

PBF Energy Inc.  
Form S-8  
May 31, 2018

As filed with the Securities and Exchange Commission on May 31, 2018  
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 45-3763855  
(State or Other Jurisdiction of Incorporation or Organization) (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 2017 Equity Incentive Plan  
(Full Title of Plan)

Trecia M. Canty, Esq.  
Senior Vice President, General Counsel and Secretary  
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)

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With a copy to:

Todd E. Lenson, Esq.  
 Jordan M. Rosenbaum, Esq.  
 Kramer Levin Naftalis & Frankel LLP  
 1177 Avenue of the Americas  
 New York, NY 10036  
 Telephone: (212) 715-9100

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth 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 |
|                         |   | Emerging growth company   |

**CALCULATION OF REGISTRATION FEE**

| Title of Securities to be Registered              | Amount to be Registered (1) | Proposed Maximum Offering Price Per Share (2) | Proposed Maximum Aggregate Offering Price (2) | Amount of Registration Fee |
|---|-----------------------------|---|---|----------------------------|
| Class A common stock, par value \$0.001 per share | 10,200,000 shares           | \$45.15                                       | \$460,530,000                                 | \$57,335.98                |

(1) This Registration Statement registers the issuance of an aggregate of 10,200,000 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 2017 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 May 29, 2018. 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 10,200,000 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 2017 Equity Incentive Plan (the “Plan”), which Class A Common Stock is in addition to the 6,000,000 shares of Class A Common Stock registered under the PBF Energy Inc. 2017 Equity Incentive Plan, on the Registration Statement on Form S-8 filed by the Registrant on May 18, 2017 (File No. 333-218075) (the “Prior Registration Statement”). The Registrant’s stockholders approved the Plan at its 2018 Annual Meeting of Stockholders.

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.

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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, 2017, filed with the Commission on February 23, 2018;
- (b) The Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2018, filed with the Commission on May 3, 2018;
- (c) The Registrant's Current Reports on Form 8-K, filed with the Commission on February 16, 2018 and May 8, 2018;
- (d) The Registrant's Definitive Proxy Statement on Schedule 14A for the 2018 annual meeting of stockholders, filed with the Commission on April 13, 2018; and

(e) 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.

| Exhibit No. | Description   |
|-------------|---|
| <u>3.1</u>  | 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 (File No. 001-35764))        |
| <u>3.2</u>  | Second Amended and Restated Bylaws of PBF Energy Inc. (Incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed on February 15, 2017 (File No. 001-35764))                       |
| <u>4.1</u>  | PBF Energy Inc. Amended and Restated 2017 Equity Incentive Plan (Incorporated by reference to Appendix A in the Registrant's Definitive Proxy Statement on Schedule 14A filed on April 13, 2018 (File No. 001-35764)) |
| <u>5.1</u>  | Opinion of Kramer Levin Naftalis & Frankel LLP  |
| <u>23.1</u> | Consent of Deloitte & Touche LLP  |
| <u>23.2</u> | Consent of Kramer Levin Naftalis & Frankel LLP (included in Exhibit No. 5.1)  |
| <u>24.1</u> | Power of Attorney (included on signature page)  |

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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 31, 2018.

PBF ENERGY INC.

By: /s/ Trecia M. Canty

Name: Trecia M. Canty

Title: Senior Vice President, General Counsel and Secretary

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## 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 or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for such person and in his or her 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 Commission, 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 or she might or could do in person, hereby ratifying and confirming that any such attorney-in-fact and agent, or his or her 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.

| Signature                                    | Title   | Date         |
|--|---|--------------|
| /s/ Thomas J. Nimbley<br>(Thomas J. Nimbley) | Chief Executive Officer and Chairman of the Board<br>of Directors (Principal Executive Officer) | May 31, 2018 |
| /s/ Erik Young<br>(Erik Young)               | Senior Vice President, Chief Financial Officer<br>(Principal Financial Officer)                 | May 31, 2018 |
| /s/ John Barone<br>(John Barone)             | Chief Accounting Officer<br>(Principal Accounting Officer)                                      | May 31, 2018 |
| /s/ Spencer Abraham<br>(Spencer Abraham)     | Director  | May 31, 2018 |
| /s/ Wayne Budd<br>(Wayne Budd)               | Director  | May 31, 2018 |
| /s/ Gene Edwards<br>(Gene Edwards)           | Director  | May 31, 2018 |
| /s/ William Hantke<br>(William Hantke)       | Director  | May 31, 2018 |
| /s/ Edward F. Kosnik<br>(Edward F. Kosnik)   | Director  | May 31, 2018 |
| /s/ Robert J. Lavinia<br>(Robert J. Lavinia) | Director  | May 31, 2018 |
| /s/ Kimberly Lubel<br>(Kimberly Lubel)       | Director  | May 31, 2018 |
| /s/ George Ogden<br>(George Ogden)           | Director  | May 31, 2018 |