

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Edison Jeffrey</u> (Last) (First) (Middle) 11501 NORTHLAKE DRIVE (Street) CINCINNATI OH 45249 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Phillips Edison & Company, Inc. [NONE]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 03/10/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price				

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
OP Units ⁽¹⁾	(2)	03/10/2021		A		44,334		(2)	(2)	Common Stock	44,334	\$0.00	22,217,761.875	D	
Class B Units ⁽³⁾	(5)	03/10/2021		A		11,552.22		(2)(5)	(5)	Common Stock	11,552.22	\$0.00	168,657.22	D	
Class B Units ⁽⁴⁾	(5)	03/10/2021		A		44,334		(2)(4)(5)	(5)	Common Stock	44,334	\$0.00	212,991.22	D	
Class B Units ⁽⁶⁾	(5)	03/10/2021		A		133,714		(2)(5)(6)	(5)	Common Stock	133,714	\$0.00	346,705.22	D	

Explanation of Responses:

- OP Units (defined below) earned upon the achievement of performance hurdles pursuant to the 2018 performance based plan.
- Each OP Unit acquired upon conversion of a Class B Unit may be presented for redemption at the election of the holder, for cash equal to the fair market value of a share of the Issuer's Common Stock, except that the Issuer may, at its election, acquire each OP Unit so presented for one share of Common Stock.
- Distributions reinvested in Class B Units (defined below) and earned pursuant to the 2018 performance based plan.
- Class B Units issued pursuant to the 2018 performance based plan are time-based awards and will vest January 1, 2022, subject to continued employment.
- Represents Class B Units of limited partnership interests ("Class B Units") in Phillips Edison Grocery Center Operating Partnership I, L.P., a Delaware limited partnership ("PECO I OP"), issued as long term incentive compensation pursuant to the Issuer's equity based compensatory programs. At issuance, the Class B Units will not have full parity with common units of limited partnership interest in PECO I OP ("OP Units") with respect to liquidating distributions, but upon the occurrence of certain events described in PECO I OP's partnership agreement, could over time achieve full parity with the OP Units for all purposes. Upon vesting and achieving full parity with OP Units, the Class B Units would convert into an equal number of OP Units.
- The Class B Units are time-based awards and vest in four equal annual installments: 25% on January 1, 2022, 25% on January 1, 2023, 25% on January 1, 2024, and 25% on January 1, 2025, subject to continued employment.

Remarks:

/s/ Tanya Brady, Attorney-in-Fact 03/12/2021

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.