

PBF Energy Inc.
Form 3
February 09, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Davis Paul T		(Month/Day/Year)	PBF Energy Inc. [PBF]	
(Last)	(First)	(Middle)	02/01/2015	
ONE SYLVAN WAY,, SECOND FLOOR			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
PARSIPPANY, NJ 07054			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Vice President	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of Shares			

(Instr. 5)

Instrument	Expiration Date	Class	Quantity	Exercise Price	Dividend Yield	Other
Employee Stock Options (right to buy) ⁽¹⁾	10/29/2024	Class A Common Stock	50,000	\$ 24.43	D	
Employee Stock Options (right to buy) ⁽²⁾	10/29/2023	Class A Common Stock	50,000	\$ 26.08	D	
Unit Options ⁽³⁾	06/29/2022	Class A Common Stock	25,000	\$ 12.55	D	
Employee Stock Options (right to buy) ⁽⁴⁾	12/12/2022	Class A Common Stock	30,000	\$ 26	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Davis Paul T ONE SYLVAN WAY, SECOND FLOOR PARSIPPANY, NJ 07054			Vice President	

Signatures

/s/T. Paul Davis by Jeffrey Dill as
Attorney-in-Fact

02/09/2015

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) Represents options to purchase shares of Class A Common Stock. The options will vest in four equal annual installments beginning on October 29, 2015.

(2) Represents options to purchase shares of Class A Common Stock. The options vest in four equal annual installments beginning on October 29, 2014.

(3) Represents options to purchase Series A Units of PBF Energy Company LLC. The options vest in three equal annual installments beginning on June 29, 2013. Pursuant to an exchange agreement the vested Series A Units of PBF Energy Company LLC are exchangeable at any time for shares of Class A Common Stock of PBF Energy Inc. on a one-for-one basis, subject to equitable adjustments for stock splits, stock dividends and reclassifications. As the reporting person exchanges the Series A Units of PBF Energy Company LLC for shares of Class A Common Stock of PBF Energy Inc. pursuant to the exchange agreement, the voting power afforded to the reporting person by his share of Class B Common Stock of PBF Energy Inc. issued in connection with the Series A Units of PBF Energy Company LLC will be automatically and correspondingly reduced. The Class B Common Stock will entitle the reporting person to one vote for each Series A Unit of PBF Energy Company LLC held by such reporting person.

(4) Represents options to purchase shares of Class A Common Stock. The options vest in four equal installments beginning on 12/12/2013.

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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