

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

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

<b>1. Name and Address of Reporting Person*</b> <u>Addy Robert Mark</u> (Last) (First) (Middle) 11501 NORTHLAKE DRIVE (Street) CINCINNATI OH 45249 (City) (State) (Zip)			<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>Phillips Edison &amp; Company, Inc. [ NONE ]</u>			<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Executive Vice President		
			<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 07/03/2018					
			<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>			<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person 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			

**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	Amount or Number of Shares				
OP Units	(1)	07/03/2018		J		256		(2)	(2)	Common Stock	256	\$11.05	212,328.93	D	
OP Units	(3)	07/03/2018		J			256	(2)	(2)	Common Stock	256	\$11.05	52,335.69	I	Held by PELP
OP Units	(4)	09/10/2018		J		6,828.73		(2)	(2)	Common Stock	6,828.73	\$11.05	219,157.66	D	
OP Units	(5)	09/10/2018		J			6,828.73	(2)	(2)	Common Stock	6,828.73	\$11.05	45,506.96	I	Held by PELP

**Explanation of Responses:**

- 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") in connection with the first annual vesting of Class C Units in PELP, which vest in four equal annual installments beginning on January 1, 2018.
- 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 256 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 Reporting Person's interest in OP Units which (i) were converted from Class B Units of limited partnership interests in PECO I OP and (ii) are being held by PELP until two years from the date the Class B Units were issued.
- Reflects 6,828.73 OP Units distributed by PELP to the Reporting Person in the line above.

**Remarks:**

/s/ Matthew Schoenfeld, 09/12/2018  
Attorney-in-Fact  
 \*\* 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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