

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE TO

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)

OF THE SECURITIES EXCHANGE ACT OF 1934

AMENDMENT NO. 1

**PHILLIPS EDISON & COMPANY, INC.**

*(Name of Subject Company (Issuer) and Filing Person (Offeror))*

**Common Stock, \$0.01 par value per share**

*(Title of Class of Securities)*

**71844V 102**

*(CUSIP Number of Class of Securities)*

**Jeffrey S. Edison  
Chief Executive Officer and Chairman  
Phillips Edison & Company, Inc.  
11501 Northlake Drive  
Cincinnati, Ohio 45249  
(513) 554-1110**

*(Name, address, and telephone number of person authorized to receive notices and communications on behalf of filing persons)*

**Copies of all communications, including communications sent to agent for service, should be sent to:**

**Yoel Kranz, Esq.  
David H. Roberts, Esq.  
Goodwin Procter LLP  
The New York Times Building  
620 Eighth Avenue  
New York, New York 10018  
(212) 813-8800**

**CALCULATION OF FILING FEE**

Transaction Valuation:

**\$100,050,000(a)**

Amount of Filing Fee\*:

**\$10,915.46(b)**

- (a) Calculated solely for purposes of determining the amount of the filing fee. This amount is based upon the offer to purchase for cash up to 17,400,000 shares of stock, par value \$0.01 per share, of Phillips Edison & Company, Inc. (the "Company"), at a price of \$5.75 per share.
- (b) The amount of the filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, equals \$109.10 per million of the aggregate amount of cash offered by the Company.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$2,822.96  
Form or Registration No.: Schedule TO-I  
Filing Party: Phillips Edison & Company, Inc.  
Date Filed: November 10, 2020

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- |  |   |
|--|---|
| <input type="checkbox"/> third-party tender offer subject to Rule 14d-1.       | <input type="checkbox"/> going-private transaction subject to Rule 13e-3. |
| <input checked="" type="checkbox"/> issuer tender offer subject to Rule 13e-4. | <input type="checkbox"/> amendment to Schedule 13D under Rule 13d-2.      |

Check the following box if the filing is a final amendment reporting the results of the tender offer:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

## SCHEDULE TO

This Amendment No. 1 (the "Amendment") relates to the Tender Offer Statement on Schedule TO (the "Schedule TO") originally filed with the Securities and Exchange Commission on November 10, 2020 by Phillips Edison & Company, Inc. (the "Company") in connection with an offer (the "Offer") by the Company to purchase up to 4,500,000 shares of the Company's common stock, par value \$0.01 per share (the "Shares") on the terms and conditions set forth in the Offer to Purchase and the related Letter of Transmittal. Copies of the Offer to Purchase and Letter of Transmittal previously were filed as Exhibits (a)(1)(A) and (a)(1)(B), respectively, to the Schedule TO.

This Amendment is being filed to report the following information pursuant to Rule 13e-4(c)(3) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"):

The amount of Shares that the Company is offering to purchase is being increased from 4,500,000 Shares to 17,400,000 Shares, on the same terms and conditions set forth in the Offer to Purchase and the related Letter of Transmittal, except that the expiration date of the Offer is being extended until 5:00 p.m. Eastern Time on Tuesday, December 29, 2020, in accordance with Rule 13e-4(f)(1)(ii) under the Exchange Act.

Tendering stockholders whose Shares are accepted for payment will lose the opportunity to participate in any potential future upside and future growth of the Company with respect to such Shares and will lose the right to receive any future dividends or distributions that the Company may declare and pay, including the distribution declared by the Company's Board of Directors of \$0.02833333 per share of common stock that will be paid on January 12, 2021.

The Notice of Amendment of the Terms of the Offer is attached hereto as Exhibit (a)(1)(E) and the press release announcing the Amendment is attached hereto as Exhibit (a)(1)(F).

### Items 1 through 11.

The Offer to Purchase, the Letter of Transmittal and Items 1 through 11 of the Schedule TO, to the extent such Items incorporate by reference the information contained in the Offer to Purchase, are hereby supplemented and amended by the following:

The amount of Shares that the Company is offering to purchase is being increased from 4,500,000 Shares to 17,400,000 Shares and the expiration date of the Offer is being extended until 5:00 p.m. Eastern Time on Tuesday, December 29, 2020. In accordance with rules promulgated by the SEC, the Company may increase the number of Shares accepted for payment in the Offer by up to, but not more than, 2% of the outstanding Shares without amending or extending the Offer.

