

PBF Energy Inc.
Form 3
December 13, 2012

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 | |
| ^ First Reserve GP XII Ltd | | (Month/Day/Year) | PBF Energy Inc. [PBF] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| ONE LAFAYETTE PLACE | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| GREENWICH, ^ CT ^ 06830 | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input checked="" 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) |
|-------------------------------------|---|--|---|
| Class B Common Stock ⁽¹⁾ | 1 | I | See footnotes ⁽¹⁾ ⁽³⁾ ⁽⁴⁾ ⁽⁶⁾ ⁽⁷⁾ ⁽⁸⁾ |
| Class B Common Stock ⁽¹⁾ | 1 | 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.

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) | |
|------------------------------|------------------|-----------------|----------------------|----------------------------|----------|---------------------------------------|---|
| Series A Units of PBF Energy | Â (2) | Â (2) | Class A Common Stock | 8,753,649.9 | \$ (2) | I | See footnotes (1) (2) (3) (4) (6) (7) (8) |
| Series A Units of PBF Energy | Â (2) | Â (2) | Class A Common Stock | 26,657,519.6 | \$ (2) | I | See footnotes (1) (2) (3) (5) (6) (7) (8) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| First Reserve GP XII Ltd ONE LAFAYETTE PLACE GREENWICH,Â CTÂ 06830 | Â | Â X | Â | Â |
| FR PBF Holdings LLC ONE LAFAYETTE PLACE GREENWICH,Â CTÂ 06830 | Â | Â X | Â | Â |
| FR PBF Holdings II LLC ONE LAFAYETTE PLACE GREENWICH,Â CTÂ 06830 | Â | Â X | Â | Â |
| FR XII PBF Holdings LLC ONE LAFAYETTE PLACE GREENWICH,Â CTÂ 06830 | Â | Â X | Â | Â |
| FR XII PBF AIV, L.P. ONE LAFAYETTE PLACE GREENWICH,Â CTÂ 06830 | Â | Â X | Â | Â |
| FR XII-A PBF AIV, L.P. ONE LAFAYETTE PLACE GREENWICH,Â CTÂ 06830 | Â | Â X | Â | Â |
| First Reserve GP XII, LP ONE LAFAYETTE PLACE GREENWICH,Â CTÂ 06830 | Â | Â X | Â | Â |
| MACAULAY WILLIAM E ONE LAFAYETTE PLACE GREENWICH,Â CTÂ 06830 | Â | Â X | Â | Â |

Signatures

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

12/13/2012

**Signature of Reporting Person

Date

12/13/2012

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

**Signature of Reporting Person

Date

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

12/13/2012

**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

12/13/2012

**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

12/13/2012

**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

12/13/2012

**Signature of Reporting Person

Date

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

12/13/2012

**Signature of Reporting Person

Date

/s/ Anne E. Gold, Anne E. Gold, as attorney-in-fact for WILLIAM E. MACAULAY

12/13/2012

**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) The Class B Common Stock of PBF Energy Inc. (the "Issuer") entitles the Reporting Person directly holding such share to one vote for each series A unit of PBF Energy Company LLC (the "PBF LLC Series A Units") held by such Reporting Person.

(2) Consists entirely of outstanding PBF LLC Series A Units. Pursuant to an exchange agreement the Series A Units of PBF Energy Company LLC are exchangeable at any time for shares of Class A common stock, \$0.001 par value per share (the "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 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 its share of Class B Common Stock of PBF Energy Inc. will be automatically and correspondingly reduced.

(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 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 securities, disclaims beneficial ownership of the 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 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.

^

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

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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