

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Caulfield John P</u> (Last) (First) (Middle) <u>11501 NORTHLAKE DRIVE</u> (Street) <u>CINCINNATI OH 45249</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>09/03/2019</u>	3. Issuer Name and Ticker or Trading Symbol <u>Phillips Edison & Company, Inc. [NONE]</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) <u>09/03/2019</u>
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><u>CFO & Treasurer</u></p>	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,518	D	
Restricted Stock Units	38,968 ⁽¹⁾	D	

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Phantom Units	(2)	(2)	OP Units 6,063	0.0	D	

Explanation of Responses:

- 4,060 restricted stock units ("RSUs") will vest on each of January 1, 2020 and January 1, 2021, 29,060 RSUs will vest on January 1, 2022, and 1,788 RSUs will vest on January 1, 2023, each subject to continued employment.
- 4,017 phantom units will vest on January 1, 2020 and 2,046 phantom units will vest on January 1, 2021, each subject to continued employment. Phantom units settle only in cash.

Remarks:

/s/ Laura Richardson, Attorney-in-Fact

09/06/2019

** 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 5 (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.

LIMITED POWER OF ATTORNEY
FOR
PHILLIPS EDISON & COMPANY, INC.
SECTION 16(a) FILINGS

Know all by these presents, that the undersigned hereby constitutes and appoints each of Tanya Brady, Laura Richardson, and Chris Montagano, signing singly, the

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or stockholder of Phillips Edison & Company, Inc.
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form ID, 3, 4, or 5.
- (3) take any other action of any type whatsoever which, in the opinion of such attorney-in-fact, may be necessary or desirable in connection with the foregoing.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, and proper to carry out the above and to execute the same.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms ID, 3, 4, and 5 with respect to the undersigned.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 22nd day of August, 2019.

Signature: /s/ John P. Caulfield
Print Name: John P. Caulfield