

PBF Energy Inc.  
Form S-8  
May 03, 2016

As filed with the Securities and Exchange Commission on May 3, 2016

Registration No. 333-

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**PBF Energy Inc.**

**(Exact Name of Registrant as Specified in its Charter)**

**Delaware**  
**(State or Other Jurisdiction of**  
**Incorporation or Organization)**

**45-3763855**  
**(I.R.S. Employer**  
**Identification No.)**

**One Sylvan Way, Second Floor**

**Parsippany, New Jersey 07054**

**(Address of Principal Executive Offices, Including Zip Code)**

**PBF Energy Inc.**

**Amended and Restated 2012 Equity Incentive Plan**

**(Full Title of Plan)**

**Trecia M. Canty, Esq.**

**Senior Vice President and General Counsel**

**PBF Energy Inc.**

**One Sylvan Way, Second Floor**

**Parsippany, New Jersey 07054**

**Telephone: (973) 455-7500**

**(Name and Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)**

*With a copy to:*

**Todd E. Lenson, Esq.**

**Stroock & Stroock & Lavan LLP**

**180 Maiden Lane**

**New York, NY 10038**

**Telephone: (212) 806-5400**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act (check one):

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered (1)</b>	<b>Proposed Maximum Offering Price Per Share (2)</b>	<b>Proposed Maximum Aggregate Offering Price (2)</b>	<b>Amount of Registration Fee</b>
Class A common stock, par value \$0.001 per share	3,000,000 shares	\$32.67	\$98,010,000	\$9,870.00

- (1) This Registration Statement registers the issuance of an aggregate of an additional 3,000,000 shares of Class A common stock, par value \$0.001 per share ( Class A Common Stock ), of PBF Energy Inc. reserved for issuance under the PBF Energy Inc. Amended and Restated 2012 Equity Incentive Plan (the Plan ). Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the Securities Act ), this Registration Statement also covers such additional securities as may be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(h) of the Securities Act. Based upon the average of the high and low prices of the Class A Common Stock as reported on the New York Stock Exchange on April 29, 2016. Pursuant to General Instruction E to Form S-8, a filing fee is only being paid with respect to the registration of additional securities under the Plan.

**EXPLANATORY NOTE**

This registration statement on Form S-8 (the Registration Statement ) is filed by PBF Energy Inc. (the Registrant ) relating to 3,000,000 shares of its Class A common stock, par value \$0.001 per share ( Class A Common Stock ), issuable under the PBF Energy Inc. Amended and Restated 2012 Equity Incentive Plan (the Plan ), which Class A Common Stock is in addition to the 5,000,000 shares of Class A Common Stock registered under the PBF Energy Inc. 2012 Equity Incentive Plan, on the Registration Statement on Form S-8 filed by the Registrant on January 11, 2013 (File No. 333-185968) (the Prior Registration Statement ). The Registrant s stockholders approved the amendment and restatement of the PBF Energy Inc. 2012 Equity Incentive Plan at its 2016 Annual Meeting.

This Registration Statement relates to securities of the same class as those to which the Prior Registration Statement related, and is submitted in accordance with General Instruction E to Form S-8 regarding the Registration of Additional Securities. Pursuant to Instruction E of Form S-8, the content of the Prior Registration Statement is incorporated herein by reference and made a part of this Registration Statement, except as modified or supplemented by the information set forth below.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The Registrant hereby incorporates by reference into this Registration Statement the following documents previously filed with the Securities and Exchange Commission (the "Commission"):

- (a) The Registrant's Annual Report on Form 10-K for the year ended December 31, 2015, filed with the Commission on February 29, 2016;
- (b) The Registrant's Current Report on Form 8-K, filed with the Commission on February 11, 2016;
- (c) The Registrant's definitive proxy statement on Schedule 14A for the 2016 annual meeting of stockholders, filed with the Commission on March 22, 2016; and
- (d) The description of the Registrant's Class A Common Stock contained in the Registrant's Registration Statement on Form S-1 (Reg. No. 333-177933), as amended, which description is incorporated by reference into the Form 8-A filed with the Commission on December 13, 2012, pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any amendment or report filed for the purpose of further updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of the filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in this Registration Statement, or in any other subsequently filed document that also is or is deemed to be incorporated by reference in this Registration Statement, modifies or supersedes such prior statement. Any statement contained in this Registration Statement shall be deemed to be modified or superseded to the extent that a statement contained in a subsequently filed document that is or is deemed to be incorporated by reference in this Registration Statement modifies or supersedes such prior statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 8. Exhibits.**

The Exhibits listed on the accompanying Exhibit Index are filed as part of, and incorporated by reference into, this Registration Statement.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Township of Parsippany-Troy Hills, State of New Jersey, on May 3, 2016.

**PBF ENERGY, INC.**

By: /s/ Trecia M. Canty  
 Name: Trecia M. Canty  
 Title: Senior Vice President & General Counsel

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned constitutes and appoints each of Matthew C. Lucey, Erik Young and Trecia M. Canty or any of them, each acting alone, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for such person and in his name, place and stead, in any and all capacities, to sign this Registration Statement on Form S-8 (including all post-effective amendments and registration statements), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the SEC, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming that any such attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Thomas J. Nimbley Thomas J. Nimbley	Chief Executive Officer and Director (Principal Executive Officer)	May 3, 2016
/s/ Erik Young Erik Young	Senior Vice President, Chief Financial Officer (Principal Financial Officer)	May 3, 2016
/s/ John Barone John Barone	Chief Accounting Officer (Principal Accounting Officer)	May 3, 2016
/s/ Thomas D. O Malley Thomas D. O Malley	Executive Chairman of the Board of Directors	May 3, 2016
/s/ Spencer Abraham Spencer Abraham	Director	May 3, 2016
/s/ Wayne Budd	Director	May 3, 2016

Wayne Budd

/s/ Gene Edwards Gene Edwards	Director	May 3, 2016
/s/ William Hantke William Hantke	Director	May 3, 2016
/s/ Dennis Houston Dennis Houston	Director	May 3, 2016
/s/ Edward F. Kosnik Edward F. Kosnik	Director	May 3, 2016
/s/ Robert J. Lavinia Robert J. Lavinia	Director	May 3, 2016
/s/ Eija Malmivirta Eija Malmivirta	Director	May 3, 2016



**EXHIBIT INDEX**

**Exhibit**

<b>No.</b>	<b>Description</b>
3.1	Amended and Restated Certificate of Incorporation of PBF Energy Inc. (Incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed on December 18, 2012)
3.2	Amended and Restated Bylaws of PBF Energy Inc. (Incorporated by reference to Exhibit 3.2 of the Registrant's Current Report on Form 8-K filed on December 18, 2012)
4.1	PBF Energy Inc. Amended and Restated 2012 Equity Incentive Plan (Incorporated by reference to Appendix A in PBF Energy Inc.'s Definitive Proxy Statement on Schedule 14A filed on March 22, 2016 (File No. 001-35764))
5.1	Opinion of Stroock & Stroock & Lavan LLP
23.1	Consent of Deloitte & Touche LLP
23.2	Consent of Stroock & Stroock & Lavan LLP (included in Exhibit No. 5.1)
24.1	Power of Attorney (included on signature page)