

PBF Energy Inc.
Form SC 13G/A
April 20, 2015

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Amendment No. 2)

Under the Securities Exchange Act of 1934

PBF Energy Inc.

(Name of Issuer)

Class A common stock, \$0.001 par value

(Title of Class of Securities)

69318G106

(CUSIP Number)

April 9, 2015

(Date of Event Which Requires Filing of this Statement)

Check the following box to designate the rule pursuant to which the Schedule is filed:

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| | |
|-------------------------------------|---------------|
| <input type="checkbox"/> | Rule 13d-1(b) |
| <input checked="" type="checkbox"/> | Rule 13d-1(c) |
| <input type="checkbox"/> | Rule 13d-1(d) |

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 69318G106

Names of Reporting Persons

**I.R.S. Identification Nos. of
above persons (entities only)**

1. D. E. Shaw Kalon Portfolios,
L.L.C.

27-1490745

2. **Check the Appropriate Box if
a Member of a Group (See
Instructions)**

(a) ..

(b) ..

SEC Use Only

- 3.

**Citizenship or Place of
Organization**

4. Delaware

Number of

Shares

Beneficially Sole Voting Power

Owned by 5.

Each -0-

Reporting

**Person
With**

6. Shared Voting Power

4,250,000

Sole Dispositive Power

7.-0-

Shared Dispositive Power

8.4,250,000

**Aggregate Amount
Beneficially Owned by Each
Reporting Person**

9.

4,250,000

**Check if the Aggregate
Amount in Row (9) Excludes
Certain Shares (See
Instructions) "**

10.

**Percent of Class Represented
by Amount in Row (9)**

11.

4.9%

**Type of Reporting Person
(See Instructions)**

12.

OO

CUSIP No. 69318G106

Names of Reporting Persons

**I.R.S. Identification Nos. of
above persons (entities only)**

1. D. E. Shaw Heliant Manager,
L.L.C.

27-1289787

2. **Check the Appropriate Box if
a Member of a Group (See
Instructions)**

(a) ..

(b) ..

SEC Use Only

- 3.

**Citizenship or Place of
Organization**

4. Delaware

Number of

Shares

Beneficially Sole Voting Power

Owned by 5.

Each -0-

Reporting

**Person
With**

6. Shared Voting Power

4,250,000

Sole Dispositive Power

7.-0-

Shared Dispositive Power

8.4,250,000

**Aggregate Amount
Beneficially Owned by Each
Reporting Person**

9.

4,250,000

**Check if the Aggregate
Amount in Row (9) Excludes
Certain Shares (See
Instructions) "**

10.

**Percent of Class Represented
by Amount in Row (9)**

11.

4.9%

**Type of Reporting Person
(See Instructions)**

12.

OO

CUSIP No. 69318G106

Names of Reporting Persons

**I.R.S. Identification Nos. of
above persons (entities only)**

1. D. E. Shaw Heliant Adviser,
L.L.C.

27-1289715

2. **Check the Appropriate Box if
a Member of a Group (See
Instructions)**

(a) ..

(b) ..

SEC Use Only

- 3.

**Citizenship or Place of
Organization**

4. Delaware

Number of

Shares

Beneficially Sole Voting Power

Owned by 5.

Each -0-

Reporting

**Person
With**

6. Shared Voting Power

4,250,000

Sole Dispositive Power

7.-0-

Shared Dispositive Power

8.4,250,000

**Aggregate Amount
Beneficially Owned by Each
Reporting Person**

9.
4,250,000

10. **Check if the Aggregate
Amount in Row (9) Excludes
Certain Shares (See
Instructions) "**

11. **Percent of Class Represented
by Amount in Row (9)**

4.9%

12. **Type of Reporting Person
(See Instructions)**

IA

CUSIP No. 69318G106

Names of Reporting Persons

**I.R.S. Identification Nos. of
above persons (entities only)**

1. D. E. Shaw & Co., L.L.C.
13-3799946

2. **Check the Appropriate Box if
a Member of a Group (See
Instructions)**
(a) ..
(b) ..

