

SCHWARZMAN STEPHEN A  
 Form 3  
 December 13, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL  
 OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 *<br>Â Blackstone Holdings II L.P.<br>(Last) (First) (Middle)<br><br>C/O THE BLACKSTONE GROUP,Â 345 PARK AVENUE<br>(Street)<br><br>NEW YORK,Â NYÂ 10154<br>(City) (State) (Zip) | 2. Date of Event Requiring Statement<br>(Month/Day/Year)<br>12/13/2012 | 3. Issuer Name and Ticker or Trading Symbol<br>PBF Energy Inc. [PBF] | 4. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable)<br><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below) (specify below) | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input type="checkbox"/> Form filed by One Reporting Person<br><input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
|---|--|--|--|--|---|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4)  | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5)               |
|-------------------------------------|--|---|--|
| Class B Common Stock <sup>(1)</sup> | 1  | I   | See footnotes <sup>(1) (3) (4) (9) (10) (11)</sup><br><u>(12) (13)</u> |
| Class B Common Stock <sup>(1)</sup> | 1  | I   | See footnotes <sup>(1) (3) (5) (9) (10) (11)</sup><br><u>(12) (13)</u> |
| Class B Common Stock <sup>(1)</sup> | 1  | I   | See footnotes <sup>(1) (3) (6) (9) (10) (11)</sup><br><u>(12) (13)</u> |
| Class B Common Stock <sup>(1)</sup> | 1  | I   | See footnotes <sup>(1) (3) (7) (9) (10) (11)</sup><br><u>(12) (13)</u> |
| Class B Common Stock <sup>(1)</sup> | 1  | I   | See footnotes <sup>(1) (3) (8) (9) (10) (11)</sup><br><u>(12) (13)</u> |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) |                                  | 4.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5.<br>Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial<br>Ownership<br>(Instr. 5) |
|---|--|--------------------|--|----------------------------------|---|---|--|
|   | Date<br>Exercisable  | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares |   |   |  |
| Series A Units of PBF<br>Energy Company LLC   | Â (2)  | Â (2)              | Class A<br>Common<br>Stock   | 29,309,472.7                     | \$ (2)  | I   | See footnotes (1)<br>(2) (3) (4) (9) (10) (11)<br>(12) (13)    |
| Series A Units of PBF<br>Energy Company LLC   | Â (2)  | Â (2)              | Class A<br>Common<br>Stock   | 5,251,831.6                      | \$ (2)  | I   | See footnotes (1)<br>(2) (3) (5) (9) (10) (11)<br>(12) (13)    |
| Series A Units of PBF<br>Energy Company LLC   | Â (2)  | Â (2)              | Class A<br>Common<br>Stock   | 161,662.5                        | \$ (2)  | I   | See footnotes (1)<br>(2) (3) (6) (9) (10) (11)<br>(12) (13)    |
| Series A Units of PBF<br>Energy Company LLC   | Â (2)  | Â (2)              | Class A<br>Common<br>Stock   | 613,924.3                        | \$ (2)  | I   | See footnotes (1)<br>(2) (3) (7) (9) (10) (11)<br>(12) (13)    |
| Series A Units of PBF<br>Energy Company LLC   | Â (2)  | Â (2)              | Class A<br>Common<br>Stock   | 74,278.6                         | \$ (2)  | I   | See footnotes (1)<br>(2) (3) (8) (9) (10) (11)<br>(12) (13)    |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Blackstone Holdings II L.P.<br>C/O THE BLACKSTONE GROUP<br>345 PARK AVENUE<br>NEW YORK, NY 10154     | Â             | Â X       | Â       | Â     |
| Blackstone Holdings I/II GP Inc<br>C/O THE BLACKSTONE GROUP<br>345 PARK AVENUE<br>NEW YORK, NY 10154 | Â             | Â X       | Â       | Â     |
| Blackstone Group L.P.<br>C/O THE BLACKSTONE GROUP<br>345 PARK AVENUE<br>NEW YORK, NY 10154           | Â             | Â X       | Â       | Â     |

Blackstone Group Management L.L.C.  
 C/O THE BLACKSTONE GROUP  
 345 PARK AVENUE  
 NEW YORK, NY 10154

^ ^ X ^ ^

SCHWARZMAN STEPHEN A  
 C/O THE BLACKSTONE GROUP  
 345 PARK AVENUE  
 NEW YORK, NY 10154

^ ^ X ^ ^

## Signatures

BLACKSTONE HOLDINGS II L.P., By: Blackstone Holdings I/II GP Inc., its general partner,  
 By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 12/13/2012

