

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

Filing Date: **2013-01-28** | Period of Report: **2013-01-23**  
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FILER

**Phillips Edison - ARC Shopping Center REIT Inc.**

CIK: [1476204](#) | IRS No.: [271106076](#) | State of Incorporation: **MD** | Fiscal Year End: **1231**  
Type: **8-K** | Act: **34** | File No.: [000-54691](#) | Film No.: [13552288](#)  
SIC: **6798** Real estate investment trusts

Mailing Address

*11501 NORTHLAKE DRIVE  
CINCINNATI OH 45249*

Business Address

*11501 NORTHLAKE DRIVE  
CINCINNATI OH 45249  
513-554-1110*

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

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**FORM 8-K**  
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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): January 23, 2013  
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**PHILLIPS EDISON – ARC SHOPPING CENTER REIT INC.**  
(Exact name of registrant specified in its charter)  
\_\_\_\_\_

**Maryland**  
(State or other jurisdiction of  
incorporation or organization)

**000-54691**  
(Commission File Number)

**27-1106076**  
IRS Employer  
Identification No.

11501 Northlake Drive  
Cincinnati, Ohio 45249  
(Address of principal executive offices)

Registrant's telephone number, including area code: (513) 554-1110

Not Applicable  
(Former name or former address, if changed since last report)

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:

- 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 January 23, 2013, the board of directors of Phillips Edison – ARC Shopping Center REIT Inc., a Maryland corporation (the “Company”), authorized distributions to the stockholders of record at the close of business each day in the period commencing February 1, 2013 through and including March 31, 2013. The declared distributions will equal an amount of \$0.00183562 per share of common stock, par value \$0.01 per share. This equates to an approximate 6.7% annualized yield when calculated on a \$10.00 per share purchase price, which is an increase over the 6.5% annualized yield of all prior distributions. A portion of each distribution is expected to constitute a return of capital for tax purposes. The February distributions will be paid on March 1, 2013, and the March distributions will be paid on April 1, 2013.

### **Item 8.01. Other Events**

On January 28, 2013, the Company issued a press release announcing an increase in the annualized rate of its distributions.

### **Item 9.01. Financial Statements and Exhibits**

Exhibits

99.1 Press Release dated January 28, 2013

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## 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 – ARC SHOPPING CENTER REIT INC.

Dated: January 28, 2013

By: /s/ R. Mark Addy  
R. Mark Addy  
*Chief Operating Officer*

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**PHILLIPS EDISON | ARC**  
SHOPPING CENTER REIT

CONTACTS

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Director of Investor Relations  
Phillips Edison – ARC Shopping Center REIT  
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**FOR IMMEDIATE RELEASE**

**Phillips Edison–ARC Shopping Center REIT Inc. Increases Distribution Rate**

**CINCINNATI, OH, January 28, 2013** — Phillips Edison–ARC Shopping Center REIT Inc. (the “Company”) announced today that its board of directors authorized and the Company has declared an increase to the annualized rate of distributions. The distribution rate will increase from 6.5% to 6.7% based on a share price of \$10.00 for distributions payable to shareholders of record during the months of February and March 2013. The increased distributions begin to accrue February 1, 2013 for the distributions payable in March 2013.

The board of directors unanimously approved such an increase to the distribution rate as a result of the Company’s growth through numerous strategic acquisitions. The total size of the Company’s portfolio contains 32 grocery-anchored properties consisting of approximately 3 million square feet, with 13 market-leading grocers in 15 states with an aggregate purchase price of approximately \$367.5 million.

“We are pleased to announce this increase in our monthly distribution to our shareholders,” said Jeff Edison, Co-Chairman of the Board and CEO of the Company. Mr. Edison continued, “We feel this increase comes at the right time, as the combination of favorable debt markets and attractive cap rates at which we can acquire properties, has allowed us to continue to increase the size of our portfolio.”

**About Phillips Edison – ARC Shopping Center REIT Inc.**

Phillips Edison-ARC Shopping Center REIT Inc. is a public non-traded REIT that seeks to acquire and manage well-occupied grocery-anchored neighborhood shopping centers having a mix of national and regional retailers selling necessity-based goods and services, in strong demographic markets throughout the United States. The REIT is co-sponsored by two industry leaders: Phillips Edison & Company, who has acquired over \$1.8 billion in shopping centers throughout the United States, and AR Capital, LLC, a real estate investment program sponsor dedicated to governance best practices. As of January 28, 2013, Phillips Edison-ARC owned, directly or indirectly through a joint venture in which it has a controlling interest, and managed an institutional quality retail portfolio consisting of 32 grocery-anchored shopping centers totaling 2,997,845 square feet. For more information on the company, please visit the website at [www.phillipsedison-arc.com](http://www.phillipsedison-arc.com).

The statements in this press release that are not historical facts may be forward-looking statements. These forward-looking statements involve risks and uncertainties that could cause the outcome to be materially different. In addition, words such as “anticipate,”

“believe,” “expect,” and “intend” indicate a forward-looking statement, although not all forward-looking statements include these words.

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