

PBF Energy Inc.
Form DEFA14A
March 29, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under § 240.14a-12

PBF Energy Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

One Sylvan Way, Second Floor

Parsippany, New Jersey 07054

IMPORTANT NOTICE REGARDING THE

AVAILABILITY OF PROXY MATERIALS

FOR THE STOCKHOLDER MEETING TO BE HELD ON

MAY 21, 2013

Under the Securities and Exchange Commission rules, the proxy materials that you receive by mail for the annual meeting are now available on the Internet. When you go online, you can view the proxy materials and cast your vote. The items to be voted on and location of the annual meeting are shown below. Your vote is important!

MEETING INFORMATION

Meeting Type:	Annual Meeting
For holders as of:	March 25, 2013
Date:	May 21, 2013
Time:	10:00 AM EST
Location:	Hilton Parsippany 1 Hilton Court Parsippany, New Jersey

07054

You are receiving this communication because you hold shares in PBF Energy Inc.

This is not a ballot. You cannot use this notice to vote your shares. This communication presents only an overview of the more complete proxy materials that have been sent to you or are available to you on the Internet. You may view the Notice of 2013 Annual Meeting of Stockholder, Proxy Statement and Annual Report online at www.proxyvote.com or easily request a paper or e-mail copy. There is no charge to you for requesting a copy. A request for an e-mail or a paper copy of the proxy materials must be received no later than May 7, 2013.

www.proxyvote.com

Easy Online Access A Convenient Way to View Proxy Materials and Vote! When you go online to view materials, you can also vote your shares.

- Step 1: Go to www.proxyvote.com to view the proxy statement, which contains details of the proposals to be voted on, and the annual report.
- Step 2: Click the Vote Section.
- Step 3: Follow the instructions on the screen to log in.
- Step 4: Make your selection as instructed on each screen to select delivery preferences and Vote.

The proposals to be voted on at the meeting are listed below along with the Board of Directors' recommendations.

The Board of Directors recommends that you vote **FOR** the following nominees:

1. Election of Directors

Nominees:

Thomas D. O' Malley

Spencer Abraham

Jefferson F. Allen

Martin J. Brand

Timothy H. Day

David I. Foley

Dennis M. Houston

Edward F. Kosnik

Neil A. Wizel

The Board of Directors recommends that you vote **FOR** the following proposals:

2. The ratification of Deloitte & Touche LLP as the independent registered public accounting firm for the fiscal year ended December 31, 2013.
3. Advisory vote on the 2012 compensation of the named executive officers.
4. Advisory vote on the frequency of the advisory vote on executive compensation.

*** Exercise Your *Right to Vote* ***

Important Notice Regarding the Availability of Proxy Materials for the

Shareholder Meeting to Be Held on May 21, 2013

Meeting Information

PBF ENERGY INC.

Meeting Type: Annual Meeting
For holders as of: March 25, 2013
Date: May 21, 2013 **Time:** 10:00 AM EST
Location: Hilton Parsippany

1 Hilton Court

Parsippany, New Jersey 07054

You are receiving this communication because you hold shares in the above named company.

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We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

1. Notice & Proxy Statement
2. Annual Report

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET:* www.proxyvote.com
- 2) *BY TELEPHONE:* 1-800-579-1639
- 3) *BY E-MAIL*:* sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 07, 2013 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: If you choose to vote these shares in person at the meeting, you must request a *legal proxy*. To do so, please follow the instructions at www.proxyvote.com or request a paper copy of the materials, which will contain the appropriate instructions. Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance.

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Vote By Internet: To vote now by Internet, go to *www.proxyvote.com*. Have the information that is printed in the box marked by the arrow available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a voting instruction form.

Voting items

The Board of Directors recommends you vote FOR the following proposal(s):

1. Election of Directors
Nominees:
01 ThomasD. O Malley

02 Spencer Abraham

03 Jefferson F. Allen

04 Martin J. Brand

05 Timothy H. Day

06 David I. Foley

07 Dennis M. Houston

08 Edward F. Kosnik

09 Neil A. Wizel

The Board of Directors recommends you vote 3 YEARS on the following proposal:

4 An advisory vote on the frequency of the advisory vote on executive compensation.

5 With discretionary authority upon such other business as may properly come before the meeting or any adjournment or postponement thereof.