### Item 12. Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
(a)(1)(A)*	<a href="#">Offer to Purchase, dated November 10, 2020.</a>
(a)(1)(B)*	<a href="#">Letter of Transmittal.</a>
(a)(1)(C)*	<a href="#">Letter to Stockholders.</a>
(a)(1)(D)*	<a href="#">Excerpt from Press Release, dated November 9, 2020.</a>
(a)(1)(E)**	<a href="#">Notice of Amendment of the Terms of the Offer</a>
(a)(1)(F)**	<a href="#">Press Release, dated December 14, 2020</a>
(b)(1)	<a href="#">Amended and Restated Credit Agreement among Phillips Edison Grocery Center Operating Partnership I, L.P., Phillips Edison &amp; Company, Inc., the lenders party thereto, and PNC Bank, National Association as administrative agent, dated November 18, 2018 (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed November 19, 2018).</a>

- (b)(2) [Amended and Restated Credit Agreement among Phillips Edison Grocery Center Operating Partnership I, L.P., Phillips Edison & Company, Inc., the lenders party thereto, and Bank of America, N.A., as administrative agent, dated November 16, 2018 \(incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed November 19, 2018\).](#)
- (d)(1) [Fourth Amended and Restated Agreement of Limited Partnership of Phillips Edison Grocery Center Operating Partnership I, L.P., dated March 31, 2018 \(incorporated by reference to Exhibit 4.4 to the Company's Annual Report on Form 10-K filed March 30, 2018\).](#)
- (d)(2) [Third Amended and Restated Dividend Reinstatement Plan \(incorporated by reference to Exhibit 4.7 to the Company's Registration Statement on Form S-3 filed October 31, 2019\).](#)
- (d)(3) [Phillips Edison & Company, Inc. Third Amended and Restated Share Repurchase Program, dated August 7, 2019. \(incorporated by reference to Exhibit 99.1 to the Company's Quarterly Report on Form 10-Q filed August 12, 2019\).](#)
- (g) None.
- (h) None.

\* Previously filed.

\*\* Filed herewith.



**NOTICE OF AMENDMENT OF THE TERMS OF THE TENDER OFFER**

**PHILLIPS EDISON & COMPANY, INC.  
11501 NORTHLAKE DRIVE**

**CINCINNATI, OHIO 45249  
(513) 554-1110**

December 14, 2020

Please be advised that Phillips Edison & Company, Inc. (the "Company") has amended certain terms of its offer (the "Tender Offer") to purchase up to 4,500,000 shares of the Company's common stock, par value \$0.01 per share (the "Common Stock"). The Tender Offer commenced on November 10, 2020 on the terms and conditions set forth in the Offer to Purchase and the related Letter of Transmittal, together with any amendments or supplements thereto, which were made available to stockholders and filed with the Securities and Exchange Commission on November 10, 2020.

As a result of the number of shares of Common Stock tendered to the Company before the expiration of the Tender Offer, the Company has determined to extend the offer to purchase period and increase the maximum amount of shares of Common Stock that it is offering to purchase under the Tender Offer.

The amount of shares of Common Stock that the Company is offering to purchase is being increased from 4,500,000 shares of Common Stock to 17,400,000 shares of Common Stock. In addition, the expiration date of the Tender Offer is being extended until 5:00 p.m. Eastern Time on, Tuesday, December 29, 2020. **All of the other terms and conditions of the Tender Offer remain unchanged.**

Tendering stockholders whose shares of Common Stock are accepted for payment will lose the opportunity to participate in any potential future upside and future growth of the Company with respect to such shares of Common Stock and will lose the right to receive any future dividends or distributions that the Company may declare and pay, including the distribution declared by the Company's Board of Directors of \$0.02833333 per share of Common Stock that will be paid on January 12, 2021.

**If you do not want to tender your shares of Common Stock at this time, no action is required.** Should you wish to tender any of your shares of Common Stock during the extended Tender Offer period, please complete and return the Letter of Transmittal you received to the Depository, Computershare Trust Company, N.A., as described in the Letter of Transmittal.

If you have any questions, please refer to the Offer to Purchase you received, which contains additional important information about the Tender Offer, or call the Information Agent, Georgeson LLC, at (866) 296-5716.



## Phillips Edison & Company Extends Deadline and Increases Size of Tender Offer

**CINCINNATI — December 14, 2020** - Phillips Edison & Company, Inc. (“PECO” or the “Company”), an internally-managed real estate investment trust (“REIT”) and one of the nation’s largest owners and operators of grocery-anchored shopping centers, has amended certain terms of its offer (the “Tender Offer”) to purchase up to 4,500,000 shares of the Company’s common stock, par value \$0.01 per share (the “Common Stock”). The Tender Offer commenced on November 10, 2020 on the terms and conditions set forth in the offer to purchase and the related letter of transmittal, together with any amendments or supplements thereto (collectively, the “Tender Offer Documents”), which were made available to stockholders and filed with the Securities and Exchange Commission (“SEC”) on November 10, 2020.

