In order to avoid controversy, shareholders should submit their proposals by means, including electronic means, that permit them to prove the date of delivery.

(2) The deadline is calculated in the following manner if the proposal is submitted for a regularly scheduled annual meeting. The proposal must be received at the company's principal executive offices not less than 120 calendar days before the date of the company's proxy statement released to shareholders in connection with the previous year's annual meeting. However, if the company did not hold an annual meeting the previous year, or if the date of this year's annual meeting has been changed by more than 30 days from the date of the previous year's meeting, then the deadline is a reasonable time before the company begins to print and send its proxy materials.

(3) If you are submitting your proposal for a meeting of shareholders other than a regularly scheduled annual meeting, the deadline is a reasonable time before the company begins to print and send its proxy materials.

(f) *Question 6: What if I fail to follow one of the eligibility or procedural requirements explained in answers to Questions 1 through 4 of this section?* (1) The company may exclude your proposal, but only after it has notified you of the problem, and you have failed adequately to correct it. Within 14 calendar days of receiving your proposal, the company must notify you in writing of any procedural or eligibility deficiencies, as well as of the time frame for your response. Your response must be postmarked, or transmitted electronically, no later than 14 days from the date you received the company's notification. A company need not provide you such notice of a deficiency if the deficiency cannot be remedied, such as if you fail to submit a proposal by the company's properly determined deadline. If the company intends to exclude the proposal, it will later have to make a submission under §240.14a-8 and provide you with a copy under Question 10 below, §240.14a-8(j).

(2) If you fail in your promise to hold the required number of securities through the date of the meeting of shareholders, then the company will be permitted to exclude all of your proposals from its proxy materials for any meeting held in the following two calendar years.

(g) *Question 7: Who has the burden of persuading the Commission or its staff that my proposal can be excluded?* Except as otherwise noted, the burden is on the company to demonstrate that it is entitled to exclude a proposal.

(h) *Question 8: Must I appear personally at the shareholders' meeting to present the proposal?* (1) Either you, or your representative who is qualified under state law to present the proposal on your behalf, must attend the meeting to present the proposal. Whether you attend the meeting yourself or send a qualified representative to the meeting in your place, you should make sure that you, or your representative, follow the proper state law procedures for attending the meeting and/or presenting your proposal.

(2) If the company holds its shareholder meeting in whole or in part via electronic media, and the company permits you or your representative to present your proposal via such media, then you may appear through electronic media rather than traveling to the meeting to appear in person.

(3) If you or your qualified representative fail to appear and present the proposal, without good cause, the company will be permitted to exclude all of your proposals from its proxy materials for any meetings held in the following two calendar years.

(i) *Question 9:* If I have complied with the procedural requirements, on what other bases may a company rely to exclude my proposal? (1) *Improper under state law:* If the proposal is not a proper subject for action by shareholders under the laws of the jurisdiction of the company's organization;

NOTE TO PARAGRAPH (i)(1): Depending on the subject matter, some proposals are not considered proper under state law if they would be binding on the company if approved by shareholders. In our experience, most proposals that are cast as recommendations or requests that the board of directors take specified action are proper under state law. Accordingly, we will assume that a proposal drafted as a recommendation or suggestion is proper unless the company demonstrates otherwise.

(2) *Violation of law:* If the proposal would, if implemented, cause the company to violate any state, federal, or foreign law to which it is subject;

NOTE TO PARAGRAPH (i)(2): We will not apply this basis for exclusion to permit exclusion of a proposal on grounds that it would violate foreign law if compliance with the foreign law would result in a violation of any state or federal law.

(3) *Violation of proxy rules:* If the proposal or supporting statement is contrary to any of the Commission's proxy rules, including §240.14a-9, which prohibits materially false or misleading statements in proxy soliciting materials;

(4) *Personal grievance; special interest:* If the proposal relates to the redress of a personal claim or grievance against the company or any other person, or if it is designed to result in a benefit to you, or to further a personal interest, which is not shared by the other shareholders at large;

(5) *Relevance:* If the proposal relates to operations which account for less than 5 percent of the company's total assets at the end of its most recent fiscal year, and for less than 5 percent of its net earnings and gross sales for its most recent fiscal year, and is not otherwise significantly related to the company's business;

(6) *Absence of power/authority:* If the company would lack the power or authority to implement the proposal;

(7) *Management functions:* If the proposal deals with a matter relating to the company's ordinary business operations;

(8) *Director elections:* If the proposal:

(i) Would disqualify a nominee who is standing for election;

(ii) Would remove a director from office before his or her term expired;

(iii) Questions the competence, business judgment, or character of one or more nominees or directors;

(iv) Seeks to include a specific individual in the company's proxy materials for election to the board of directors; or

(v) Otherwise could affect the outcome of the upcoming election of directors.

