

Seedorf Herman L
 Form 4
 May 10, 2018

FORM 4

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

OMB APPROVAL

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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

(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)
 05/10/2018

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)
 Senior Vice President

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 Ownership (Instr. 4)
				(A) or (D) Price			
Class A Common Stock					38,479	D	
Class B Common Stock ⁽¹⁾					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)

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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	Amount or Number of Shares
Warrants to purchase Series A Units, PBF Energy Company LLC	\$ 10	05/10/2018		M		16,000		<u>(2)</u>	03/01/2021	Class A Common Stock	16,000
Series A Units of PBF Energy Company LLC	<u>(3)</u>	05/10/2018		M		16,000		<u>(3)</u>	<u>(3)</u>	Class A Common Stock	16,000
Series A Units of PBF Energy Company LLC	<u>(3)</u>	05/10/2018		F		9,020		<u>(3)</u>	<u>(3)</u>	Class A Common Stock	9,020
Unit Options	\$ 10	05/10/2018		M		22,500		<u>(4)</u>	03/04/2021	Class A Common Stock	22,500
Series A Units of PBF Energy Company LLC	<u>(3)</u>	05/10/2018		M		22,500		<u>(3)</u>	<u>(3)</u>	Class A Common Stock	22,500
Series A Units of PBF Energy Company LLC	<u>(3)</u>	05/10/2018		F		12,684		<u>(3)</u>	<u>(3)</u>	Class A Common Stock	12,684

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 Trecia Canty as
Attorney-in-Fact

05/10/2018

**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.

Compensatory warrants to purchase Series A Units of PBF Energy Company LLC were granted to the reporting person on March 1, 2011, were fully vested at the time of grant and became fully exercisable at the time of the initial public offering of PBF Energy Inc. 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
 - (2) 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. 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.

Represents options to purchase Series A Units of PBF Energy Company LLC. The options vest in three equal annual installments beginning on March 4, 2012. 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
 - (4) 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. 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. 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.