

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

FORM 8-K

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 5, 2016

Phillips Edison Grocery Center REIT I, Inc.

(Exact name of registrant as specified in its charter)

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)

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 (see General Instruction A.2. below):

- 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))

Item 7.01 Regulation FD Disclosure.

On December 5, 2016, Phillips Edison Grocery Center REIT I, Inc. (the "Company") posted the attached letter to its stockholders on the Company's website, www.grocerycenterreit1.com, which includes a recommendation to reject the mini-tender offer received from Comrit Investments 1, Limited Partnership. A copy of this letter is provided as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Item 7.01 in this Current Report on Form 8-K and the attached Exhibit 99.1 are furnished to the 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 (the "Exchange Act"), 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, or the Exchange Act regardless of any general incorporation language in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description of Exhibit
99.1	Letter to Stockholders

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 GROCERY CENTER REIT I, INC.

Date: December 5, 2016

By: /s/ Devin I. Murphy

Devin I. Murphy

Chief Financial Officer

EXHIBIT INDEX

**Exhibit
Number**

Description of Exhibit

99.1 Letter to Stockholders



December 5, 2016

Dear Stockholders,

On October 27, 2016, Comrit Investments 1, Limited Partnership (the "Purchaser") provided notice to Phillips Edison Grocery Center REIT I, Inc. (the "Company") of its proposed mini-tender offer to purchase up to 1,000,000 shares of the Company's common stock at a price of \$8.50 per share. The offer commenced on November 23, 2016, and is set to expire December 30, 2016, unless extended. You should be aware that the Company is not in any way affiliated with the Purchaser.

The Company's Board of Directors (the "Board") has evaluated the terms of the offer and unanimously recommended that stockholders reject the offer and not tender their shares.

The Board believes that the offer price is significantly less than the current and potential long-term value of the shares. On April 14, 2016, the Board approved an estimated value per share of the Company's common stock of \$10.20. The Purchaser's offer price of \$8.50 per share is 17% less than this estimated value per share.

To reject the Purchaser's offer, simply ignore it. You do not need to respond.

We appreciate your trust in the Company and the Board and thank you for your continued support.

Sincerely,

/s/ Jeffrey S. Edison

Jeffrey S. Edison
Chairman of the Board and Chief Executive Officer
Phillips Edison Grocery Center REIT I, Inc.