3. **SEC Use Only**

- Citizenship or Place of
Organization**
4. Delaware

**Number of
Shares**

Beneficially Sole Voting Power

Owned by 5.

Each -0-

Reporting

**Person
With**

6. Shared Voting Power

4,250,788

Sole Dispositive Power

7.-0-

Shared Dispositive Power

8.4,250,788

**Aggregate Amount
Beneficially Owned by Each
Reporting Person**

9.
4,250,788

10. **Check if the Aggregate
Amount in Row (9) Excludes
Certain Shares (See
Instructions) "**

11. **Percent of Class Represented
by Amount in Row (9)**

4.9%

12. **Type of Reporting Person
(See Instructions)**

OO

CUSIP No. 69318G106

Names of Reporting Persons

**I.R.S. Identification Nos. of
above persons (entities only)**

1. D. E. Shaw & Co., L.P.
13-3695715

2. **Check the Appropriate Box if
a Member of a Group (See
Instructions)**
(a) ..
(b) ..

3. **SEC Use Only**

- Citizenship or Place of
Organization**
4. Delaware

**Number of
Shares**

Beneficially Sole Voting Power

Owned by 5.

Each -0-

Reporting

**Person
With**

6. Shared Voting Power

4,294,505

Sole Dispositive Power

7.-0-

Shared Dispositive Power

8.4,303,805

**Aggregate Amount
Beneficially Owned by Each
Reporting Person**

9.

4,303,805

**Check if the Aggregate
Amount in Row (9) Excludes
Certain Shares (See
Instructions) "**

10.

**Percent of Class Represented
by Amount in Row (9)**

11.

5.0%

**Type of Reporting Person
(See Instructions)**

12.

IA, PN

CUSIP No. 69318G106

Names of Reporting Persons

**1. I.R.S. Identification Nos. of
above persons (entities only)**

David E. Shaw

**2. Check the Appropriate Box if
a Member of a Group (See
Instructions)**

(a) ..

(b) ..

3. SEC Use Only

**Citizenship or Place of
Organization**

4. United States

Number of

Shares

Beneficially Sole Voting Power

Owned by 5.

Each -0-

Reporting

Person

With

Shared Voting Power

6.4,294,505

7. Sole Dispositive Power

-0-

Shared Dispositive Power

8.4,303,805

**Aggregate Amount
Beneficially Owned by Each
Reporting Person**

9.

4,303,805

**Check if the Aggregate
Amount in Row (9) Excludes
Certain Shares (See
Instructions) "**

10.

**Percent of Class Represented
by Amount in Row (9)**

11.

5.0%

**Type of Reporting Person
(See Instructions)**

12.

IN

Item 1.

(a) **Name of Issuer**
PBF Energy Inc.

(b) **Address of Issuer's Principal Executive Offices**
One Sylvan Way, Second Floor
Parsippany, New Jersey 07054

Item 2.

(a) **Name of Person Filing**
D. E. Shaw Kalon Portfolios, L.L.C.
D. E. Shaw Heliant Manager, L.L.C.
D. E. Shaw Heliant Adviser, L.L.C.
D. E. Shaw & Co., L.L.C.
D. E. Shaw & Co., L.P.
David E. Shaw

(b) **Address of Principal Business Office or, if none, Residence**
The business address for each reporting person is:
1166 Avenue of the Americas, 9th Floor
New York, NY 10036

(c) **Citizenship**
D. E. Shaw Kalon Portfolios, L.L.C. is a limited liability company organized under the laws of the state of Delaware.
D. E. Shaw Heliant Manager, L.L.C. is a limited liability company organized under the laws of the state of Delaware.
D. E. Shaw Heliant Adviser, L.L.C. is a limited liability company organized under the laws of the state of Delaware.
D. E. Shaw & Co., L.L.C. is a limited liability company organized under the laws of the state of Delaware.

