

GAYDA MICHAEL D.
Form 3
December 13, 2012

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| GAYDA MICHAEL D. | | (Month/Day/Year) | PBF Energy Inc. [PBF] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 12/13/2012 | | |
| ONE SYLVAN WAY,, SECOND FLOOR | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| PARSIPPANY, NJ 07054 | | | (give title below) | (specify below) |
| (City) | (State) | (Zip) | President | |
| | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

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 B Common Stock ⁽¹⁾ | 1 | D | |

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

SEC 1473 (7-02)

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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) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | | Title | | | |

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|---|------------------|-----------------|----------------------|----------------------------|--|----------------------------|---|
| Series A Units of PBF Energy Company LLC | Â (2) | Â (2) | Class A Common Stock | 136,538.46 \$ (2) | | D | Â |
| Employee Stock Options (right to buy) | Â (3) | 12/12/2022 | Class A Common Stock | 40,000 \$ 26 | | D | Â |
| Warrants to purchase Series A Units, PBF Energy Company LLC | Â (4) | 06/01/2020 | Class A Common Stock | 15,000 \$ 10 | | D | Â |
| Warrants to purchase Series A Units, PBF Energy Company LLC | Â (5) | 12/17/2020 | Class A Common Stock | 15,000 \$ 10 | | D | Â |
| Warrants to purchase Series A Units, PBF Energy Company LLC | Â (6) | 03/01/2021 | Class A Common Stock | 20,000 \$ 10 | | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| GAYDA MICHAEL D. ONE SYLVAN WAY, SECOND FLOOR PARSIPPANY, NJ 07054 | Â | Â | Â President | Â |

Signatures

/s/Michael D. Gayda by Jeffrey Dill as
Attorney-in-Fact

12/13/2012

__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) 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.
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
 - (2) 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.
 - (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.
 - (4) Compensatory warrants to purchase Series A Units of PBF Energy Company LLC were granted to the reporting person on June 1, 2010, 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

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

Compensatory warrants to purchase Series A Units of PBF Energy Company LLC were granted to the reporting person on December 17, 2010, were fully vested at the time of grant and became fully exercisable at the time of the initial public offering of PBF Energy Inc.

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

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

- (6) 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 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.