

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

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**FORM 8-K**

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**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 15, 2017

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

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**Maryland**  
(State or other jurisdiction  
of incorporation)

**000-54691**  
(Commission  
File Number)

**27-1106076**  
(IRS Employer  
Identification No.)

**11501 Northlake Drive**  
**Cincinnati, Ohio 45249**  
(Address of principal executive offices, including zip code)

**(513) 554-1110**  
(Registrant's telephone number, including area code)

**Phillips Edison Grocery Center REIT I, Inc.**  
(Former name or former address, if changed from last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 3.03 Material Modification to Rights of Security Holders.**

The information provided below under Item 5.03 of this Current Report is hereby incorporated into this Item 3.03 by reference.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On December 13, 2017, Phillips Edison & Company, Inc. (formerly known as Phillips Edison Grocery Center REIT I, Inc.) (the “Company”) filed Second Articles of Amendment with the State Department of Assessments and Taxation of the State of Maryland to effect a change of the name of the Company to “Phillips Edison & Company, Inc.” The Second Articles of Amendment are attached hereto as Exhibit 3.1 and incorporated herein by reference. Concurrent with the name change, the Company amended the Third Amended and Restated Bylaws of the Company to reflect the name change. A copy of this amendment is attached as Exhibit 3.2 hereto and incorporated by reference herein.

**Item 7.01 Regulation FD Disclosure.**

On December 15, 2017, the Company issued a press release announcing the name change. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated into this Item 7.01 by reference.

The information in Item 7.01 of this Current Report and Exhibit 99.1 attached hereto is being furnished to the Securities and Exchange Commission (“SEC”), and shall not be deemed to be “filed” with the SEC for any purpose, including for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section and shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, regardless of any general incorporation language in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
<a href="#"><u>3.1</u></a>	<a href="#"><u>Second Articles of Amendment of Phillips Edison &amp; Company, Inc., as filed with the State of Maryland Department of Assessments and Taxation, effective as of December 13, 2017</u></a>
<a href="#"><u>3.2</u></a>	<a href="#"><u>Amendment to Third Amended and Restated Bylaws of Phillips Edison &amp; Company, Inc., effective as of December 13, 2017</u></a>
<a href="#"><u>99.1</u></a>	<a href="#"><u>Press Release dated December 15, 2017</u></a>

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PHILLIPS EDISON & COMPANY, INC.

Date: December 15, 2017

By: /s/ Jennifer L. Robison

**Jennifer L. Robison**

*Chief Accounting Officer (Principal Accounting Officer)*

## EXHIBIT INDEX

Exhibit Number	Description of Exhibit
3.1	<a href="#">Second Articles of Amendment of Phillips Edison &amp; Company, Inc., as filed with the State of Maryland Department of Assessments and Taxation, effective as of December 13, 2017</a>
3.2	<a href="#">Amendment to Third Amended and Restated Bylaws of Phillips Edison &amp; Company, Inc., effective as of December 13, 2017</a>
99.1	<a href="#">Press Release dated December 15, 2017</a>

**PHILLIPS EDISON GROCERY CENTER REIT I, INC.**

**ARTICLES OF AMENDMENT**

Phillips Edison Grocery Center REIT I, Inc., a Maryland corporation (“Corporation”), hereby certifies to the State Department of Assessments and Taxation of Maryland (the “Department”) that:

**FIRST:** The Corporation desires to, and does hereby, amend the charter of the Corporation as currently in effect (the “Charter”) pursuant to Sections 2-601 *et seq.* of the Maryland General Corporation Law (the “MGCL”).

**SECOND:** The Charter of the Corporation is hereby amended by deleting therefrom in its entirety the existing Article I, and inserting in lieu thereof, the following new Article I:

**ARTICLE I**

**NAME**

The name of the corporation is Phillips Edison & Company, Inc. (the “Corporation”).

**THIRD:** The foregoing amendment to the Charter as set forth in these Articles of Amendment is limited to changes expressly authorized by Section 2-605 of the MGCL to be made without action by the stockholders, and was approved by a majority of the entire Board of Directors of the Corporation without action by the stockholders.

**FOURTH:** These Articles of Amendment shall be effective upon filing with the Department.

**FIFTH:** The undersigned officer of the Corporation acknowledges these Articles of Amendment to be the corporate act of the Corporation and, as to all matters or facts required to be verified under oath, the undersigned officer acknowledges that to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties of perjury.

[SIGNATURES ON FOLLOWING PAGE]

**IN WITNESS WHEREOF**, the Corporation has caused these Articles of Amendment to be executed under seal in its name and on its behalf by its Chief Executive Officer, and attested to by its Assistant Secretary, on this 12th day of December, 2017.