\*\*Signature of Reporting Person Date

BLACKSTONE HOLDINGS I/II GP INC., By: /s/ John G. Finley, Name: John G. Finley,  
 Title: Chief Legal Officer 12/13/2012

\*\*Signature of Reporting Person Date

THE BLACKSTONE GROUP L.P., By: Blackstone Group Management L.L.C., its general  
 partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 12/13/2012

\*\*Signature of Reporting Person Date

BLACKSTONE GROUP MANAGEMENT L.L.C., By: /s/ John G. Finley, Name: John G.  
 Finley, Title: Chief Legal Officer 12/13/2012

\*\*Signature of Reporting Person Date

/s/ Stephen A. Schwarzman, STEPHEN A. SCHWARZMAN 12/13/2012

\*\*Signature of Reporting Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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).

(1) The Class B Common Stock of PBF Energy Inc. (the "Issuer") entitles the Reporting Person directly holding such share to one vote for each series A unit of PBF Energy Company LLC (the "PBF LLC Series A Units") held by such Reporting Person.

(2) Consists entirely of outstanding PBF LLC Series A Units. Pursuant to an exchange agreement the Series A Units of PBF Energy Company LLC are exchangeable at any time for shares of Class A common stock, \$0.001 par value per share (the "Common Stock") of PBF Energy Inc. (the "Issuer") on a one-for-one basis, subject to equitable adjustments for stock splits, stock dividends and reclassifications. As the Reporting Person exchanges the Series A Units of PBF Energy Company LLC for shares of Class A Common Stock of PBF Energy Inc. pursuant to the exchange agreement, the voting power afforded to the Reporting Person by its share of Class B Common Stock of PBF Energy Inc. will be automatically and correspondingly reduced.

(3) The Blackstone Vehicles (as hereinafter defined) are comprised of the following entities: Blackstone PB Capital Partners V Subsidiary L.L.C. ("BPBCP V"), Blackstone PB Capital Partners V-AC L.P. ("BPBCP V-AC"), Blackstone Family Investment Partnership V USS L.P. ("BFIP V"), Blackstone Family Investment Partnership V-A USS SMD L.P. ("BFIP V-A"), and Blackstone Participation Partnership V USS L.P. ("BPP V", and together with BPBCP V, BPBCP V-AC, BFIP V and BFIP V-A, the "Blackstone Vehicles").

(4) Represents securities which are directly held by BPBCP V.

(5) Represents securities which are directly held by BPBCP V-AC.

(6) Represents securities which are directly held by BFIP V.

(7) Represents securities which are directly held by BFIP V-A.

(8) Represents securities which are directly held by BPP V.

(9)

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Blackstone PB Capital Partners V L.P. is the sole member of BPBCP V. Blackstone Management Associates V USS L.L.C. ("BMA") is the general partner of each of Blackstone PB Capital Partners V L.P. and BPBCP V-AC. BMA V USS L.L.C. is the sole member of BMA. BCP V USS Side-by-Side GP L.L.C. ("BCP V GP L.L.C.") is the general partner of BFIP V and BPP V. Blackstone Holdings II L.P. holds the majority of membership interests in BMA V USS L.L.C. and is the sole member of BCP V GP L.L.C.

The general partner of Blackstone Holdings II L.P. is Blackstone Holdings I/II GP Inc. The sole shareholder of Blackstone Holdings I/II GP Inc. is The Blackstone Group L.P. The general partner of The Blackstone Group L.P. is Blackstone Group Management L.L.C.,

(10) which is in turn, wholly owned by Blackstone's senior managing directors and controlled by its founder, Stephen A. Schwarzman. The general partner of BFIP V-A is Blackstone Family GP L.L.C., which is in turn, wholly owned by Blackstone's senior managing directors and controlled by its founder, Mr. Schwarzman.

(11) Due to the limitations of the electronic filing system BPBCP V, BPBCP V-AC, BFIP V, BFIP V-A, BPP V, BCP V GP L.L.C., Blackstone Family GP L.L.C., Blackstone PB Capital Partners V L.P., BMA and BMA V USS L.L.C. are filing a separate Form 3.

(12) Information with respect to each of the Reporting Persons is given solely by such Reporting Person, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.

Each of such Reporting Persons may be deemed to beneficially own the securities beneficially owned by the Blackstone Vehicles directly or indirectly controlled by it or him, but each of the Reporting Persons, other than the Blackstone Vehicles as to their direct holdings of securities, disclaims beneficial ownership of the securities held by the Blackstone Vehicles except to the extent of such

(13) Reporting Person's pecuniary interest therein, and, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, each of the Reporting Persons, other than the Blackstone Vehicles as to their direct holdings of securities, states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 of the Securities Exchange Act of 1934 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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