

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 *

First Reserve GP XII Ltd

(Last) (First) (Middle)

ONE LAFAYETTE PLACE

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

12/13/2012

3. Issuer Name and Ticker or Trading Symbol
PBF Energy Inc. [PBF]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

5. If Amendment, Date Original
Filed(Month/Day/Year)

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 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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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

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.

- 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.

- (2) The First Reserve Vehicles (as hereinafter defined) are comprised of FR PBF Holdings LLC and FR PBF Holdings II LLC (the "First Reserve Vehicles").

- (3) Represents securities which are directly held by FR PBF Holdings LLC.

- (4) Represents securities which are directly held by FR PBF Holdings II LLC.

- 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.

- (5) 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.

- 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.

Â

Remarks:

ExhibitÂ List:Â ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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