

**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>Myers Robert F.</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><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Chief Operating Officer &amp; SVP</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><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                    |                                      |  |                                |   |   |            |       | 1,509 <sup>(1)</sup>  | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |       | 2,639   | I  | Held by PELP  |

**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                                   | (2)  | 12/15/2017                           |  | J                              |   | 487  |        | (3)  | (3)             | Common Stock  | 487                        | \$11.05                                    | 12,709   | D   |  |
| OP Units                                   | (4)  | 12/15/2017                           |  | J                              |   |  | 1,126  | (3)  | (3)             | Common Stock  | 1,126                      | \$11.05                                    | 66,436   | I   | Held by PELP   |
| OP Units                                   | (5)  | 07/03/2018                           |  | J                              |   | 4,571  |        | (3)  | (3)             | Common Stock  | 4,571                      | \$11.05                                    | 17,280   | D   |  |
| OP Units                                   | (6)  | 07/03/2018                           |  | J                              |   |  | 4,571  | (3)  | (3)             | Common Stock  | 4,571                      | \$11.05                                    | 61,865   | I   | Held by PELP   |
| OP Units                                   | (7)  | 12/31/2018                           |  | J                              |   | 8,731  |        | (3)  | (3)             | Common Stock  | 8,731                      | \$11.05                                    | 26,011   | D   |  |
| OP Units                                   | (6)  | 12/31/2018                           |  | J                              |   |  | 8,731  | (3)  | (3)             | Common Stock  | 8,731                      | \$11.05                                    | 53,134   | I   | Held by PELP   |
| Phantom Units                              | (8)  | 12/31/2018                           |  | M                              |   | 177,066  |        | (8)  | (8)             | OP Units  | 177,066                    | \$11.05                                    | 187,347  | D   |  |
| OP Units                                   | (9)  | 01/02/2019                           |  | J                              |   | 12,462   |        | (3)  | (3)             | Common Stock  | 12,462                     | \$11.05                                    | 38,473   | D   |  |
| OP Units                                   | (6)  | 01/02/2019                           |  | J                              |   |  | 12,462 | (3)  | (3)             | Common Stock  | 12,462                     | \$11.05                                    | 40,672   | I   | Held by PELP   |

**Explanation of Responses:**

- Includes 104 shares acquired under the Issuer's dividend reinvestment plan.
- Reflects common units of limited partnership interest ("OP Units") in Phillips Edison Grocery Center Operating Partnership I, L.P. ("PECO 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 OP, shares of the Issuer's common stock on a one-to-one basis and have no expiration date.
- Reflects OP Units distributed by PELP to the Reporting Person in the line above and a pro rata reduction in OP Units returned to PECO OP by PELP due to post-closing adjustments pursuant to that certain Contribution Agreement dated October 4, 2017 by and among the Issuer, PECO OP, the entities named on Exhibit A therein (the "Contributors"), and Jeffrey S. Edison, as the representative of the Contributors.
- Reflects OP Units acquired by the Reporting Person as a distribution from PELP in connection with the first annual vesting of his PELP C Units, which vest in four equal annual installments beginning on January 1, 2018.
- 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 that PELP made to its partners on a pro rata basis.
- Reflects phantom units that vested on December 31, 2018 and were settled in cash.
- Reflects OP Units distributed by PELP to the Reporting Person upon the second annual vesting of his PELP C Units.

**Remarks:**

/s/ Tanya Brady, Attorney-in-Fact

01/04/2019

\*\* 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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