

PBF Energy Inc.  
Form 8-K  
August 20, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K

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CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
Date of Report (Date of Earliest Event Reported): August 19, 2014  
PBF ENERGY INC.  
(Exact Name of Registrant as Specified in its Charter)

|                                                                   |                             |                                            |
|-------------------------------------------------------------------|-----------------------------|--------------------------------------------|
| Delaware                                                          | 001-35764                   | 45-3763855                                 |
| (State or other jurisdiction<br>of incorporation or organization) | (Commission<br>File Number) | (I.R.S. Employer<br>Identification Number) |

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One Sylvan Way, Second Floor  
Parsippany, New Jersey 07054  
(Address of the Principal Executive Offices) (Zip Code)

(973) 455-7500  
(Registrant's Telephone Number, including area code)

N/A  
(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events.

On August 19, 2014, the Board of Directors of PBF Energy Inc. ("PBF Energy") authorized the repurchase of up to \$200 million of PBF Energy's Class A common stock. This repurchase authorization expires on September 30, 2016. A copy of the press release announcing the share repurchase program is furnished as Exhibit 99.1 to this Current Report on Form 8-K. The information contained in this Current Report on Form 8-K (including the exhibit) is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that Section. The information contained in this Current Report on Form 8-K shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in any such filing.

Forward-Looking Statements

Statements contained in the exhibit to this report reflecting the Company's or its management's expectations or predictions relating to future plans, results, performance, achievements and the like are considered "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements involve known and unknown risks, uncertainties and other factors, many of which may be beyond the Company's control, that may cause actual results to differ materially from any future results, performance or achievements expressed or implied by the forward-looking statements. Factors and uncertainties that may cause actual results to differ include but are not limited to the risks disclosed in the Company's filings with the U.S. Securities and Exchange Commission. All forward-looking statements speak only as of the date hereof. The Company undertakes no obligation to revise or update any forward-looking statements except as may be required by applicable law.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press release dated August 19, 2014

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: August 19, 2014

PBF Energy Inc.  
(Registrant)

By: /s/ Jeffrey Dill  
Name: Jeffrey Dill  
Title: Senior Vice President, General Counsel

Exhibit Index

| Exhibit<br>No. | Description |
|----------------|-------------|
|----------------|-------------|

|      |                                     |
|------|-------------------------------------|
| 99.1 | Press release dated August 19, 2014 |
|------|-------------------------------------|