

PBF Energy Inc.  
Form 8-A12B  
December 13, 2012

As filed with the Securities and Exchange Commission on December 13, 2012.

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR (g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**PBF ENERGY INC.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State of Incorporation)

**45-3763855**  
(I.R.S. Employer)

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or Organization)

Identification No.)

**One Sylvan Way, Second Floor**

**Parsippany, New Jersey**  
(Address of Principal Executive Offices)

**07054**  
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of Each Class  
to be so Registered**  
**Class A common stock, \$0.001 par value**

**Name of Each Exchange on Which  
Each Class is to be Registered**  
**New York Stock Exchange**

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. ☒ x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. ☐ "

Securities Act registration statement file number to which this form relates:

**333-177933**

(If applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

**None**

(Title of Class)

**Item 1:      Description of Registrant's Securities to be Registered.**

A description of the Class A common stock, \$0.001 par value (the Common Stock ), of PBF Energy Inc. (the Registrant ) will be contained in a prospectus, constituting part of the Registrant's Registration Statement on Form S-1 (File No. 333-177933) relating to the Common Stock, to be filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended (such prospectus as filed pursuant to 424(b), the Prospectus ). The description of the Common Stock contained in the Prospectus under the heading Description of Capital Stock is hereby incorporated by reference into this Form 8-A.

**Item 2:      Exhibits.**

None.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

PBF ENERGY INC.

Date: December 13, 2012

By: /s/ Jeffrey Dill  
Name: Jeffrey Dill  
Title: Officer