ATTEST:

By: /s/ Tanya E. Brady  
**Tanya E. Brady**  
Assistant Secretary

PHILLIPS EDISON GROCERY CENTER REIT I, INC.

By: /s/ Jeffrey S. Edison  
**Jeffrey S. Edison**  
Chief Executive Officer

**CERTIFICATE OF BYLAW AMENDMENT**

**THIS CERTIFICATE CERTIFIES** as follows:

**FIRST:** The Third Amended and Restated Bylaws of Phillips Edison Grocery Center REIT I Inc. which became effective as of October 4, 2017 are amended by deleting in the header appearing at the top of the first page thereof the words “**PHILLIPS EDISON GROCERY CENTER REIT I INC.**” and by inserting in lieu thereof the words “**PHILLIPS EDISON & COMPANY, INC.**”

**SECOND:** The Third Amended and Restated Bylaws of Phillips Edison Grocery Center REIT I Inc. which became effective as of October 4, 2017 are further amended by deleting Section 1.01 thereof in its entirety and inserting, in lieu thereof, Section 1.01 as follows:

Section 1.01. PRINCIPAL OFFICES. The principal office of Phillips Edison & Company, Inc. (the “Corporation”) shall be located at such place or places as the Board of Directors may designate from time to time.

**THIRD:** By resolutions adopted by the Board of Directors of Phillips Edison & Company, Inc. (then known as Phillips Edison Grocery Center REIT I, Inc.) (the “Corporation”) on or as of November 8, 2017, the foregoing amendments to the Third Amended and Restated Bylaws of the Corporation were approved and adopted, to be effective as of the date of the filing with the State Department of Assessments and Taxation of Maryland by the Corporation of Articles of Amendment changing the name of the Corporation from “Phillips Edison Grocery Center REIT I, Inc.” to “Phillips Edison & Company, Inc.”

**IN WITNESS WHEREOF**, the undersigned Secretary of Phillips Edison & Company, Inc. has caused this Certificate of Bylaw Amendment to be executed as of this 13<sup>th</sup> day of December, 2017.

PHILLIPS EDISON & COMPANY, INC.

By: /s/ Tanya E. Brady

**Tanya E. Brady**

Assistant Secretary



## Phillips Edison Grocery Center REIT I Changes Name to Phillips Edison & Company, Inc.

**CINCINNATI (December 15, 2017)** - On December 13, 2017, Phillips Edison Grocery Center REIT I, Inc. formally changed its name to Phillips Edison & Company, Inc. The name change reflects the company's new identity as an internally-managed real estate investment trust following the acquisition of certain real estate assets and the third-party asset management business of its former sponsor and external advisor, Phillips Edison Limited Partnership ("PELP").

"Having completed the strategic acquisition of PELP, we are moving confidently into the future with an enhanced platform that is well positioned for growth and a name that evokes the powerful legacy we've built over the past 25 years," said Jeff Edison, chairman and chief executive officer of Phillips Edison & Company. "We look forward to capitalizing on the many opportunities ahead and remain dedicated to creating great grocery-anchored shopping experiences."

### About Phillips Edison & Company, Inc.

Phillips Edison & Company, Inc. (formerly known as Phillips Edison Grocery Center REIT I, Inc.), an internally-managed real estate investment trust, is one of the nation's largest owners and operators of market-leading, grocery-anchored shopping centers. The company manages a diversified portfolio of over 345 shopping centers - 236 of which it owns directly - comprising approximately 26.3 million square feet located in 32 states. The company's proven, vertically-integrated operating platform allows it to effectively and efficiently acquire, lease and manage its properties, resulting in a history of strong operating results and great shopping experiences. For more information, please visit [www.phillipsedison.com](http://www.phillipsedison.com).

### Forward-Looking Statements

This press release may contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These statements include, but are not limited to, statements related to the company's expectations regarding the performance of its business, its financial results, its liquidity and capital resources and other non-historical statements. You can identify these forward-looking statements by the use of words such as "outlook," "believes," "expects," "potential," "continues," "may," "will," "should," "seeks," "approximately," "projects," "predicts," "intends," "plans," "estimates," "anticipates," or the negative version of these words or other comparable words. Such forward-looking statements are subject to various risks and uncertainties, including those described under the section entitled "Risk Factors" in the company's Annual Report on Form 10-K for the year ended December 31, 2016, as such factors may be updated from time to time in the company's periodic filings with the SEC, which are accessible on the SEC's website at [www.sec.gov](http://www.sec.gov). Accordingly, there are or will be important factors that could cause actual outcomes or results to differ materially from those indicated in these statements. These factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are included in this release and in the company's filings with the SEC. The company undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

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### Investor Contact:

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