SCHWARZMAN STEPHEN A
Form 3
December 13, 2012

FORM 3

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

OMB APPROVAL

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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 *
Â Blackstone Holdings II L.P.
(Last) (First) (Middle)

C/O THE BLACKSTONE GROUP,Â 345 PARK AVENUE
(Street)

NEW YORK,Â NYÂ 10154
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
12/13/2012

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

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director
_____ Officer (give title below)
__X__ 10% Owner
_____ Other (specify below)

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

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 Beneficially Owned

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

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

Reporting Owners

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

Blackstone Group Management L.L.C. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK,Â NYÂ 10154	Â	Â	X	Â	Â
SCHWARZMAN STEPHEN A C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK,Â NYÂ 10154	Â	Â	X	Â	Â

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)	

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.

(10) 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 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.

(13) 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 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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