
**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): May 25, 2017

PHILLIPS EDISON GROCERY CENTER REIT I, INC.

(Exact name of registrant specified in its charter)

Maryland

(State or other jurisdiction of
incorporation or organization)

000-54691

(Commission File Number)

27-1106076

IRS Employer
Identification No.

11501 Northlake Drive
Cincinnati, Ohio 45249

(Address of principal executive offices)

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

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))
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Item 8.01. Other Events Unregistered Sale of Equity Securities.

On May 18, 2017, Phillips Edison Grocery Center REIT I, Inc. (the “Company”) entered into a definitive contribution agreement (the “Contribution Agreement”) to acquire real estate assets and the third party asset management business of its sponsor, Phillips Edison Limited Partnership (“PELP”), in a stock and cash transaction valued at approximately \$1.0 billion, subject to closing adjustments.

In connection with entry into the Contribution Agreement, certain investor communications were prepared and are filed herewith.

On or around May 26, 2017, the Company began distributing to its stockholders certain stockholder letters regarding the distribution reinvestment plan and the stock repurchase plan. The letters are attached hereto as Exhibits 99.1 to 99.3, respectively, and are incorporated herein by reference.

Cautionary Statement Concerning Forward-Looking Statements:

Certain statements contained in this Current Report on Form 8-K may be considered forward-looking statements within the meaning of Section 27A of the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), including statements regarding the transaction and the ability to consummate the transaction and anticipated accretion, dividend coverage, dividends and other anticipated benefits of the transaction. The Company intends for all such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in Section 27A of the Securities Act and Section 21E of the Exchange Act, as applicable. Such statements include, in particular, statements about the Company’s plans, strategies, and prospects and are subject to certain risks and uncertainties, as well as known and unknown risks, which could cause actual results to differ materially from those projected or anticipated. Therefore, such statements are not intended to be a guarantee of the Company’s performance in future periods. Such forward-looking statements can generally be identified by our use of forward-looking terminology such as “pro forma,” “may,” “will,” “would,” “could,” “should,” “expect,” “intend,” “anticipate,” “estimate,” “believe,” “continue,” or other similar words. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this release. The Company makes no representation or warranty (express or implied) about the accuracy of any such forward-looking statements contained in this release, and does not intend, and undertakes no obligation, to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

Additional Information and Where to Find It:

This communication does not constitute a solicitation of any vote or approval in respect of the proposed Transaction involving the Company or otherwise. In connection with the proposed Transaction, a Stockholder Meeting will be announced soon to obtain stockholder approval. In connection with the proposed Transaction, the Company intends to file relevant materials, including a proxy statement, with the SEC. The Company’s stockholders are urged to read the definitive proxy statement and other relevant materials when they become available because they will contain important information about the Company and the proposed Transaction. The proxy statement and other relevant materials (when they become available), and any other documents filed by the Company with the SEC, may be obtained free of charge at the SEC’s website at www.sec.gov, at the Company’s website at www.grocerycenterREIT1.com or by sending a written request to the Company at 11501 Northlake Drive, Cincinnati, OH 45249, Attention: Investor Relations.

Participants in the Solicitation

The Company and its directors, executive officers and certain other members of management may be deemed to be participants in soliciting proxies from the Company's stockholders in favor of the proposed Transaction. Information regarding the persons who may, under the rules of the SEC, be considered to be participants in the solicitation of the Company's stockholders in connection with the proposed Transaction and their ownership of Company Stock will be set forth in the proxy statement for its annual meeting of stockholders. Investors can find more information about the Company's executive officers and directors in its Annual Report on Form 10-K for the fiscal year ended December 31, 2016.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>No.</u>	<u>Description</u>
99.1	Stockholder Letter (Share Repurchase Program)
99.2	Stockholder Letter (Distribution Reinvestment Plan)
99.3	Stockholder Letter (Distribution Reinvestment Plan - Custodian)

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 GROCERY CENTER REIT I, INC.

Dated: May 25, 2017

By: /s/ R. Mark Addy
R. Mark Addy
President and Chief Operating Officer



Dear Stockholder,

On May 18, 2017, Phillips Edison Grocery Center REIT I, Inc. ("PECO I") entered into an agreement with Phillips Edison Limited Partnership ("PELP"), to acquire certain real estate assets and the third-party asset management business of PELP, its sponsor and external advisor. The closing of the acquisition is expected to occur in the fourth quarter of 2017, subject to, among other items, the approval of PECO I stockholders, regulatory approvals and other customary closing conditions. Although not required by law or under the governing documents of PECO I or PELP, both companies intend to obtain an investor vote to approve the proposed acquisition.