As a result of stockholder interest in tendering their shares of Common Stock to the Company, the Company has determined to extend the offer to purchase period and increase the maximum amount of shares of Common Stock that it is offering to purchase under the Tender Offer.

The amount of shares of Common Stock that the Company is offering to purchase is being increased from 4,500,000 shares to 17,400,000 shares. In addition, the expiration date of the Tender Offer is being extended until 5:00 p.m. Eastern Time on Tuesday, December 29, 2020. All of the other terms and conditions of the Tender Offer remain unchanged. Stockholders who wish to tender shares of Common Stock during the extended Tender Offer period must complete and return the Letter of Transmittal they have received to the Company’s Depository, Computershare Trust Company, N.A., as described in the Letter of Transmittal.

Tendering stockholders whose shares of Common Stock are accepted for payment will lose the opportunity to participate in any potential future upside and future growth of the Company with respect to such shares of Common Stock and will lose the right to receive any future dividends or distributions that the Company may declare and pay including the upcoming distribution payable in January 2021.

As previously announced on November 9, 2020, the Company’s Board of Directors declared a payment of \$0.02833333 per share of Common Stock to stockholders of record at the close of business on December 28, 2020 (the “Record Date”) with the distribution expected to be paid on January 7, 2021 (the “Payment Date”). As a result of the extension of the Tender Offer, the Company’s Board of Directors has adjusted the dates for the upcoming distribution and the Record Date has been moved to the close of business on December 31, 2020 and the Payment Date has been moved to January 12, 2021.

This press release is not a recommendation, an offer to purchase, or a solicitation of an offer to sell shares of the Company. None of the Company nor its Board of Directors makes any recommendation to holders of the Common Stock as to whether to tender or refrain from tendering any or all of their shares of Common Stock in the Tender Offer.

Stockholders may obtain full copies of the Tender Offer Documents from the Company, without charge, by contacting the Information Agent for the Tender Offer, Georgeson LLC, at 866-296-5716. The Tender Offer Documents are also available at [www.phillipsedison.com/investors](http://www.phillipsedison.com/investors), or on the SEC’s website at [www.sec.gov](http://www.sec.gov). Stockholders of the Company are urged to read the Tender Offer Documents carefully and in their entirety, and to consult their own investment and tax advisors and make their own decisions whether to participate in the Tender Offer.

Questions regarding the Tender Offer can be directed to the Company’s Information Agent for the Tender Offer, Georgeson LLC, at 866-296-5716.

**About Phillips Edison & Company**

Phillips Edison & Company, Inc. ("PECO"), an internally-managed REIT, is one of the nation's largest owners and operators of grocery-anchored shopping centers. PECO's diversified portfolio of well-occupied neighborhood shopping centers features a mix of national and regional retailers selling necessity-based goods and services in fundamentally strong markets throughout the United States. Through its vertically-integrated operating platform, the Company manages a portfolio of 309 properties, including 283 wholly-owned properties comprising approximately 31.7 million square feet across 31 states (as of September 30, 2020). PECO has generated strong operating results over its 29+ year history and has partnered with leading institutional commercial real estate investors, including TPG Real Estate and The Northwestern Mutual Life Insurance Company. The Company remains exclusively focused on creating great grocery-anchored shopping experiences and improving the communities it serves one center at a time. For more information, please visit [www.phillipsedison.com](http://www.phillipsedison.com).

**Important Information**

This press release is for informational purposes only and is neither an offer to buy nor the solicitation of an offer to sell any securities of the Company. The Tender Offer is made only pursuant to an offer to purchase, letter of transmittal, and related materials that the Company has distributed to its stockholders and OP Unit holders and filed with the SEC. The full details of the Tender Offer, including complete instructions on how to tender shares, are included in the offer to purchase, the letter of transmittal, and other related materials, which the Company has filed with the SEC. Stockholders and OP Unit holders are urged to carefully read the offer to purchase, the letter of transmittal, and other related materials, as they contain important information, including the terms and conditions of the Tender Offer. Stockholders are able to obtain free copies of the offer to purchase, the letter of transmittal, and other related materials that the Company files with the SEC on the Company's website at [www.phillipsedison.com/investors](http://www.phillipsedison.com/investors) and the SEC's website at [www.sec.gov](http://www.sec.gov) or by calling Georgeson LLC, at 866-296-5716.

**Investors:**

Phillips Edison & Company, Inc.  
Michael Koehler, Vice President of Investor Relations  
(513) 338-2743  
[InvestorRelations@phillipsedison.com](mailto:InvestorRelations@phillipsedison.com)

Source: *Phillips Edison & Company, Inc.*

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