

PBF Logistics LP
Form 3
May 08, 2014

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	
Â PBF Energy Inc.		(Month/Day/Year)	PBF Logistics LP [PBFX]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		05/08/2014		
ONE SYLVAN WAY, SECOND FLOOR			(Check all applicable)	
(Street)			<input checked="" type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
PARSIPPANY,Â NJÂ 07054			(give title below)	(specify below)
(City)	(State)	(Zip)	6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

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)
Common Units representing limited partner interests	0	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>

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

SEC 1473 (7-02)

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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	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Subordinated Units representing limited partner interests	Â (6)	Â (6)	Common Units representing limited partner interests	0	\$ (6)	I	See Footnotes ⁽¹⁾ <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(6)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PBF Energy Inc. ONE SYLVAN WAY, SECOND FLOOR PARSIPPANY, NJ 07054	Â X	Â X	Â	Â

Signatures

/s/Jeffrey Dill, Senior Vice President, General Counsel, on behalf of PBF Energy Inc.

05/08/2014

__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) This Form 3 is being filed by PBF Energy Inc. ("PBF Energy") in connection with the effectiveness of the Issuer's Registration Statement on Form S-1 (Registration No. 333-195024) (the "Registration Statement"). PBF Energy is the sole managing member of PBF Energy Company LLC ("PBF LLC") and operates and controls all of PBF LLC's business and affairs and consolidates the financial results of PBF LLC and its subsidiaries.

(2) As described in the Registration Statement, in connection with the initial public offering of the Issuer (the "Offering"), PBF Holding Company LLC ("PBF Holding"), a wholly owned subsidiary of PBF LLC, pursuant to the Contribution and Conveyance Agreement entered into prior to the effectiveness of the Registration Statement, has agreed to contribute certain assets to the Issuer at the closing of the Offering in exchange for, among other things, (i) 74,053 common units and 15,886,553 subordinated units representing an aggregate 50.2% limited partner interest in the Issuer and (ii) the right to receive up to an additional 2,062,500 common units representing up to an additional 6.5% limited partner interest in the Issuer, depending on whether the underwriters' option to purchase additional units is exercised.

(3) As described in the Registration Statement, in connection with the Offering, PBF Holding has agreed to distribute to PBF LLC, among other things, (i) its interest in PBF Logistics GP LLC, the general partner of the Issuer, (ii) the common units and subordinated units, and (iii) the right to receive additional common units depending on whether the underwriters' option to purchase additional units is exercised. PBF Energy also indirectly owns a non-economic general partner interest in the Issuer through PBF Logistics GP LLC, a wholly owned subsidiary of PBF LLC.

(4) The reporting person disclaims beneficial ownership of all common units and subordinated units reported herein in excess of its pecuniary interest, if any, and this report shall not be deemed an admission that such reporting person is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(5) As described in the Registration Statement, in connection with the Offering, the Issuer has granted the underwriters a 30-day over allotment option to purchase an additional 2,062,500 common units. In the event that the underwriters do not exercise the option or exercise it for less than all of the 2,062,500 common units, any remaining common units not purchased by the underwriters pursuant to any exercise of the option will be issued to PBF Energy (through its ownership in PBF LLC), at the expiration of the option period for no

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additional consideration.

- (6) The subordinated units may convert into common units on a one-for-one basis as described in the Registration Statement.

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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