
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

SCHEDULE 14A

**(RULE 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

PHILLIPS EDISON & COMPANY, INC.

(Name of Registrant as Specified in its Charter)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - (4) Proposed maximum aggregate value of transaction:
 - (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:
-



SCAN TO
VIEW MATERIALS & VOTE

VOTE BY INTERNET - www.proxyvote.com/peco or scan the QR Barcode above
 Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time the day before the cut-off date or meeting date. Follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS
 If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

VOTE BY PHONE - 1-800-690-6903
 Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL
 Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

E51210-P13132

KEEP THIS PORTION FOR YOUR RECORDS
 DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

PHILLIPS EDISON & COMPANY, INC.

The Board of Directors recommends you vote **FOR** Proposal 1.

- | | | | |
|--|--------------------------|--------------------------|--------------------------|
| 1. Approve the transactions contemplated by that certain Agreement and Plan of Merger, dated July 17, 2018, by and among the Company, Phillips Edison Grocery Center REIT II, Inc., and certain of their respective affiliates, including the merger of Phillips Edison Grocery Center REIT II, Inc. with and into REIT Merger Sub, LLC, a wholly-owned subsidiary of the Company, as more fully described in the accompanying joint proxy statement/prospectus. | For | Against | Abstain |
| | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Board of Directors recommends a vote **FOR** all nominees listed in Proposal 2.

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|--------------------------|--------------------------|--------------------------|
| 2. Election of Directors | For | Withhold |
| Nominees: | | |
| 2a. Jeffrey S. Edison | <input type="checkbox"/> | <input type="checkbox"/> |
| 2b. Leslie T. Chao | <input type="checkbox"/> | <input type="checkbox"/> |
| 2c. Gregory S. Wood | <input type="checkbox"/> | <input type="checkbox"/> |
| 2d. Paul J. Massey, Jr. | <input type="checkbox"/> | <input type="checkbox"/> |
| 2e. Stephen R. Quazzo | <input type="checkbox"/> | <input type="checkbox"/> |

Please indicate if you plan to attend this meeting in person. **Yes** **No**

Please sign exactly as your name appears on this proxy card and date. When shares of common stock are held by joint tenants, both should sign. When signing as attorney, executor, administrator, trustee, or guardian, please give full title as such. If a corporation, please sign in full corporate name by president or other authorized officer. If a partnership, please sign in partnership name by general partner or other authorized person.

Signature [PLEASE SIGN WITHIN BOX] Date

Signature (Joint Owners) Date

The Board of Directors recommends you vote **FOR** each of Proposals 3 and 4.

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|--|--------------------------|--------------------------|--------------------------|
| 3. Approve the amendment to the charter of Phillips Edison & Company, Inc. as more fully described in the accompanying joint proxy statement/prospectus. | For | Against | Abstain |
| | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. Approve a non-binding, advisory resolution on executive compensation as more fully described in the accompanying joint proxy statement/prospectus. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Board of Directors recommends you vote **FOR** **EVERY YEAR** with respect to Proposal 5.

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|--|--------------------------|--------------------------|--------------------------|--------------------------|
| 5. Approve a non-binding, advisory resolution on the frequency of future advisory resolutions on executive compensation (every one, two or three years). | Every Year | Every 2 Years | Every 3 Years | Abstain |
| | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Board of Directors recommends you vote **FOR** Proposal 6.

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|--|--------------------------|--------------------------|--------------------------|
| 6. Adjourn the Annual Meeting, if necessary or appropriate, as determined by the Chair of the Annual Meeting, to solicit additional proxies in favor of Proposal 1 or 3 if there are not sufficient votes to approve such Proposals. | For | Against | Abstain |
| | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

NOTE: The proxies are authorized to vote in their discretion on such other business as may properly come before the Annual Meeting or any adjournment or postponement thereof.



**PROXY FOR THE 2018 ANNUAL MEETING OF STOCKHOLDERS
PHILLIPS EDISON & COMPANY, INC.**

**November 14, 2018
At 8:00 a.m. EST
At the offices of Latham & Watkins LLP
885 Third Avenue
New York, New York 10022**

Your Vote is Very Important!

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE
2018 ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON NOVEMBER 14, 2018:
The Joint Proxy Statement/Prospectus and 2017 Annual Report to Stockholders are available at
www.proxyvote.com/peco.**

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**Phillips Edison & Company, Inc.
11501 Northlake Drive, Cincinnati, Ohio 45249
THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

The undersigned stockholder hereby appoints each of Jeffrey S. Edison and Devin I. Murphy, as proxy and attorney-in-fact, each with the power to appoint his substitute, on behalf and in the name of the undersigned, to attend the 2018 annual meeting of stockholders of Phillips Edison & Company, Inc. (the "Company") to be held at the offices of Latham & Watkins LLP, located at 885 Third Avenue, New York, New York, 10022, at 8:00 a.m. Eastern Time, on Wednesday, November 14, 2018, and at any adjournment or postponement thereof, and to cast on behalf of the undersigned all of the votes that the undersigned would be entitled to cast at said meeting and to otherwise represent the undersigned at said meeting with all powers possessed by the undersigned if personally present at said meeting. The undersigned acknowledges receipt of the notice of the 2018 annual meeting of stockholders, the joint proxy statement/prospectus and the 2017 annual report to stockholders, the terms of each of which are incorporated herein by reference, and revokes any proxy heretofore given with respect to said meeting.

The votes entitled to be cast by the undersigned will be cast in the manner directed herein by the undersigned stockholder. If this proxy is executed but no direction is made, the votes entitled to be cast by the undersigned will be cast (i) "FOR" Proposal 1, (ii) "FOR" all nominees in Proposal 2, (iii) "FOR" Proposal 3, (iv) "FOR" Proposal 4, (v) for "EVERY YEAR" with respect to Proposal 5 and (vi) "FOR" Proposal 6. The votes entitled to be cast by the undersigned will be cast in the discretion of the Proxy holder on any other matter that may properly come before the meeting or any adjournment or postponement thereof.

**PLEASE MARK, SIGN, DATE AND RETURN THE PROXY CARD PROMPTLY USING THE
ENCLOSED POSTAGE-PAID RETURN ENVELOPE.**

IF YOU AUTHORIZE YOUR PROXY BY INTERNET OR TELEPHONE, YOU DO NOT NEED TO MAIL YOUR PROXY CARD.