

PBF Logistics LP
Form 4
May 15, 2014

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
PBF Energy Inc.

(Last) (First) (Middle)

ONE SYLVAN WAY, SECOND FLOOR

(Street)

PARSIPPANY, NJ 07054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PBF Logistics LP [PBFX]

3. Date of Earliest Transaction (Month/Day/Year)
05/14/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Units representing limited partner interests | 05/14/2014 | | J ⁽¹⁾ | 74,053 A | 74,053 | I | See Footnotes (1) (2) (3) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | | | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Subordinated Units representing limited partner interests | (4) | 05/14/2014 | | J(1) | | 15,886,553 | | (4) | (4) | Common Units representing limited partner interests |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PBF Energy Inc. ONE SYLVAN WAY, SECOND FLOOR PARSIPPANY, NJ 07054 | X | X | | |

Signatures

/s/Jeffrey Dill, Senior Vice President, General Counsel, on behalf of PBF Energy Inc. 05/15/2014

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- In connection with the closing of the initial public offering of the Issuer (the "Offering"), PBF Holding Company LLC ("PBF Holding"), a wholly owned subsidiary of PBF Energy Company LLC ("PBF LLC"), pursuant to the Contribution and Conveyance Agreement (a) contributed certain assets to the Issuer in exchange for, among other things, 74,053 common units and 15,886,553 subordinated units
- (1) representing an aggregate 50.2% limited partner interest in the Issuer and (b) distributed to PBF LLC, among other things, (i) its interest in PBF Logistics GP LLC, the general partner of the Issuer and (ii) the common units and subordinated units. PBF Energy Inc. also indirectly owns a non-economic general partner interest in the Issuer through PBF Logistics GP LLC, a wholly owned subsidiary of PBF LLC.
 - (2) PBF Energy Inc. is the sole managing member of PBF LLC and operates and controls all of PBF LLC's business and affairs and consolidates the financial results of PBF LLC and its subsidiaries.
 - (3) The reporting person disclaims beneficial ownership of all common units and subordinated units reported herein in excess of its pecuniary interest, if any, and this report shall not be deemed an admission that such reporting person is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
 - (4) The subordinated units may convert into common units on a one-for-one basis as described in the Issuer's Registration Statement on Form S-1 (Registration No 333-195024).

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.