

| OMB APPROVAL | |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* <u>QUAZZO STEPHEN R</u> (Last) (First) (Middle) 11501 NORTHLAKE DRIVE (Street) CINCINNATI OH US 45249 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Phillips Edison & Company, Inc. [PECO]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) 07/15/2021 | |
| 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 | | | |
| Common Stock | 07/02/2021 | | J | V | 30,331.309 ⁽¹⁾⁽²⁾ | D | \$0 | 0 | D | |
| Class B Common Stock | 07/02/2021 | | J | V | 30,331.309 ⁽¹⁾⁽²⁾ | A | \$0 | 30,331.309 | D | |
| Common Stock | 07/15/2021 | | A | | 3,389.831 ⁽³⁾ | A | \$0 | 3,389.831 | 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) |
|--|--|--------------------------------------|--|--------------------------------|--|--|-----------------|---|--|--|---|--|
| | | | | | | Date Exercisable | Expiration Date | | | | | |

Explanation of Responses:

- On July 2, 2021, the Issuer effected a one-for-three reverse stock split (the "Reverse Split") of all of its issued and outstanding shares of common stock ("Common Stock"), which resulted in the Reporting Person's ownership of issued and outstanding Common Stock being reduced 90,993.927 shares of Common Stock to 30,331.309 shares of Common Stock.
- On July 2, 2021, immediately following the Reverse Stock Split, the Issuer effected a reclassification transaction exempt under Rule 16b-7 in which each issued and outstanding share of its Common Stock on July 2, 2021, was reclassified into a share of newly created Class B common stock; thus, all of the Reporting Person's shares of Common Stock held as of July 2, 2021, are now shares of Class B common stock. The Issuer's Class B common stock is identical to its Common Stock, except that (i) it is not currently listed on a national securities exchange and (ii) it will automatically convert to the Issuer's listed Common Stock on January 15, 2022.
- Represents the grant of shares of restricted Common Stock that will vest as to 50% of the award on the eighteen month anniversary of the date of grant and 50% of the award on the thirty-six month anniversary of the date of grant, subject to continued service through the applicable vesting date.

Remarks:

/s/ Jennifer Robison,
Attorney-in-Fact

07/19/2021

** 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.