

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL | |
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| OMB Number: | 3235-0104 |
| Estimated average burden hours per response: | 0.5 |

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|---|--|--|---|
| 1. Name and Address of Reporting Person* <u>Strong John A.</u> <hr/> (Last) (First) (Middle) 11501 NORTHLAKE DRIVE <hr/> (Street) CINCINNATI OH 45249 <hr/> (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 11/16/2018 | 3. Issuer Name and Ticker or Trading Symbol <u>Phillips Edison & Company, Inc. [NONE]</u> | |
| | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) | 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 4,491.935 ⁽¹⁾ | D | |

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|--|--|---|
| | Date Exercisable | Expiration Date | | | | |

Explanation of Responses:

1. Received in exchange for shares of Phillips Edison Grocery Center REIT II, Inc. ("REIT II") in connection with the merger of REIT II into Phillips Edison & Company, Inc. ("PECO"). On the effective date of the merger, each share of REIT II common stock was exchanged for 2.04 shares of PECO common stock, which is equivalent to a value of \$22.54 per REIT II share based on PECO's most recent estimated net asset value per share of \$11.05.

Remarks:

Laura Richardson, Attorney in Fact

02/22/2019

** 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 5 (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.

LIMITED POWER OF ATTORNEY
FOR
PHILLIPS EDISON & COMPANY, INC.
SECTION 16(a) FILINGS

Know all by these presents, that the undersigned hereby constitutes and appoints each of Tanya Brady, Laura Richardson, Matthew Schoenfeld, Jacqueline Canger, and :

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or stockholder of Phillips Edison & Company, Inc. (the
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms ID, 3, 4, or 5
- (3) take any other action of any type whatsoever which, in the opinion of such attorney-in-fact, may be necessary or desirable in connection with the foregoing at

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms ID, 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities of the Company, unless earlier revoked by

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 16th day of November 2018.

John A. Strong

/s/ John A. Strong