D. E. Shaw & Co., L.P. is a limited partnership organized under the laws of the state of Delaware.

David E. Shaw is a citizen of the United States of America.

| | |
|---|-------------------------------------|
| (d) | Title of Class of Securities |
| Class A common stock, \$0.001 par value | |

| | |
|------------|---------------------|
| (e) | CUSIP Number |
| 69318G106 | |

Item 3. If this statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) or (c), check whether the person filing is
a:

Not Applicable

| | |
|----------------|------------------|
| Item 4. | Ownership |
|----------------|------------------|

As of April 9, 2015:

(a) Amount beneficially owned:

D. E. Shaw Kalon Portfolios, L.L.C.: 4,250,000 shares

D. E. Shaw Heliant Manager, L.L.C.: 4,250,000 shares
This is composed of 4,250,000 shares in the name of D. E. Shaw Kalon Portfolios, L.L.C.

D. E. Shaw Heliant Adviser, L.L.C.: 4,250,000 shares
This is composed of 4,250,000 shares in the name of D. E. Shaw Kalon Portfolios, L.L.C.

4,250,788 shares

D. E. Shaw & Co., L.L.C.: This is composed of (i) 4,250,000 shares in the name of D. E. Shaw Kalon Portfolios, L.L.C., (ii) 774 shares in the name of D. E. Shaw Oculus Portfolios, L.L.C., and (iii) 14 shares in the name of D. E. Shaw Asymptote Portfolios, L.L.C.

4,303,805 shares

D. E. Shaw & Co., L.P.: This is composed of (i) 4,250,000 shares in the name of D. E. Shaw Kalon Portfolios, L.L.C., (ii) 774 shares in the name of D. E. Shaw Oculus Portfolios, L.L.C., (iii) 14 shares in the name of D. E. Shaw Asymptote Portfolios, L.L.C., and (iv) 53,017 shares under the management of D. E. Shaw Investment Management, L.L.C.

4,303,805 shares

David E. Shaw: This is composed of (i) 4,250,000 shares in the name of D. E. Shaw Kalon Portfolios, L.L.C., (ii) 774 shares in the name of D. E. Shaw Oculus Portfolios, L.L.C., (iii) 14 shares in the name of D. E. Shaw Asymptote Portfolios, L.L.C., and (iv) 53,017 shares under the management of D. E. Shaw Investment Management, L.L.C.

| (b) | Percent of class: |
|--------------------------------------|-------------------|
| D. E. Shaw Kalon Portfolios, L.L.C.: | 4.9% |
| D. E. Shaw Heliant Manager, L.L.C.: | 4.9% |
| D. E. Shaw Heliant Adviser, L.L.C.: | 4.9% |
| D. E. Shaw & Co., L.L.C.: | 4.9% |
| D. E. Shaw & Co., L.P.: | 5.0% |
| David E. Shaw: | 5.0% |

| (c) (i) | Number of shares to which the person has: Sole power to vote or to direct the vote: |
|--------------------------------------|--|
| D. E. Shaw Kalon Portfolios, L.L.C.: | -0- shares |
| D. E. Shaw Heliant Manager, L.L.C.: | -0- shares |
| D. E. Shaw Heliant Adviser, L.L.C.: | -0- shares |
| D. E. Shaw & Co., L.L.C.: | -0- shares |
| D. E. Shaw & Co., L.P.: | -0- shares |
| David E. Shaw: | -0- shares |

| (ii) | Shared power to vote or to direct the vote: |
|--------------------------------------|---|
| D. E. Shaw Kalon Portfolios, L.L.C.: | 4,250,000 shares |
| D. E. Shaw Heliant Manager, L.L.C.: | 4,250,000 shares |
| D. E. Shaw Heliant Adviser, L.L.C.: | 4,250,000 shares |
| D. E. Shaw & Co., L.L.C.: | 4,250,788 shares |
| D. E. Shaw & Co., L.P.: | 4,294,505 shares |
| David E. Shaw: | 4,294,505 shares |

| (iii) | Sole power to dispose or to direct the disposition of: |
|--------------------------------------|--|
| D. E. Shaw Kalon Portfolios, L.L.C.: | -0- shares |
| D. E. Shaw Heliant Manager, L.L.C.: | -0- shares |
| D. E. Shaw Heliant Adviser, L.L.C.: | -0- shares |
| D. E. Shaw & Co., L.L.C.: | -0- shares |

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D. E. Shaw & Co., L.P.: -0- shares
David E. Shaw: -0- shares

