



chapter):

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) Compensatory Arrangements of Certain Officers.

On October 25, 2017, the Compensation Committee of the Board of Directors of PBF Energy Inc. (the “Company”) approved equity awards effective as of October 30, 2017, under the Company’s 2017 Equity Incentive Plan to the Company’s named executive officers, as follows:

| Named Executive Officers & Title                                     | Class A Common Stock Options | Restricted Class A Common Stock |
|--|------------------------------|---------------------------------|
| Thomas J. Nimbley, Chairman of the Board and Chief Executive Officer | 200,000                      | 80,000                          |
| Matthew C. Lucey, President  | 120,000                      | 55,000                          |
| Erik Young, Senior Vice President and Chief Financial Officer        | 110,000                      | 52,500                          |
| Thomas O'Connor, SVP-Commercial                                      | 100,000                      | 50,000                          |
| Jeffrey Dill, Senior Vice President                                  | 65,000                       | 15,000                          |

Each of the awards will vest in four equal annual installments commencing on the first anniversary of the date of grant, subject to acceleration under certain circumstances set forth in the applicable award agreement, the form of which agreements are attached as Exhibits 10.1 and 10.2 to this Form 8-K.

Item 9.01 Financial Statements and Exhibits

- 10.1 Form of 2017 Equity Incentive Plan Restricted Stock Agreement
- 10.2 Form of 2017 Equity Incentive Plan Non-Qualified Stock Agreement

**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: October 31, 2017

PBF Energy Inc.  
(Registrant)

By: /s/ Trecia Canty  
Name: Trecia Canty  
Senior Vice  
Title: President,  
General Counsel

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EXHIBIT INDEX

Exhibit No. Description

|             |   |
|-------------|---|
| <u>10.1</u> | Form of 2017<br>Equity<br>Incentive Plan<br>Restricted<br>Stock<br>Agreement    |
| <u>10.2</u> | Form of 2017<br>Equity<br>Incentive Plan<br>Non-Qualified<br>Stock<br>Agreement |