

PBF Logistics LP  
Form 4  
May 15, 2014

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
PBF Energy Inc.

(Last) (First) (Middle)

ONE SYLVAN WAY, SECOND  
FLOOR

(Street)

PARSIPPANY, NJ 07054

(City) (State) (Zip)

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

PBF Logistics LP [PBFX]

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

05/14/2014

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☒ 10% Owner  
☐ Officer (give title below) ☐ Other (specify  
below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)

☒ 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)
Common Units representing limited partner interests	05/14/2014		J <sup>(1)</sup>	74,053 A <u>11</u>	74,053	I	See Footnotes (1) (2) (3)

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

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

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 Security (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title
Subordinated Units representing limited partner interests	(4)	05/14/2014		J(1)	15,886,553	(4) (4)	Common Units representing limited partner interests

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PBF Energy Inc. ONE SYLVAN WAY, SECOND FLOOR PARSIPPANY, NJ 07054	X	X		

## Signatures

/s/Jeffrey Dill, Senior Vice President, General Counsel, on behalf of PBF Energy Inc.

05/15/2014

\_\_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).

In connection with the closing of the initial public offering of the Issuer (the "Offering"), PBF Holding Company LLC ("PBF Holding"), a wholly owned subsidiary of PBF Energy Company LLC ("PBF LLC"), pursuant to the Contribution and Conveyance Agreement (a) contributed certain assets to the Issuer in exchange for, among other things, 74,053 common units and 15,886,553 subordinated units (1) representing an aggregate 50.2% limited partner interest in the Issuer and (b) distributed to PBF LLC, among other things, (i) its interest in PBF Logistics GP LLC, the general partner of the Issuer and (ii) the common units and subordinated units. PBF Energy Inc. also indirectly owns a non-economic general partner interest in the Issuer through PBF Logistics GP LLC, a wholly owned subsidiary of PBF LLC.

(2) PBF Energy Inc. is the sole managing member of PBF LLC and operates and controls all of PBF LLC's business and affairs and consolidates the financial results of PBF LLC and its subsidiaries.

(3) The reporting person disclaims beneficial ownership of all common units and subordinated units reported herein in excess of its pecuniary interest, if any, and this report shall not be deemed an admission that such reporting person is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(4) The subordinated units may convert into common units on a one-for-one basis as described in the Issuer's Registration Statement on Form S-1 (Registration No 333-195024).

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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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