PBF Energy Inc.
Form 4
June 18, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
First Reserve GP XII Ltd

(Last) (First) (Middle)

ONE LAFAYETTE PLACE

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
PBF Energy Inc. [PBF]

3. Date of Earliest Transaction (Month/Day/Year)
06/17/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director __X__ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	06/17/2014		C		694,301.69	A	(1)	694,301.69	I	See Footnotes (1) (3) (4) (6) (7) (8)
Class A Common Stock	06/17/2014		S		694,301.69	D	$ 29.75 (2)	0	I	See Footnotes (1) (3) (4) (6) (7) (8)
Class A Common Stock	06/17/2014		C		2,114,359.31	A	(1)	2,114,359.31	I	See Footnotes (1) (3) (5) (6) (7) (8)

Class A Common Stock	06/17/2014		S	2,114,359.31	D	$ 29.75 (2)	0		I	See Footnotes (1) (3) (5) (6) (7) (8)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series A Units of PBF Energy	(1)	06/17/2014		C			694,301.69	(1)	(1)	Class A Common Stock	694,3
Series A Units of PBF Energy	(1)	06/17/2014		C			2,114,359.31	(1)	(1)	Class A Common Stock	2,114,3

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
First Reserve GP XII Ltd ONE LAFAYETTE PLACE GREENWICH, CT 06830		X		
FR PBF Holdings LLC ONE LAFAYETTE PLACE GREENWICH, CT 06830		X		
FR PBF Holdings II LLC ONE LAFAYETTE PLACE GREENWICH, CT 06830		X		
FR XII PBF Holdings LLC ONE LAFAYETTE PLACE		X		

GREENWICH, CT 06830

FR XII PBF AIV, L.P.
ONE LAFAYETTE PLACE X
GREENWICH, CT 06830

FR XII-A PBF AIV, L.P.
ONE LAFAYETTE PLACE X
GREENWICH, CT 06830

First Reserve GP XII, LP
ONE LAFAYETTE PLACE X
GREENWICH, CT 06830

MACAULAY WILLIAM E
ONE LAFAYETTE PLACE X
GREENWICH, CT 06830

Signatures

FR PBF HOLDINGS LLC, By: FR XII PBF Holdings LLC, its Sole Member, By: /s/ Anne E. Gold, Anne E. Gold, CCO, Secretary — 06/18/2014

**Signature of Reporting Person — Date

FR PBF HOLDINGS II LLC, By: FR XII PBF Holdings LLC, its Sole Member, By: /s/ Anne E. Gold, Anne E. Gold, CCO, Secretary — 06/18/2014

**Signature of Reporting Person — Date

FR XII PBF HOLDINGS LLC, By: /s/ Anne E. Gold, Anne E. Gold, CCO, Secretary — 06/18/2014

**Signature of Reporting Person — Date

FR XII PBF AIV, L.P., By: First Reserve GP XII, L.P., its general partner, By: First Reserve GP XII Limited, its general partner, By: /s/ Anne E. Gold, Anne E. Gold, CCO, Secretary — 06/18/2014

**Signature of Reporting Person — Date

FR XII-A PBF AIV, L.P., By: First Reserve GP XII, L.P., its general partner, By: First Reserve GP XII Limited, its general partner, By: /s/ Anne E. Gold, Anne E. Gold, CCO, Secretary — 06/18/2014

**Signature of Reporting Person — Date

FIRST RESERVE GP XII, L.P., By: First Reserve GP XII Limited, its general partner, By: /s/ Anne E. Gold, Anne E. Gold, CCO, Secretary — 06/18/2014

**Signature of Reporting Person — Date

FIRST RESERVE GP XII LIMITED, By: /s/ Anne E. Gold, Anne E. Gold, CCO, Secretary — 06/18/2014

**Signature of Reporting Person — Date

WILLIAM E. MACAULAY, By: /s/ Anne E. Gold, Anne E. Gold, CCO, Secretary — 06/18/2014

**Signature of Reporting Person — Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 4(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).

(1) Pursuant to an exchange agreement the Series A Units of PBF Energy Company LLC (the "PBF LLC Series A Units") are exchangeable at any time for shares of Class A common stock, $0.001 par value per share (the "Class A Common Stock") of PBF Energy Inc. (the "Issuer") on a one-for-one basis, subject to equitable adjustments for stock splits, stock dividends and reclassifications. As the Reporting Person exchanges the PBF LLC Series A Units for shares of Class A Common Stock pursuant to the exchange agreement, the voting power afforded to the Reporting Person by its share of Class B Common Stock of PBF Energy Inc. will be automatically and correspondingly reduced.

(2) This amount represents the $29.75 secondary public offering price per share of Class A Common Stock received by the First Reserve Vehicles (as defined below) in an underwritten secondary block trade.

(3) The First Reserve Vehicles (as hereinafter defined) are comprised of FR PBF Holdings LLC and FR PBF Holdings II LLC (the "First Reserve Vehicles").

(4) Represents securities which are directly held by FR PBF Holdings LLC.

(5) Represents securities which are directly held by FR PBF Holdings II LLC.

(6) FR XII PBF Holdings LLC is the sole member of each of the First Reserve Vehicles. FR XII PBF AIV, L.P. ("FR XII") and FR XII-A PBF AIV, L.P. ("FR XII-A") are the managing members of FR XII PBF Holdings LLC. First Reserve GP XII, L.P. is the general partner of FR XII and FR XII-A. First Reserve GP XII Limited is the general partner of First Reserve GP XII, L.P. William E. Macaulay is a director of First Reserve GP XII Limited and has the right to appoint a majority of the directors of its board.

(7) Information with respect to each of the Reporting Persons is given solely by such Reporting Person, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.

(8) Each of such Reporting Persons may be deemed to beneficially own the Issuer securities beneficially owned by the First Reserve Vehicles directly or indirectly controlled by it or him, but each of the Reporting Persons, other than the First Reserve Vehicles as to their direct holdings of such securities, disclaims beneficial ownership of the Issuer securities held by the First Reserve Vehicles except to the extent of such Reporting Person's pecuniary interest therein, and, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, each of the Reporting Persons, other than the First Reserve Vehicles as to their direct holdings of Issuer securities, states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 of the Securities Exchange Act of 1934 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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