The Board of Directors recommends you vote FOR the following proposal(s):

2 The ratification of Deloitte & Touche LLP as the independent registered public accounting firm for the fiscal year ended December 31, 2013.

3 An advisory vote on the 2012 compensation of the named executive officers.

Voting Instructions

*** Exercise Your *Right to Vote* ***

Important Notice Regarding the Availability of Proxy Materials for the

Shareholder Meeting to Be Held on May 21, 2013

PBF ENERGY INC.

Meeting Information

Meeting Type: Annual Meeting

For holders as of: March 25, 2013

Date: May 21, 2013

Time: 10:00 AM EST

Location: Hilton Parsippany

1 Hilton Court

Parsippany, New Jersey 07054

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Internal Use

Only

Voting items

The Board of Directors recommends you vote FOR the following proposal(s):

1. Election of Directors
Nominees
01 Thomas D. O Malley

02 Spencer Abraham

03 Jefferson F. Allen

04 Martin J. Brand

05 Timothy H. Day

06 David I. Foley

07 Dennis M. Houston

08 Edward F. Kosnik

09 Neil A. Wizel

The Board of Directors recommends you vote 3 YEARS on the following proposal:

4. An advisory vote on the frequency of the advisory vote on executive compensation.

5. With discretionary authority upon such other business as may properly come before the meeting or any adjournment or postponement thereof.

The Board of Directors recommends you vote FOR the following proposal(s):

2. The ratification of Deloitte & Touche LLP as the independent registered public accounting firm for the fiscal year ended December 31, 2013.

3. An advisory vote on the 2012 compensation of the named executive officers.

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Reserved for Broadridge Internal Control Information

Voting Instructions

THIS SPACE RESERVED FOR LANGUAGE PERTAINING TO
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AS REQUIRED BY THE NEW YORK STOCK EXCHANGE

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*** Exercise Your *Right to Vote* ***

**Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to Be Held on May 21, 2013**

PBF ENERGY INC.

Meeting Information

Meeting Type: Annual Meeting

For holders as of: March 25, 2013

Date: May 21, 2013

Time: 10:00 AM EST

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1 Hilton Court

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Sequence #
of # Sequence

Before You Vote

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- | | |
|-------------------------|--|
| 1) <i>BY INTERNET:</i> | www.proxyvote.com |
| 2) <i>BY TELEPHONE:</i> | 1-800-579-1639 |
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special requirements for meeting attendance.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow available and follow the instructions.

Vote By Telephone: To vote now by telephone, call 1-800-454-8683. Please refer to the proposals and follow the instructions.

Vote By Mail: Mark, sign and date your voting form and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

Internal Use

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Voting items

The Board of Directors recommends you vote FOR the following proposal(s):

1. Election of Directors

Nominees

	For	Against	Abstain
01 Thomas D. O Malley
02 Spencer Abraham

03 Jefferson F. Allen
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04 Martin J. Brand
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05 Timothy H. Day
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06 David I. Foley
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07 Dennis M. Houston
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08 Edward F. Kosnik
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09 Neil A. Wizel
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The Board of Directors recommends you vote FOR the following proposal(s):

	For	Against	Abstain
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The Board of Directors recommends you vote 3 YEARS on the following proposal:

	1 year	2 years	3 years	Abstain
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4. An advisory vote on the frequency of the advisory vote on executive compensation.
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	For	Against
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5. With discretionary authority upon such other business as may properly come before the meeting or any adjournment or postponement thereof.
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2. The ratification of Deloitte & Touche LLP as the independent registered public accounting firm for the fiscal year ended December 31, 2013.

3. An advisory vote on the 2012 compensation of the named executive officers.

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Non-Voting items

PLEASE HERE ONLY IF YOU PLAN
TO ATTEND THE MEETING AND VOTE
THESE SHARES IN PERSON

Voting Instructions

THIS SPACE RESERVED FOR LANGUAGE PERTAINING TO
BANKS AND BROKERS
AS REQUIRED BY THE NEW YORK STOCK EXCHANGE

Internal Use
Only

Signature 1 - (Please sign on line)

Signature 2 - (Joint Owners)

/ /
Date - (Please print date)