

Blackstone Family Investment Partnership V-A USS SMD L.P.
 Form 4
 January 14, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 Blackstone Management Associates
 V USS L.L.C.

(Last) (First) (Middle)

C/O THE BLACKSTONE GROUP
 345 PARK AVENUE,

(Street)

NEW YORK, NY 10154

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 PBF Energy Inc. [PBF]

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/10/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
 ___X___ 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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | 01/10/2014 | | C | | 6,207,675.37 | A | <u>1</u> |
| | | | | | | | 6,207,675.37 |
| | | | | | | | I |
| | | | | | | | See Footnotes (1) (3) (4) (9) (10) (11) (12) (13) |
| Class A Common Stock | 01/10/2014 | | S | | 6,207,675.37 | D | \$ 27.25 <u>2</u> |
| | | | | | | | 0 |
| | | | | | | | I |
| | | | | | | | See Footnotes (1) (3) (4) (9) (10) (11) (12) (13) |
| Class A Common | 01/10/2014 | | C | | 1,112,325.21 | A | <u>1</u> |
| | | | | | | | 1,112,325.21 |
| | | | | | | | I |
| | | | | | | | See Footnotes |

| | | | | | | | | | |
|----------------------------|------------|---|--------------|---|--------------------|------------|--|---|--|
| Stock | | | | | | | | | (1) (3) (5) (9) (10) (11) (12) (13) |
| | | | | | | | | | See |
| Class A Common Stock | 01/10/2014 | S | 1,112,325.21 | D | \$ 27.25 (2) | 0 | | I | Footnotes (1) (3) (5) (9) (10) (11) (12) (13) |
| | | | | | | | | | See |
| Class A Common Stock | 01/10/2014 | C | 34,239.72 | A | (1) | 34,239.72 | | I | Footnotes (1) (3) (6) (9) (10) (11) (12) (13) |
| | | | | | | | | | See |
| Class A Common Stock | 01/10/2014 | S | 34,239.72 | D | \$ 27.25 (2) | 0 | | I | Footnotes (1) (3) (6) (9) (10) (11) (12) (13) |
| | | | | | | | | | See |
| Class A Common Stock | 01/10/2014 | C | 130,027.68 | A | (1) | 130,027.68 | | I | Footnotes (1) (3) (7) (9) (10) (11) (12) (13) |
| | | | | | | | | | See |
| Class A Common Stock | 01/10/2014 | S | 130,027.68 | D | \$ 27.25 (2) | 0 | | I | Footnotes (1) (3) (7) (9) (10) (11) (12) (13) |
| | | | | | | | | | See |
| Class A Common Stock | 01/10/2014 | C | 15,732.02 | A | (1) | 15,732.02 | | I | Footnotes (1) (3) (8) (9) (10) (11) (12) (13) |
| | | | | | | | | | See |
| Class A Common Stock | 01/10/2014 | S | 15,732.02 | D | \$ 27.25 (2) | 0 | | I | Footnotes (1) (3) (8) (9) (10) (11) (12) (13) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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

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| 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 Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Series A Units of PBF Energy | (1) | 01/10/2014 | | C | 6,207,675.37 | (1) | (1) | Class A Common Stock | 6,207,675.37 |
| Series A Units of PBF Energy | (1) | 01/10/2014 | | C | 1,112,325.21 | (1) | (1) | Class A Common Stock | 1,112,325.21 |
| Series A Units of PBF Energy | (1) | 01/10/2014 | | C | 34,239.72 | (1) | (1) | Class A Common Stock | 34,239.72 |
| Series A Units of PBF Energy | (1) | 01/10/2014 | | C | 130,027.68 | (1) | (1) | Class A Common Stock | 130,027.68 |
| Series A Units of PBF Energy | (1) | 01/10/2014 | | C | 15,732.02 | (1) | (1) | Class A Common Stock | 15,732.02 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Blackstone Management Associates V USS L.L.C. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154 | | X | | |
| Blackstone PB Capital Partners V Subsidiary, LLC C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154 | | X | | |
| | | X | | |

| | |
|--|---|
| Blackstone PB Capital Partners V-AC L.P. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154 | |
| Blackstone Family Investment Partnership V USS L.P. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154 | X |
| Blackstone Family Investment Partnership V-A USS SMD L.P. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154 | X |
| Blackstone Participation Partnership V USS L.P. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154 | X |
| BCP V USS Side-by-Side GP L.L.C. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154 | X |
| BLACKSTONE FAMILY GP LLC C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | X |
| Blackstone PB Capital Partners V L.P. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154 | X |
| BMA V USS L.L.C. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154 | X |

Signatures

BLACKSTONE PB CAPITAL PARTNERS V-AC L.P., By: Blackstone Management Associates V USS L.L.C., its general partner, By: BMA V USS L.L.C., its sole member, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 01/14/2014

__Signature of Reporting Person Date

BLACKSTONE FAMILY INVESTMENT PARTNERSHIP V USS L.P., By: BCP V USS Side-by-Side GP L.L.C., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 01/14/2014

__Signature of Reporting Person Date

BLACKSTONE FAMILY INVESTMENT PARTNERSHIP V-A USS SMD L.P., By: Blackstone Family GP L.L.C., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 01/14/2014

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| __Signature of Reporting Person | Date |
|---|------------|
| BLACKSTONE PARTICIPATION PARTNERSHIP V USS L.P., By: BCP V USS Side-by-Side GP L.L.C., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer | 01/14/2014 |
| __Signature of Reporting Person | Date |
| BCP V USS SIDE-BY-SIDE GP L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer | 01/14/2014 |
| __Signature of Reporting Person | Date |
| BLACKSTONE FAMILY GP L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer | 01/14/2014 |
| __Signature of Reporting Person | Date |
| BLACKSTONE PB CAPITAL PARTNERS V SUBSIDIARY L.L.C. By: Blackstone PB Capital Partners V L.P., its sole member By:Blackstone Management Associates V USS L.L.C., its general partner By:BMA V USS L.L.C., its sole member By: /s/ John G. Finley | 01/14/2014 |
| __Signature of Reporting Person | Date |
| BLACKSTONE MANAGEMENT ASSOCIATES V USS L.L.C., By:BMA V USS L.L.C., its sole member, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer | 01/14/2014 |
| __Signature of Reporting Person | Date |
| BLACKSTONE PB CAPITAL PARTNERS V L.P., By:Blackstone Management Associates V USS L.L.C., its general partner, By:BMA V USS L.L.C., its sole member, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer | 01/14/2014 |
| __Signature of Reporting Person | Date |
| BMA V USS L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer | 01/14/2014 |
| __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).
- (1) Pursuant to an exchange agreement the Series A Units of PBF Energy Company LLC (the "PBF LLC Series A Units") are exchangeable at any time for shares of Class A common stock, \$0.001 par value per share (the "Class A 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 PBF LLC Series A Units for shares of Class A Common Stock 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.
 - (2) This amount represents the \$28.00 secondary public offering price per share of Class A Common Stock less the underwriting discount of \$0.75 per share of Class A Common Stock.
 - (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.

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

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., 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 Blackstone Holdings II L.P., Blackstone Holdings I/II GP Inc., The Blackstone Group L.P., Blackstone Group Management L.L.C. and Stephen A. Schwarzman are filing a separate Form 4.

- (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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