

Edgar Filing: Xylem Inc. - Form SC 13G/A

Xylem Inc.
Form SC 13G/A
February 14, 2017

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

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 1) *

Xylem Inc.

(Name of Issuer)

Common

(Title of Class of Securities)

98419M100

(CUSIP Number)

December 31, 2016

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP NO.98419M100

13G

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Parnassus Investments

94-2943858

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

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| | |
|------------------------------------|---|
| N/A | |
| 3 | SEC USE ONLY |
| ----- | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| San Francisco, California - U.S.A. | |
| ----- | |
| | 5 SOLE VOTING POWER |
| NUMBER OF SHARES | 9,067,732 |
| ----- | |
| | 6 SHARED VOTING POWER |
| BENEFICIALLY OWNED BY | 0 |
| ----- | |
| | 7 SOLE DISPOSITIVE POWER |
| EACH | |
| REPORTING PERSON | 9,067,732 |
| ----- | |
| | 8 SHARED DISPOSITIVE POWER |
| WITH | 0 |
| ----- | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| 9,067,732 | |
| ----- | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* |
| N/A | |
| ----- | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 |
| 5.05% | |
| ----- | |
| 12 | TYPE OF REPORTING PERSON* |
| IA | |
| ----- | |

Item 1(a) Name of Issuer:
Xylem Inc.

Item 1(b) Address of Issuer's Principal Executive Offices:
1 International Drive
Rye Brook, NY 10573

Item 2(a) Name of Person Filing:
Parnassus Investments

Item 2(b) Address of the Principal Office or, if none, Residence:
1 Market Steet, Suite 1600
San Francisco, CA 94105

Item 2(c) Citizenship:
California - U.S.A.

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- Item 2(d) Title of Class of Securities:
Common
- Item 2(e) CUSIP Number:
98419M100
- Item 3 If the Statement is being filed pursuant to Rule 13d-1(b),
or 13d-2(b), check whether the person filing is a:
- (e) An investment advisor in accordance with section
240.13d-1(b)(1)(ii)(E)
- Item 4 Ownership:
- (a) Amount Beneficially Owned:
9,067,732
- (b) Percent of Class:
5.05%
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- (c) Number of shares as to which such person has:
- (i) sole power to vote or direct the vote:
9,067,732
- (ii) shared power to vote or direct the vote:
0
- (iii) sole power to dispose or to direct the
disposition of: 9,067,732
- (iv) shared power to dispose or to direct the
disposition of: 0
- Item 5 Ownership of Five Percent or Less of a Class:
Not applicable.
- Item 6 Ownership of More than Five Percent on Behalf of Another
Person:
Securities reported on this Schedule 13G are beneficially
owned by clients of Parnassus Investments, which includes
investment companies registered under the Investment
Company Act.
- Item 7 Identification and Classification of the Subsidiary Which
Acquired the Security Being Reported on By the Parent
Holding Company:
Not applicable.
- Item 8 Identification and Classification of Members of the Group:
Not applicable.
- Item 9 Notice of Dissolution of a Group:
Not applicable.
- Item 10 Certification:
By signing below I certify that, to the best of my knowledge
and belief, the securities referred to above were acquired
in the ordinary course of business and were not acquired for

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the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2017

Parnassus Investments

By: /S/ Marc C. Mahon

Name: Marc C. Mahon

Title: Chief Financial Officer

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