

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

|   |  |  |  |  |  |   |  |  |
|---|--|--|--|--|--|---|--|--|
| 1. Name and Address of Reporting Person*<br><u>Edison Jeffrey</u><br>_____<br>(Last) (First) (Middle)<br><u>11501 NORTHLAKE DRIVE</u><br>_____<br>(Street)<br><u>CINCINNATI OH 45249</u><br>_____<br>(City) (State) (Zip) |  |  | 2. Issuer Name and Ticker or Trading Symbol<br><u>Phillips Edison &amp; Company, Inc. [ NONE ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>CEO and Chairman of the Board</u> |  |  |
|   |  |  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>12/15/2017</u>                              |  |  |   |  |  |
|   |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year)   |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |  |  |

**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 |   |  |   |
| Common Stock                    | 11/16/2018                           |  | A                              |   | 104,267   | A          | (1)   | 447,442   | D  |   |

**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                                   | (2)  | 12/15/2017                           |  | J                              |   | 761,196  |     | (3)  | (3)             | Common Stock  | 761,196                                    | \$11.05  | 19,878,542  | D  |              |
| OP Units                                   | (4)  | 12/15/2017                           |  | J                              |   | 761,196  |     | (3)  | (3)             | Common Stock  | 761,196                                    | \$11.05  | 2,018,145   | I  | Held by PELP |
| OP Units                                   | (5)  | 07/03/2018                           |  | J                              |   | 4,586  |     | (3)  | (3)             | Common Stock  | 4,586                                      | \$11.05  | 19,883,128  | D  |              |
| OP Units                                   | (4)  | 07/03/2018                           |  | J                              |   | 4,586  |     | (3)  | (3)             | Common Stock  | 4,586                                      | \$11.05  | 2,013,559   | I  | Held by PELP |

**Explanation of Responses:**

- Received in exchange for shares of Phillips Edison Grocery Center REIT II, Inc. ("REIT II") in connection with the merger of REIT II into Phillips Edison & Company, Inc. ("PECO"). On the effective date of the merger, each share of REIT II common stock was exchanged for 2.04 shares of PECO common stock, which is equivalent to a value of \$22.54 per REIT II share based on PECO's most recent estimated net asset value per share of \$11.05.
- Reflects common units of limited partnership interest ("OP Units") in Phillips Edison Grocery Center Operating Partnership I, L.P., a Delaware limited partnership ("PECO I OP") acquired by the Reporting Person as a distribution from Phillips Edison Limited Partnership ("PELP") that PELP made to its partners on a pro rata basis.
- OP Units are exchangeable, at the election of the holder, for cash equal to the fair market value of one share of the Issuer's common stock or, at the option of PECO I OP, shares of the Issuer's common stock on a one-to-one basis, beginning one year from the date of issuance and have no expiration date.
- Reflects OP Units distributed by PELP to the Reporting Person in the line above.
- Reflects OP Units acquired by the Reporting Person as a distribution from PELP in connection with the first annual vesting of C Units in PELP, which vest in four equal annual installments beginning on January 1, 2018.

**Remarks:**

/s/ Jeffrey Edison 11/20/2018  
 \*\* 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.

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