

Davis Paul T
Form 3
May 22, 2013

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 *

Â Davis Paul T

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

05/13/2013

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

4. Relationship of Reporting
Person(s) to Issuer

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

ONE SYLVAN
WAY,Â SECOND FLOOR

(Street)

(Check all applicable)

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

PARSIPPANY,Â NJÂ 07054

(City)

(State)

(Zip)

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 A Common Stock

141

I

See Footnote ⁽¹⁾

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

SEC 1473 (7-02)

**Persons who respond to the collection of
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)
Title

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Unit Options	Â (2)	06/29/2022	Class A Common Stock	25,000	\$ 12.55	D	Â
Employee Stock Options (right to buy)	Â (3)	12/12/2022	Class A Common Stock	30,000	\$ 26	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Davis Paul T ONE SYLVAN WAY SECOND FLOOR PARSIPPANY, NJ 07054	Â	Â	Â Vice President	Â

Signatures

/s/T. Paul Davis by Jeffrey Dill as
Attorney-in-Fact

05/22/2013

__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) Represents number of shares of Class A Common Stock acquired under PBF Energy Inc.'s 401(k) Plan as of May 13, 2013 per Vanguard records.

Represents options to purchase Series A Units of PBF Energy Company LLC. The options vest in three equal annual installments beginning on June 29, 2013. Pursuant to an exchange agreement the vested 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 afforded to the reporting person by his share of Class B Common Stock of PBF Energy Inc. issued in connection with the Series A Units of PBF Energy Company LLC will be automatically and correspondingly reduced. The Class B Common Stock will entitle the reporting person to one vote for each Series A Unit of PBF Energy Company LLC held by such reporting person.
- (2) Represents options to purchase Series A Units of PBF Energy Company LLC. The options vest in three equal annual installments beginning on June 29, 2013. Pursuant to an exchange agreement the vested 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 afforded to the reporting person by his share of Class B Common Stock of PBF Energy Inc. issued in connection with the Series A Units of PBF Energy Company LLC will be automatically and correspondingly reduced. The Class B Common Stock will entitle the reporting person to one vote for each Series A Unit of PBF Energy Company LLC held by such reporting person.
- (3) Represents options to purchase shares of Class A Common Stock. The options will vest in four equal annual installments beginning on 12/12/2013.

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.