

PBF Energy Inc.
Form 4
June 18, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Blackstone Holdings II L.P.

(Last) (First) (Middle)

C/O THE BLACKSTONE GROUP
345 PARK AVENUE,

(Street)

NEW YORK, NY 10154

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common Stock | 06/17/2014 | | C | 12,573,720.13 A <u>(1)</u> | 12,573,720.13 | I | See Footnotes (1) (3) (4) (9) (10) (11) (12) (13) |
| Class A Common Stock | 06/17/2014 | | S | 12,573,720.13 D \$ 29.75 <u>(2)</u> | 0 | I | See Footnotes (1) (3) (4) (9) (10) (11) (12) (13) |
| Class A Common | 06/17/2014 | | C | 2,253,027.92 A <u>(1)</u> | 2,253,027.92 | I | See Footnotes |

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| | | | | | | | | |
|----------------------------|------------|---|--------------|---|--------------------|------------|---|---|
| Stock | | | | | | | | (1) (3) (5) (9) (10) (11) (12) (13) |
| Class A Common Stock | 06/17/2014 | S | 2,253,027.92 | D | \$ 29.75 (2) | 0 | I | See Footnotes (1) (3) (5) (9) (10) (11) (12) (13) |
| Class A Common Stock | 06/17/2014 | C | 69,352.95 | A | (1) | 69,352.95 | I | See Footnotes (1) (3) (6) (9) (10) (11) (12) (13) |
| Class A Common Stock | 06/17/2014 | S | 69,352.95 | D | \$ 29.75 (2) | 0 | I | See Footnotes (1) (3) (6) (9) (10) (11) (12) (13) |
| Class A Common Stock | 06/17/2014 | C | 263,372.61 | A | (1) | 263,372.61 | I | See Footnotes (1) (3) (7) (9) (10) (11) (12) (13) |
| Class A Common Stock | 06/17/2014 | S | 263,372.61 | D | \$ 29.75 (2) | 0 | I | See Footnotes (1) (3) (7) (9) (10) (11) (12) (13) |
| Class A Common Stock | 06/17/2014 | C | 31,865.39 | A | (1) | 31,865.39 | I | See Footnotes (1) (3) (8) (9) (10) (11) (12) (13) |
| Class A Common Stock | 06/17/2014 | S | 31,865.39 | D | \$ 29.75 (2) | 0 | I | See Footnotes (1) (3) (8) (9) (10) (11) (12) (13) |

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

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SEC 1474
(9-02)

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

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| 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 |
| Series A Units of PBF Energy | (1) | 06/17/2014 | | C | 12,573,720.13 | (1) (1) | Class A Common Stock 12,573,720.13 |
| Series A Units of PBF Energy | (1) | 06/17/2014 | | C | 2,253,027.92 | (1) (1) | Class A Common Stock 2,253,027.92 |
| Series A Units of PBF Energy | (1) | 06/17/2014 | | C | 69,352.95 | (1) (1) | Class A Common Stock 69,352.95 |
| Series A Units of PBF Energy | (1) | 06/17/2014 | | C | 263,372.61 | (1) (1) | Class A Common Stock 263,372.61 |
| Series A Units of PBF Energy | (1) | 06/17/2014 | | C | 31,865.39 | (1) (1) | Class A Common Stock 31,865.39 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Blackstone Holdings II L.P. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154 | | X | | |
| Blackstone Holdings I/II GP Inc C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154 | | X | | |
| | | X | | |

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- (6) Represents securities which are directly held by BFIP V.
- (7) Represents securities which are directly held by BFIP V-A.
- (8) Represents securities which are directly held by BPP V.

(9) Blackstone PB Capital Partners V L.P. is the sole member of BPBCP V. Blackstone Management Associates V USS L.L.C. ("BMA") is the general partner of each of Blackstone PB Capital Partners V L.P. and BPBCP V-AC. BMA V USS L.L.C. is the sole member of BMA. BCP V USS Side-by-Side GP L.L.C. ("BCP V GP L.L.C.") is the general partner of BFIP V and BPP V. Blackstone Holdings II L.P. holds the majority of membership interests in BMA V USS L.L.C. and is the sole member of BCP V GP L.L.C.

(10) The general partner of Blackstone Holdings II L.P. is Blackstone Holdings I/II GP Inc. The sole shareholder of Blackstone Holdings I/II GP Inc. is The Blackstone Group L.P. The general partner of The Blackstone Group L.P. is Blackstone Group Management L.L.C., which is in turn, wholly owned by Blackstone's senior managing directors and controlled by its founder, Stephen A. Schwarzman. The general partner of BFIP V-A is Blackstone Family GP L.L.C., which is in turn, wholly owned by Blackstone's senior managing directors and controlled by its founder, Mr. Schwarzman.

(11) Due to the limitations of the electronic filing system BPBCP V, BPBCP V-AC, BFIP V, BFIP V-A, BPP V, BCP V GP L.L.C., Blackstone Family GP L.L.C., Blackstone PB Capital Partners V L.P., BMA and BMA V USS L.L.C. are filing a separate Form 4.

(12) 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.

(13) Each of such Reporting Persons may be deemed to beneficially own the securities beneficially owned by the Blackstone Vehicles directly or indirectly controlled by it or him, but each of the Reporting Persons, other than the Blackstone Vehicles as to their direct holdings of securities, disclaims beneficial ownership of the securities held by the Blackstone 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 Blackstone Vehicles as to their direct holdings of 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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