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March 29, 2016

VIA E-MAIL: RULE-COMMENTS@SEC.GOV

Securities and Exchange Commission
100 F Street, NE
Washington, D.C. 20549-1090

ATTN: Mr. Brent J. Fields, Secretary

Re: Simplification of Disclosure Requirements for Emerging Growth Companies and Forward Incorporation by Reference on Form S-1 for Smaller Reporting Companies Release No. 33-100003; File No. S7-01-16

Dear Mr. Fields:

We are submitting this letter in response to the solicitation by the Securities and Exchange Commission (the "Commission") for comment on whether the interim final amendments to its rules and forms (the "Amendments") the Commission has adopted to implement Sections 71003 and 84001 of the Fixing America's Surface Transportation ("FAST") Act should be extended to include other registrants or forms.

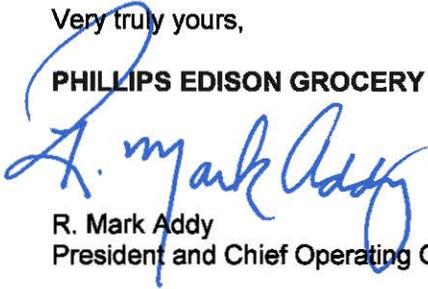
We believe the Amendments permitting smaller reporting companies ("SRCs") to incorporate by reference into its Form S-1 registration statement any documents filed by the registrant subsequent to the effective date of such Form S-1 registration statement should extend to Form S-11, which is used by REITs and other real estate companies to register securities under the Securities Act. By extending the proposed rule changes to cover Form S-11, SRCs in the real estate business will be able to reduce their audit, legal, printing and delivery costs associated with having to update their registration statements with information already filed and available not only on EDGAR but on the issuer's web site. This will improve investor returns without sacrificing the quality of the disclosure. Indeed, by reducing redundant filings, investors may find the disclosure more accessible. We know of no policy reason why SRCs in the real estate industry should not enjoy the same cost savings and improved investor returns as those proposed for other issuers.

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Page Two

Should the Commission have any question or comments or would like to discuss the foregoing,
please do not hesitate to contact us.

Very truly yours,

PHILLIPS EDISON GROCERY CENTER REIT II



R. Mark Addy
President and Chief Operating Officer

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