
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934



Phillips Edison & Company, Inc.
(Exact name of registrant as specified in its charter)

Maryland

(State or other jurisdiction
of incorporation)

**11501 Northlake Drive
Cincinnati, Ohio**

(Address of principal executive offices)

27-1106076

(IRS Employer
Identification No.)

45249

(Zip Code)

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

**Title of each class
to be registered**

Common Stock, \$0.01 par value per share

**Name of each exchange on which each
class is to be registered**

The Nasdaq Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), please check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement or Regulation A offering statement file number to which this form relates (if applicable): File No. 333-255846

Securities to be registered pursuant to Section 12(g) of the Act: None

Item 1. Description of Registrant's Securities to be Registered.

A description of the common stock, \$0.01 par value per share, of Phillips Edison & Company, Inc. (the "Registrant") is set forth under the caption "Description of Capital Stock" in the Registrant's prospectus contained in the Registration Statement on Form S-11 (File No. 333-255846), as amended (the "Registration Statement"), and is incorporated herein by reference. In addition, also incorporated by reference herein is information relating to the Registrant's common stock under the captions "Certain Provisions of Maryland Law and of Our Charter and Bylaws" and "Recapitalization" in the Registration Statement, as well as any prospectus to be filed with the Securities and Exchange Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, relating to the Registration Statement.

Item 2. Exhibits.

None.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: July 12, 2021

PHILLIPS EDISON & COMPANY, INC.

By: /s/ John P. Caulfield

John P. Caulfield

Chief Financial Officer, Senior Vice President and Treasurer