

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

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**POST-EFFECTIVE AMENDMENT NO. 1**

**to**

**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

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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 or Organization)

**27-1106076**  
(I.R.S. Employer  
Identification No.)

**11501 Northlake Drive**  
**Cincinnati, Ohio**  
(Address of Principal Executive Offices)

**45249**  
(Zip Code)

**Phillips Edison Grocery Center REIT I, Inc. Amended and Restated 2010 Long-Term Incentive Plan**  
(Full title of the plan)

**Jeffrey S. Edison**  
**Chief Executive Officer and Chairman**  
**11501 Northlake Drive**  
**Cincinnati, Ohio 45249**  
**Telephone (513) 554-1110**

(Name, address, and telephone number, including area code, of agent for service)

With copies to:

**Tanya E. Brady, Esq.**  
**Phillips Edison & Company**  
**11501 Northlake Drive**  
**Cincinnati, Ohio 45249**  
**(513) 554-1110**

**Yoel Kranz, Esq.**  
**David H. Roberts, Esq.**  
**Goodwin Procter LLP**  
**620 Eighth Avenue**  
**New York, New York 10018**  
**(212) 813-8800**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). (Check one):

Large Accelerated Filer	<input type="checkbox"/>	Accelerated Filer	<input type="checkbox"/>
Non-Accelerated Filer	<input checked="" type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

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 7(a)(2)(B) of the Securities Act of 1933, as amended (the "Securities Act").

## EXPLANATORY NOTE

This Post-Effective Amendment No. 1 (the "Amendment") to the registration statement on Form S-8 (File No. 333223619) (the "Registration Statement") filed with the Securities and Exchange Commission (the "Commission") on March 12, 2018 (the "Original Filing") is being filed by Phillips Edison & Company, Inc. (the "Company") solely to include the consent of Deloitte & Touche LLP to incorporate the Company's Annual Report on Form 10-K for the year ended December 31, 2017 filed as Exhibit 23.1 attached hereto. Except as described herein, this Amendment does not update, amend or modify any other information, statement or disclosure contained in the Original Filing.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 8. Exhibits.

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
<a href="#"><u>4.1*</u></a>	<a href="#"><u>Fourth Articles of Amendment and Restatement (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed July 15, 2014)</u></a>
<a href="#"><u>4.2*</u></a>	<a href="#"><u>Articles of Amendment (incorporated by reference to Exhibit 3.3 to the Registrant's Annual Report on Form 10-K filed March 9, 2015)</u></a>
<a href="#"><u>4.3*</u></a>	<a href="#"><u>Second Articles of Amendment (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed December 15, 2017)</u></a>
<a href="#"><u>4.4*</u></a>	<a href="#"><u>Third Amended and Restated Bylaws (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed October 11, 2017)</u></a>
<a href="#"><u>4.5*</u></a>	<a href="#"><u>Amendment to Third Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed December 15, 2017)</u></a>
<a href="#"><u>5.1*</u></a>	<a href="#"><u>Opinion of Goodwin Procter LLP</u></a>
<a href="#"><u>23.1</u></a>	<a href="#"><u>Consent of Deloitte &amp; Touche LLP with respect to Phillips Edison &amp; Company, Inc.</u></a>
<a href="#"><u>23.2*</u></a>	<a href="#"><u>Consent of Deloitte &amp; Touche LLP with respect to Phillips Edison Limited Partnership</u></a>
<a href="#"><u>23.3*</u></a>	<a href="#"><u>Consent of Goodwin Procter LLP (included in Exhibit 5.1)</u></a>
<a href="#"><u>99.1*</u></a>	<a href="#"><u>Amended and Restated 2010 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.14 to the Registrant's Quarterly Report on Form 10-Q filed November 9, 2017)</u></a>
<a href="#"><u>99.2*</u></a>	<a href="#"><u>Consent of Duff &amp; Phelps, LLC</u></a>

\* Previously filed.



**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Post-Effective Amendment No. 1 to Registration Statement No. 333-223619 on Form S-8 of our report relating to the consolidated financial statements and financial statement schedule dated March 29, 2018 of Phillips Edison & Company, Inc., formerly known as Phillips Edison Grocery Center REIT I, Inc., appearing in the Annual Report on Form 10-K of Phillips Edison & Company, Inc. for the year ended December 31, 2017.

/s/ Deloitte & Touche LLP

Cincinnati, Ohio  
May 10, 2018