(9) *Conflicts with company's proposal*: If the proposal directly conflicts with one of the company's own proposals to be submitted to shareholders at the same meeting;

NOTE TO PARAGRAPH (i)(9): A company's submission to the Commission under this section should specify the points of conflict with the company's proposal.

(10) *Substantially implemented*: If the company has already substantially implemented the proposal;

NOTE TO PARAGRAPH (i)(10): A company may exclude a shareholder proposal that would provide an advisory vote or seek future advisory votes to approve the compensation of executives as disclosed pursuant to Item 402 of Regulation S-K (§229.402 of this chapter) or any successor to Item 402 (a "say-on-pay vote") or that relates to the frequency of say-on-pay votes, provided that in the most recent shareholder vote required by §240.14a-21(b) of this chapter a single year (*i.e.*, one, two, or three years) received approval of a majority of votes cast on the matter and the company has adopted a policy on the frequency of say-on-pay votes that is consistent with the choice of the majority of votes cast in the most recent shareholder vote required by §240.14a-21(b) of this chapter.

(11) *Duplication*: If the proposal substantially duplicates another proposal previously submitted to the company by another proponent that will be included in the company's proxy materials for the same meeting;

(12) *Resubmissions*. If the proposal addresses substantially the same subject matter as a proposal, or proposals, previously included in the company's proxy materials within the preceding five calendar years if the most recent vote occurred within the preceding three calendar years and the most recent vote was:

(i) Less than 5 percent of the votes cast if previously voted on once;

(ii) Less than 15 percent of the votes cast if previously voted on twice; or

(iii) Less than 25 percent of the votes cast if previously voted on three or more times.

(13) *Specific amount of dividends*: If the proposal relates to specific amounts of cash or stock dividends.

(j) *Question 10: What procedures must the company follow if it intends to exclude my proposal?*  
(1) If the company intends to exclude a proposal from its proxy materials, it must file its reasons with the Commission no later than 80 calendar days before it files its definitive proxy statement and form of proxy with the Commission. The company must simultaneously provide you with a copy of its submission. The Commission staff may permit the company to make its submission later than 80 days before the company files its definitive proxy statement and form of proxy, if the company demonstrates good cause for missing the deadline.

(2) The company must file six paper copies of the following:

(i) The proposal;

(ii) An explanation of why the company believes that it may exclude the proposal, which should, if possible, refer to the most recent applicable authority, such as prior Division letters issued under the rule; and

(iii) A supporting opinion of counsel when such reasons are based on matters of state or foreign law.

(k) *Question 11: May I submit my own statement to the Commission responding to the company's arguments?*

Yes, you may submit a response, but it is not required. You should try to submit any response to us, with a copy to the company, as soon as possible after the company makes its submission. This way, the Commission staff will have time to consider fully your submission before it issues its response. You should submit six paper copies of your response.

(l) *Question 12: If the company includes my shareholder proposal in its proxy materials, what information about me must it include along with the proposal itself?*

(1) The company's proxy statement must include your name and address, as well as the number of the company's voting securities that you hold. However, instead of providing that information, the company may instead include a statement that it will provide the information to shareholders promptly upon receiving an oral or written request.

(2) The company is not responsible for the contents of your proposal or supporting statement.

(m) *Question 13: What can I do if the company includes in its proxy statement reasons why it believes shareholders should not vote in favor of my proposal, and I disagree with some of its statements?*

(1) The company may elect to include in its proxy statement reasons why it believes shareholders should vote against your proposal. The company is allowed to make arguments reflecting its own point of view, just as you may express your own point of view in your proposal's supporting statement.

(2) However, if you believe that the company's opposition to your proposal contains materially false or misleading statements that may violate our anti-fraud rule, §240.14a-9, you should promptly send to the Commission staff and the company a letter explaining the reasons for your view, along with a copy of the company's statements opposing your proposal. To the extent possible, your letter should include specific factual information demonstrating the inaccuracy of the company's claims. Time permitting, you may wish to try to work out your differences with the company by yourself before contacting the Commission staff.

