

PBF Energy Inc.
Form 4
June 12, 2015

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Seedorf Herman L

(Last) (First) (Middle)

ONE SYLVAN WAY, SECOND
FLOOR

(Street)

PARSIPPANY, NJ 07054

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

PBF Energy Inc. [PBF]

3. Date of Earliest Transaction
(Month/Day/Year)

06/10/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Senior Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ 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 B Common Stock ⁽¹⁾			Code V	Amount (D) Price	1	D	

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrants to purchase Series A Units, PBF Energy Company LLC	\$ 10	06/10/2015		M		24,000		<u>(2)</u>	03/01/2021	Class A Common Stock	24,000
Series A Units of PBF Energy Company LLC	<u>(3)</u>	06/10/2015		M		24,000		<u>(3)</u>	<u>(3)</u>	Class A Common Stock	24,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Seedorf Herman L ONE SYLVAN WAY, SECOND FLOOR PARSIPPANY, NJ 07054			Senior Vice President	

Signatures

/s/Herman Seedorf by Jeffrey Dill as
Attorney-in-Fact

06/12/2015

Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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 entitles the reporting person to one vote for each Series A Unit of PBF Energy Company LLC held by such reporting person.
- (2) Non-compensatory warrants to purchase Series A Units of PBF Energy Company LLC were issued to the reporting person on March 1, 2011 and were fully vested and exercisable at the time of issuance. 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 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

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afforded to the reporting person by his share of Class B Common Stock of PBF Energy Inc. will be automatically and correspondingly reduced.

- 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 of PBF Energy Inc. on a one-for-one basis, subject to equitable adjustments for stock splits, stock dividends and
- (3) 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. will be automatically and correspondingly reduced.

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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