

PBF Energy Inc.  
Form 8-K  
March 24, 2014

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

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FORM 8-K

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CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
Date of Report (Date of Earliest Event Reported): March 20, 2014  
PBF ENERGY INC.  
(Exact Name of Registrant as Specified in its Charter)

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|---|--|--|
| Delaware<br>(State or other jurisdiction<br>of incorporation or organization) | 001-35764<br>(Commission<br>File Number) | 45-3763855<br>(I.R.S. Employer<br>Identification Number) |
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One Sylvan Way, Second Floor  
Parsippany, New Jersey 07054  
(Address of the Principal Executive Offices) (Zip Code)

(973) 455-7500  
(Registrant's Telephone Number, including area code)

N/A  
(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 Entry into a Material Definitive Agreement.

On March 20, 2014, PBF Energy Inc. (the “Company”), PBF Energy Company LLC and funds affiliated with First Reserve Management L.P. (“First Reserve,” or the “Selling Stockholders”), entered into an underwriting agreement with Citigroup Global Markets Inc. (the “Underwriter”), pursuant to which the Selling Stockholders agreed to sell 15,000,000 shares of the Company’s Class A common stock (the “Shares”) to the Underwriter (the “Offering”). The Offering is expected to close on March 26, 2014, subject to the satisfaction of the closing conditions set forth in the Underwriting Agreement. The Selling Stockholders will receive all of the net proceeds from the Offering (subject to the rights of the holders of PBF LLC Series B Units to share in a portion of the proceeds received by the Selling Stockholders upon the sale of their Shares in the Offering). The Company did not sell any shares in the Offering and will not receive any proceeds from the Offering.

The Shares will be issued pursuant to the Company’s shelf registration statement on Form S-3 (File No. 333-193210). The Company filed a prospectus supplement, dated March 20, 2014, with the Securities and Exchange Commission in connection with the offer and sale of the Shares.

The Underwriting Agreement contains customary representations, warranties and covenants and includes the terms and conditions for the sale of the Shares by the Selling Stockholders to the Underwriters, indemnification and contribution obligations and other terms and conditions customary in agreements of this type.

A copy of the Underwriting Agreement is filed as Exhibit 1.1 hereto and is incorporated by reference herein. The above description is qualified in its entirety by reference to such exhibit.

In connection with the offering, Stroock & Stroock & Lavan LLP rendered their opinion as to the validity of the Shares to be sold in the Offering, which opinion is filed as Exhibit 5.1 hereto and is incorporated by reference herein.

Item 3.02 Unregistered Sales of Equity Securities.

In connection with the Offering, the Company received an exchange notice from First Reserve requesting that the Company exchange an aggregate of 15,000,000 Series A Units of PBF Energy Company LLC for an equivalent number of shares of the Company’s Class A common stock, pursuant to the terms of the exchange agreement entered into at the time of the Company’s initial public offering. Immediately prior to the closing of the Offering, the Company will issue the shares to First Reserve in reliance on the exemption from registration provided by Section 4(2) of the Securities Act of 1933, as amended (the “Securities Act”). Through the exchange, such PBF LLC Series A Units will be reclassified as PBF LLC Series C Units, and as a result, the Company’s economic interest in PBF Energy Company LLC will increase to approximately 71.9%.

Item 7.01 Regulation FD Disclosure.

A copy of the press release announcing the commencement of the Offering is attached hereto as Exhibit 99.1, and is incorporated by reference herein.

A copy of the press release announcing the pricing of the Offering is attached hereto as Exhibit 99.2, and is incorporated by reference herein.

In accordance with General Instruction B.2 of Form 8-K, such press releases shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall such information and exhibits be deemed incorporated by reference into any filing under the Securities Act or the Exchange Act unless specifically identified therein as being incorporated therein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description   |
|-------------|---|
| 1.1         | Underwriting Agreement, dated as of March 20, 2014                                  |
| 5.1         | Opinion of Stroock & Stroock & Lavan LLP with respect to the validity of the Shares |
| 23.1        | Consent of Stroock & Stroock & Lavan LLP (included in Exhibit 5.1).                 |
| 99.1        | Press release dated March 20, 2014  |
| 99.2        | Press release dated March 21, 2014  |

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: March 24, 2014

PBF Energy Inc.  
(Registrant)

By: /s/ Jeffrey Dill

Name: Jeffrey Dill

Title: Senior Vice President, General Counsel

EXHIBIT INDEX

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