

PBF Energy Inc.  
Form 8-K  
July 01, 2013

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 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): June 26, 2013

PBF ENERGY INC.  
PBF HOLDING COMPANY LLC  
(Exact Name of Registrant as Specified in its Charter)

|   |                             |  |
|---|-----------------------------|--|
| Delaware  | 001-35764                   | 45-3763855                                 |
| Delaware  | 333-186007                  | 27-2198168                                 |
| (State or other jurisdiction<br>of incorporation or organization) | (Commission<br>File Number) | (I.R.S. Employer<br>Identification Number) |

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One Sylvan Way, Second Floor  
Parsippany, New Jersey 07054  
(Address of the Principal Executive Offices) (Zip Code)

(973) 455-7500  
(Registrant's Telephone Number, including area code)

N/A  
(Former Name or Former Address, if Changed Since Last Report)

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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))
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Item 1.01 Entry Into a Material Definitive Agreement.

On June 26, 2013, PBF Holding Company LLC ("PBF Holding"), an indirect subsidiary of PBF Energy Inc., and two of its wholly-owned subsidiaries, Paulsboro Refining Company LLC and Delaware City Refining Company LLC (collectively "PBF") entered into two separate inventory intermediation agreements ("Intermediation Agreements") with J. Aron & Company ("J. Aron"). The agreements commence upon PBF's termination of its inventory offtake agreements with Morgan Stanley Capital Group Inc. as previously described in our Form 8-K dated January 2, 2013.

Pursuant to the Intermediation Agreements, J. Aron will purchase and hold title to all of the intermediate and finished products (the "Products") produced by the Paulsboro and Delaware City refineries (the "Refineries") and delivered into PBF's tanks at the Refineries. Furthermore, J. Aron agrees to sell the Products back to PBF as the Products are discharged out of the Refineries' tanks. J. Aron has the right to store the Products purchased in PBF's tanks under the Intermediation Agreements and will retain these storage rights for the term of the agreements. PBF will market and sell the Products independently to third parties.

The Intermediation Agreements expire on July 1, 2015, subject to certain early termination rights, and include a one-year renewal clause by mutual consent of both parties.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

Dated: July 1, 2013

PBF Energy Inc.  
(Registrant)

By: /s/ Matthew C. Lucey  
Name: Matthew C. Lucey  
Title: Senior Vice President, Chief Financial Officer

Dated: July 1, 2013

PBF Holding Company LLC  
(Registrant)

By: /s/ Matthew C. Lucey  
Name: Matthew C. Lucey  
Title: Senior Vice President, Chief Financial Officer