

PBF Energy Inc.  
Form SC 13G/A  
February 17, 2015

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13G**

**(Amendment No. 1)**

Under the Securities Exchange Act of 1934

PBF Energy Inc.

(Name of Issuer)

Class A common stock, \$0.001 par value

(Title of Class of Securities)

69318G106

(CUSIP Number)

December 31, 2014

(Date of Event Which Requires Filing of this Statement)

Check the following box to designate the rule pursuant to which the Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

**CUSIP No.**  
69318G106

**Names of  
Reporting  
Persons**

**I.R.S.  
Identification  
Nos. of above  
persons  
(entities only)**

**1.**

D. E. Shaw  
Kalon  
Portfolios,  
L.L.C.

27-1490745

**2. Check the  
Appropriate  
Box if a  
Member of a  
Group (See  
Instructions)**  
(a) ..  
(b) ..

**3. SEC Use Only**

**4. Citizenship or  
Place of  
Organization**

Delaware

**Number of 5. Sole Voting Power**

**Shares**

**Beneficially -0-**

**Owned by**

**Each**

**Reporting**

**Person**

**With**

**Shared Voting Power**

6.4,525,000

**Sole Dispositive Power**

7.-0-

**Shared Dispositive Power**

8.4,525,000

**Aggregate Amount Beneficially Owned by Each Reporting Person**

9. 4,525,000

**Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) "**

10.

**Percent of Class Represented by Amount in Row (9)**

11.5.4%

**Type of Reporting Person (See Instructions)**

12.

OO

**CUSIP No.**  
69318G106

**Names of  
Reporting  
Persons**

**I.R.S.  
Identification  
Nos. of above  
persons  
(entities only)**

**1.**

D. E. Shaw  
Heliant  
Manager,  
L.L.C.

27-1289787

**2. Check the  
Appropriate  
Box if a  
Member of a  
Group (See  
Instructions)**  
(a) ..  
(b) ..

**3. SEC Use Only**

**4. Citizenship or  
Place of  
Organization**

Delaware

**Number of 5. Sole Voting Power**

**Shares**

**Beneficially -0-**

**Owned by**

**Each**

**Reporting**

**Person**

**With**

**Shared Voting Power**

6.4,525,000

**Sole Dispositive Power**

7.-0-

**Shared Dispositive Power**

8.4,525,000

**Aggregate Amount Beneficially Owned by Each Reporting Person**

9. 4,525,000

**Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) "**

10.

**Percent of Class Represented by Amount in Row (9)**

11.5.4%

**Type of Reporting Person (See Instructions)**

12.

OO

**CUSIP No.**  
69318G106

**Names of  
Reporting  
Persons**

**I.R.S.  
Identification  
Nos. of above  
persons  
(entities only)**

**1.**

D. E. Shaw  
Heliant  
Adviser,  
L.L.C.

27-1289715

**2. Check the  
Appropriate  
Box if a  
Member of a  
Group (See  
Instructions)**  
(a) ..  
(b) ..

**3. SEC Use Only**

**4. Citizenship or  
Place of  
Organization**

Delaware

**Number of 5. Sole Voting Power**

**Shares**

**Beneficially -0-**

**Owned by**

**Each**

**Reporting**

**Person**

**With**

**Shared Voting Power**

6.4,525,000

**Sole Dispositive Power**

7.-0-

**Shared Dispositive Power**

8.4,525,000

**Aggregate Amount Beneficially Owned by Each Reporting Person**

9. 4,525,000

**Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) "**

10.

**Percent of Class Represented by Amount in Row (9)**

11.5.4%

**Type of Reporting Person (See Instructions)**

12.

IA



**CUSIP No.**  
69318G106

**Names of  
Reporting  
Persons**

**I.R.S.  
Identification  
Nos. of above  
persons**

**1. (entities only)**

D. E. Shaw &  
Co., L.L.C.

13-3799946

**2. Check the  
Appropriate  
Box if a  
Member of a  
Group (See  
Instructions)**

(a) ..  
(b) ..

**3. SEC Use Only**

**Citizenship or  
Place of  
Organization**

**4.**  
Delaware

**Number of 5.Sole Voting Power**

**Shares**

**Beneficially** -0-

**Owned by**

**Each**

**Reporting**

**Person  
With**

**Shared Voting Power**

6.4,525,000

**Sole Dispositive Power**

7.-0-

**Shared Dispositive Power**

8.4,525,000

**Aggregate Amount Beneficially Owned by Each Reporting Person**

9. 4,525,000

**Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) "**  
10.

**Percent of Class Represented by Amount in Row (9)**

11.5.4%

**Type of Reporting Person (See Instructions)**

12.  
OO

**CUSIP No.**  
69318G106

**Names of  
Reporting  
Persons**

**I.R.S.  
Identification  
Nos. of above  
persons**

**1. (entities only)**

D. E. Shaw &  
Co., L.P.

13-3695715

**2. Check the  
Appropriate  
Box if a  
Member of a  
Group (See  
Instructions)**

(a) ..  
(b) ..