In connection with the proposed acquisition, the share repurchase program ("SRP") has been suspended for the month of May but is expected to resume in June after the filing of a preliminary proxy statement. Due to this suspension, redemption requests that have been submitted will not be processed until the June redemption date, which will be June 30, 2017, payable the first week of July.

Relevant limitations in the SRP will still be applicable and we will not be able to repurchase shares other than those submitted in connection with a stockholder's death, disability or determination of incompetence.

If you have any questions, please feel free to contact us at (888) 518-8073, between the hours of 8:00 a.m. to 5:00 p.m. Central Standard Time.

Sincerely,

A handwritten signature in blue ink that reads "Jeffrey S. Edison".

Jeffrey S. Edison
Chairman of the Board and Chief Executive Officer



11501 Northlake Drive | Cincinnati, Ohio | 45249

Additional Information About the Transaction and Where to Find It

This communication does not constitute a solicitation of any vote or approval in respect of the proposed transaction involving PECO I or otherwise. In connection with the proposed transaction, a stockholder meeting for PECO I will be announced soon to obtain stockholder approval. In connection with the proposed transaction, PECO I intends to file relevant materials, including a proxy statement, with the Securities and Exchange Commission (the "SEC"). Investors and security holders of PECO I are urged to read the definitive proxy statement and other relevant materials when they become available because they will contain important information about PECO I and the proposed transaction. The proxy statement and other relevant materials (when they become available), and any other documents filed by PECO I with the SEC, may be obtained free of charge at the SEC's website at www.sec.gov, at PECO I's website at www.grocerycenterREIT1.com or by sending a written request to the Company at 11501 Northlake Drive, Cincinnati, OH 45249, Attention: Investor Relations.

Participants in the Solicitation

PECO I and its directors, executive officers and certain other members of management and employees may be deemed to be participants in soliciting proxies from the stockholders of PECO I in favor of the proposed merger. Information regarding the persons who may, under the rules of the SEC, be considered to be participants in the solicitation of PECO I's stockholders in connection with the proposed transaction and their ownership of PECO I's common stock will be set forth in the proxy statement for its annual meeting. Investors can find more information about PECO I's executive officers and directors in its Annual Report on Form 10-K for the fiscal year ended December 31, 2016.



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In connection with the proposed acquisition, the distribution reinvestment plan ("DRP") has been suspended and DRP participants will receive their May distribution, which is payable in June, in cash rather than in stock. The DRP plan is expected to resume in July, after the expected filing of a preliminary proxy statement by PECO I in June.

Please note that the distribution settings on your account will revert back to DRP in connection with the July distribution and you will not need to complete any paperwork.

If you have any questions, please feel free to contact us at (888) 518-8073, between the hours of 8:00 a.m. to 5:00 p.m. Central Standard Time.

Sincerely,

A handwritten signature in black ink that reads "Jeffrey S. Edison". The signature is written in a cursive style.

Jeffrey S. Edison
Chairman of the Board and Chief Executive Officer



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Subject: PE Grocery Center REIT I Upcoming Distribution Cycle

To Whom It May Concern:

We are writing in regards to a recent announcement that was made by Phillips Edison Grocery Center REIT I, Inc. ("PECO I") which will impact investors that hold custodial accounts through your firm.

On May 18, 2017, PECO I entered into an agreement with Phillips Edison Limited Partnership ("PELP"), to acquire certain real estate assets and the third-party asset management business of PELP, its sponsor and external advisor. The closing of the acquisition is expected to occur in the fourth quarter of 2017, subject to, among other items, the approval of PECO I stockholders, regulatory approvals and other customary closing conditions. Although not required by law or under the governing documents of PECO I or PELP, both companies intend to obtain an investor vote to approve the proposed acquisition.

In connection with the proposed acquisition, the distribution reinvestment plan ("DRP") has been suspended and DRP participants will receive their May distribution, which is payable in June, in cash rather than in stock. The DRP plan is expected to resume in July, after the expected filing of a preliminary proxy statement by PECO I in June.

Subsequently, your firm should expect to receive distributions that will be payable via check during the second week of June to cover the cash distributions that are being paid due to the suspension of the DRP program.

If you have any questions, please feel free to contact us at (888) 518-8073, between the hours of 8:00 a.m. to 5:00 p.m. Central Standard Time.

Sincerely,



Jeffrey S. Edison
Chairman of the Board and Chief Executive Officer

Additional Information About the Transaction and Where to Find It

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