

Section 1: 8-K (8-K)

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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): June 12, 2019



PHILLIPS EDISON & COMPANY®

Phillips Edison & Company, Inc.

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation)

000-54691
(Commission
File Number)

27-1106076
(IRS Employer
Identification No.)

11501 Northlake Drive
Cincinnati, Ohio 45249
(Address of principal executive offices, including zip code)

(513) 554-1110
(Registrant's telephone number, including area code)

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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol | Name of each exchange on which registered |
|---------------------|----------------|---|
| None | None | None |

Indicate by check mark whether the Registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the Registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On June 12, 2019, Phillips Edison & Company, Inc. (the "Company") held its annual meeting of stockholders. At the annual meeting, the stockholders elected seven directors to serve until the annual meeting in 2020 and until their successors are duly elected and qualified; approved, on an advisory basis, the compensation paid to the Company's named executive officers ("Say on Pay"); and ratified the selection of Deloitte & Touche LLP as the Company's independent auditor for 2019. The final results are below.

Election of Directors

| Nominee | For | Withheld | Broker Non-Votes |
|---------------------|-------------|-----------|------------------|
| Jeffrey S. Edison | 119,470,708 | 6,055,316 | 17,084,961 |
| Leslie T. Chao | 119,136,071 | 6,389,953 | 17,084,961 |
| David W. Garrison | 119,348,302 | 6,177,722 | 17,084,961 |
| Paul J. Massey, Jr. | 119,252,780 | 6,273,244 | 17,084,961 |
| Stephen R. Quazzo | 119,141,328 | 6,384,696 | 17,084,961 |
| John A. Strong | 119,355,377 | 6,170,647 | 17,084,961 |
| Gregory S. Wood | 119,473,643 | 6,052,381 | 17,084,961 |

Say on Pay

| For | Against | Abstain | Broker Non-Votes |
|-------------|------------|------------|------------------|
| 102,255,094 | 10,230,479 | 13,040,451 | 17,084,961 |

Ratification of Auditor

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|-----------|------------------|
| 135,363,604 | 2,047,569 | 5,199,812 | — |

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.

PHILLIPS EDISON & COMPANY, INC.

Dated: June 17, 2019

By: /s/ Tanya E. Brady
Senior Vice President, General Counsel and Secretary

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