**3. SEC Use Only**

**Citizenship or  
Place of  
Organization**

**4.**  
Delaware

**Number of 5.Sole Voting Power**

**Shares**

**Beneficially** -0-

**Owned by**

**Each**

**Reporting**

**Person  
With**

**Shared Voting Power**

6.4,536,393

**Sole Dispositive Power**

7.-0-

**Shared Dispositive Power**

8.4,547,693

**Aggregate Amount Beneficially Owned by Each Reporting Person**

9. 4,547,693

**Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) "**  
10.

**Percent of Class Represented by Amount in Row (9)**

11.5.4%

**Type of Reporting Person (See Instructions)**

12.  
IA, PN

**CUSIP No.**  
69318G106

**Names of  
Reporting  
Persons**

**I.R.S.  
Identification**

- 1. Nos. of above  
persons  
(entities only)**

David E. Shaw

- 2. Check the  
Appropriate  
Box if a  
Member of a  
Group (See  
Instructions)**

(a) ..  
(b) ..

- 3. SEC Use Only**

**Citizenship or  
Place of  
Organization**

- 4.**  
United States

**Number of 5. Sole Voting Power**

**Shares**

**Beneficially** -0-

**Owned by**

**Each**

**Reporting**

**Person  
With**

**Shared Voting Power**

6.4,536,393

**Sole Dispositive Power**

7.-0-

**Shared Dispositive Power**

8.4,547,693

**Aggregate Amount Beneficially Owned by Each Reporting Person**

9. 4,547,693

**Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) "**  
10.

**Percent of Class Represented by Amount in Row (9)**

11.5.4%

**Type of Reporting Person (See Instructions)**  
12.

IN

**Item**

**1.**

**(a) Name of Issuer**

PBF Energy Inc.

**(b)**

**Address of Issuer's Principal Executive Offices**

One Sylvan Way, Second Floor

Parsippany, New Jersey 07054

**Item**

**2.**

**(a) Name of Person Filing**

D. E. Shaw Kalon Portfolios, L.L.C.

D. E. Shaw Heliant Manager, L.L.C.

D. E. Shaw Heliant Adviser, L.L.C.

D. E. Shaw & Co., L.L.C.

D. E. Shaw & Co., L.P.

David E. Shaw

**(b) Address of Principal Business Office or, if none, Residence**

The business address for each reporting person is:

1166 Avenue of the Americas, 9th Floor

New York, NY 10036

**(c)**

**Citizenship**

D. E. Shaw Kalon Portfolios, L.L.C. is a limited liability company organized under the laws of the state of Delaware.

D. E. Shaw Heliant Manager, L.L.C. is a limited liability company organized under the laws of the state of Delaware.

D. E. Shaw Heliant Adviser, L.L.C. is a limited liability company organized under the laws of the state of Delaware.

D. E. Shaw & Co., L.L.C. is a limited liability company organized under the laws of the state of Delaware.

D. E. Shaw & Co., L.P. is a limited partnership organized under the laws of the state of Delaware.

David E. Shaw is a citizen of the United States of America.

(d)

**Title of Class of Securities**

Class A common stock, \$0.001 par value

(e)

**CUSIP Number**

69318G106

**If this statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:**

**Item 3.**

Not Applicable

**Item 4. Ownership**

As of December 31, 2014:

(a) Amount beneficially owned:

|                                         |                                                                                            |
|-----------------------------------------|--------------------------------------------------------------------------------------------|
| D. E. Shaw Kalon Portfolios,<br>L.L.C.: | 4,525,000 shares                                                                           |
|                                         | 4,525,000 shares                                                                           |
| D. E. Shaw Heliant Manager,<br>L.L.C.:  | This is composed of 4,525,000 shares in the name of D. E. Shaw Kalon Portfolios,<br>L.L.C. |
|                                         | 4,525,000 shares                                                                           |
| D. E. Shaw Heliant Adviser,<br>L.L.C.:  | This is composed of 4,525,000 shares in the name of D. E. Shaw Kalon Portfolios,<br>L.L.C. |
|                                         | 4,525,000 shares                                                                           |
| D. E. Shaw & Co., L.L.C.:               | This is composed of 4,525,000 shares in the name of D. E. Shaw Kalon Portfolios,<br>L.L.C. |





D. E. Shaw 4,547,693 shares

& Co., L.P.:

This is composed of (i) 4,525,000 shares in the name of D. E. Shaw Kalon Portfolios, L.L.C., (ii) 8,100 shares in the name of D. E. Shaw Valence Portfolios, L.L.C., and (iii) 14,593 shares under the management of D. E. Shaw Investment Management, L.L.C.

4,547,693 shares

David E. Shaw:

This is composed of (i) 4,525,000 shares in the name of D. E. Shaw Kalon Portfolios, L.L.C., (ii) 8,100 shares in the name of D. E. Shaw Valence Portfolios, L.L.C., and (iii) 14,593 shares under the management of D. E. Shaw Investment Management, L.L.C.