(3) We require the company to send you a copy of its statements opposing your proposal before it sends its proxy materials, so that you may bring to our attention any materially false or misleading statements, under the following timeframes:

(i) If our no-action response requires that you make revisions to your proposal or supporting statement as a condition to requiring the company to include it in its proxy materials, then the company must provide you with a copy of its opposition statements no later than 5 calendar days after the company receives a copy of your revised proposal; or

(ii) In all other cases, the company must provide you with a copy of its opposition statements no later than 30 calendar days before its files definitive copies of its proxy statement and form of proxy under §240.14a-6.

**EXHIBIT C**





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Scheduled delivery:  
Pending



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**TO**

REDONDO BEACH, CA US

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- [DELIVERY INSTRUCTIONS](#)
- [VACATION HOLD](#)

Travel History

**TIME ZONE**  
Local Scan Time



Wednesday, October 27,  
2021

12/1/21, 10:31 AM

Detailed Tracking

6:13 AM HAWTHORNE, CA In transit

Monday, October 25,  
2021

7:37 AM MANHATTAN BEACH, CA Delivery exception  
Unable to hold at location for recipient pickup

Monday, October 18,  
2021

3:40 PM MANHATTAN BEACH, CA Ready for recipient pickup  
Package available for pickup at FedEx Office: 1139 ARTESIA  
BLVD

3:39 PM HAWTHORNE, CA At local FedEx facility  
Tendered at FedEx Office

11:14 AM HAWTHORNE, CA Delivery exception  
FedEx redirected your package to a nearby FedEx location

11:11 AM HAWTHORNE, CA Delay  
Customer not available or business closed.

8:17 AM HAWTHORNE, CA On FedEx vehicle for delivery

7:42 AM HAWTHORNE, CA At local FedEx facility

Sunday, October 17,  
2021

8:32 PM LOS ANGELES, CA At destination sort facility

6:58 PM MEMPHIS, TN Departed FedEx hub

4:57 PM MEMPHIS, TN In transit

4:50 PM MEMPHIS, TN In transit

3:29 PM MEMPHIS, TN In transit

12:08 PM MEMPHIS, TN Arrived at FedEx hub

10:47 AM NEWARK, NJ Departed FedEx hub

Saturday, October 16, 2021

10:57 PM NEWARK, NJ Arrived at FedEx hub

10:06 PM NEW YORK, NY Left FedEx origin facility

5:38 PM NEW YORK, NY Picked up

Friday, October 15,  
2021

8:02 PM NEW YORK, NY At FedEx origin facility

12/1/21, 10:31 AM

Detailed Tracking


8:02 PM

NEW YORK, NY

In FedEx possession  
Package received after final location pickup has occurred.  
Scheduled for pickup next business day.

7:01 PM

Shipment information sent to FedEx

Expand History 

Shipment Facts

**TRACKING NUMBER**

284974543983

**SERVICE**

FedEx Priority Overnight

**DOOR TAG NUMBER**

DT106142210246

**WEIGHT**

0.5 lbs / 0.23 kgs

**TOTAL PIECES**

1

**TOTAL SHIPMENT WEIGHT**

0.5 lbs / 0.23 kgs

**TERMS**

Third Party


**PACKAGING**

FedEx Envelope

**SPECIAL HANDLING SECTION**

Deliver Weekday, Residential Delivery, Direct  
Signature Required


**SHIP DATE**

10/16/21 

**SIGNATURE SERVICES**

Direct signature required 

**STANDARD TRANSIT**

10/18/21 before 12:00 pm 

**SCHEDULED DELIVERY**

Pending

December 12, 2021

Office of Chief Counsel  
Division of Corporation Finance  
Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549

**# 1 Rule 14a-8 Proposal**  
**Xylem Inc. (XYL)**  
**Improve Our Catch-22 Proxy Access**  
**John Chevedden**

Ladies and Gentlemen:

This is a counterpoint to the December 6, 2021 no-action request.

The rule 14a-8 proposal was not intended to be more than 500 words.  
The words that exceed 500 words could be taken out of the proposal starting with the last sentence of the proposal and moving upwards as needed.

Sincerely,

  
John Chevedden

cc: Gary Ross <Gary.Ross@Xyleminc.com>