(iv) Shared power to dispose or to direct the disposition of:

D. E. Shaw Kalon Portfolios, L.L.C.: 4,250,000 shares
D. E. Shaw Heliant Manager, L.L.C.: 4,250,000 shares
D. E. Shaw Heliant Adviser, L.L.C.: 4,250,000 shares
D. E. Shaw & Co., L.L.C.: 4,250,788 shares
D. E. Shaw & Co., L.P.: 4,303,805 shares
David E. Shaw: 4,303,805 shares

David E. Shaw does not own any shares directly. By virtue of David E. Shaw's position as President and sole shareholder of D. E. Shaw & Co., Inc., which is the general partner of D. E. Shaw & Co., L.P., which in turn is the investment adviser of D. E. Shaw Oculus Portfolios, L.L.C. and the managing member of (i) D. E. Shaw Investment Management, L.L.C., (ii) D. E. Shaw Heliant Adviser, L.L.C., which in turn is the investment adviser of D. E. Shaw Kalon Portfolios, L.L.C., and (iii) D. E. Shaw Adviser, L.L.C., which in turn is the investment adviser of D. E. Shaw Asymptote Portfolios, L.L.C., and by virtue of David E. Shaw's position as President and sole shareholder of D. E. Shaw & Co. II, Inc., which is the managing member of D. E. Shaw & Co., L.L.C., which in turn is the manager of D. E. Shaw Oculus Portfolios, L.L.C. and the managing member of (i) D. E. Shaw Heliant Manager, L.L.C., which in turn is the manager of D. E. Shaw Kalon Portfolios, L.L.C., and (ii) D. E. Shaw Manager, L.L.C., which in turn is the manager of D. E. Shaw Asymptote Portfolios, L.L.C., David E. Shaw may be deemed to have the shared power to vote or direct the vote of 4,294,505 shares, and the shared power to dispose or direct the disposition of 4,303,805 shares, the 4,303,805 shares as described above constituting 5.0% of the outstanding shares and, therefore, David E. Shaw may be deemed to be the beneficial owner of such shares. David E. Shaw disclaims beneficial ownership of such 4,303,805 shares.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following [X].

As of the date hereof, each of D. E. Shaw Kalon Portfolios, L.L.C., D. E. Shaw Heliant Manager, L.L.C., D. E. Shaw Heliant Adviser, L.L.C., and D. E. Shaw & Co., L.L.C. has ceased to be the beneficial owner of more than 5 percent of the class of securities. On March 25, 2015, each of D. E. Shaw & Co., L.P. and David E. Shaw ceased to be the beneficial owner of more than 5 percent of the class of securities, but subsequently acquired more than 5 percent of the class of securities on April 9, 2015.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of Group

Not Applicable

Item 10.

Certification

By signing below, each of D. E. Shaw Kalon Portfolios, L.L.C., D. E. Shaw Heliant Manager, L.L.C., D. E. Shaw Heliant Adviser, L.L.C., D. E. Shaw & Co., L.L.C., D. E. Shaw & Co., L.P. and David E. Shaw certify that, to the best of such reporting person's knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purposes or effect.

SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct. Powers of Attorney, dated December 16, 2014, granted by David E. Shaw in favor of Nathan Thomas, are attached hereto.

Dated: April 20, 2015

D. E. Shaw Kalon Portfolios, L.L.C.

By: /s/ Nathan Thomas
Nathan Thomas
Authorized Signatory

D. E. Shaw Heliant Manager, L.L.C.

By: /s/ Nathan Thomas
Nathan Thomas
Authorized Signatory

D. E. Shaw Heliant Adviser, L.L.C.

By: /s/ Nathan Thomas
Nathan Thomas
Chief Compliance Officer

D. E. Shaw & Co., L.L.C.

By: /s/ Nathan Thomas
Nathan Thomas
Authorized Signatory

D. E. Shaw & Co., L.P.

By: /s/ Nathan Thomas
Nathan Thomas
Chief Compliance Officer

David E. Shaw

By: /s/ Nathan Thomas
Nathan Thomas

Attorney-in-Fact for David E. Shaw