(b) Percent of class:

|                                      |      |
|--------------------------------------|------|
| D. E. Shaw Kalon Portfolios, L.L.C.: | 5.4% |
| D. E. Shaw Heliant Manager, L.L.C.:  | 5.4% |
| D. E. Shaw Heliant Adviser, L.L.C.:  | 5.4% |
| D. E. Shaw & Co., L.L.C.:            | 5.4% |
| D. E. Shaw & Co., L.P.:              | 5.4% |
| David E. Shaw:                       | 5.4% |

(c) Number of shares to which the person has:

(i) Sole power to vote or to direct the vote:

|                                      |            |
|--------------------------------------|------------|
| D. E. Shaw Kalon Portfolios, L.L.C.: | -0- shares |
| D. E. Shaw Heliant Manager, L.L.C.:  | -0- shares |
| D. E. Shaw Heliant Adviser, L.L.C.:  | -0- shares |
| D. E. Shaw & Co., L.L.C.:            | -0- shares |
| D. E. Shaw & Co., L.P.:              | -0- shares |
| David E. Shaw:                       | -0- shares |

(ii) Shared power to vote or to direct the vote:

|                                      |                  |
|--------------------------------------|------------------|
| D. E. Shaw Kalon Portfolios, L.L.C.: | 4,525,000 shares |
| D. E. Shaw Heliant Manager, L.L.C.:  | 4,525,000 shares |
| D. E. Shaw Heliant Adviser, L.L.C.:  | 4,525,000 shares |
| D. E. Shaw & Co., L.L.C.:            | 4,525,000 shares |
| D. E. Shaw & Co., L.P.:              | 4,536,393 shares |
| David E. Shaw:                       | 4,536,393 shares |

(iii) Sole power to dispose or to direct the disposition of:

D. E. Shaw Kalon Portfolios, L.L.C.: -0- shares

|                                     |            |
|-------------------------------------|------------|
| D. E. Shaw Heliant Manager, L.L.C.: | -0- shares |
| D. E. Shaw Heliant Adviser, L.L.C.: | -0- shares |
| D. E. Shaw & Co., L.L.C.:           | -0- shares |
| D. E. Shaw & Co., L.P.:             | -0- shares |
| David E. Shaw:                      | -0- shares |

(iv) Shared power to dispose or to direct the disposition of:

|                                      |                  |
|--------------------------------------|------------------|
| D. E. Shaw Kalon Portfolios, L.L.C.: | 4,525,000 shares |
| D. E. Shaw Heliant Manager, L.L.C.:  | 4,525,000 shares |
| D. E. Shaw Heliant Adviser, L.L.C.:  | 4,525,000 shares |
| D. E. Shaw & Co., L.L.C.:            | 4,525,000 shares |
| D. E. Shaw & Co., L.P.:              | 4,547,693 shares |
| David E. Shaw:                       | 4,547,693 shares |

David E. Shaw does not own any shares directly. By virtue of David E. Shaw's position as President and sole shareholder of D. E. Shaw & Co., Inc., which is the general partner of D. E. Shaw & Co., L.P., which in turn is the manager and investment adviser of D. E. Shaw Valence Portfolios, L.L.C. and the managing member of (i) D. E. Shaw Investment Management, L.L.C. and (ii) D. E. Shaw Heliant Adviser, L.L.C., which in turn is the investment adviser of D. E. Shaw Kalon Portfolios, L.L.C., and by virtue of David E. Shaw's position as President and sole shareholder of D. E. Shaw & Co. II, Inc., which is the managing member of D. E. Shaw & Co., L.L.C., which in turn is the managing member of D. E. Shaw Heliant Manager, L.L.C., which in turn is the manager of D. E. Shaw Kalon Portfolios, L.L.C., David E. Shaw may be deemed to have the shared power to vote or direct the vote of 4,536,393 shares, and the shared power to dispose or direct the disposition of 4,547,693 shares, the 4,547,693 shares as described above constituting 5.4% of the outstanding shares and, therefore, David E. Shaw may be deemed to be the beneficial owner of such shares. David E. Shaw disclaims beneficial ownership of such 4,547,693 shares.

**Item 5. Ownership of Five Percent or Less of a Class**

Not Applicable

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not Applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.**

Not Applicable

**Item 8. Identification and Classification of Members of the Group**

Not Applicable

**Item 9. Notice of Dissolution of Group**

Not Applicable

**Item 10. Certification**

By signing below, each of D. E. Shaw Kalon Portfolios, L.L.C., D. E. Shaw Heliant Manager, L.L.C., D. E. Shaw Heliant Adviser, L.L.C., D. E. Shaw & Co., L.L.C., D. E. Shaw & Co., L.P. and David E. Shaw certify that, to the best of such reporting person's knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purposes or effect.

**SIGNATURE**

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct. Powers of Attorney, dated December 16, 2014, granted by David E. Shaw in favor of Nathan Thomas, are attached hereto.

Dated: February 17, 2015

D. E. Shaw Kalon  
Portfolios, L.L.C.

By: /s/ Nathan Thomas  
Nathan Thomas  
Authorized Signatory

D. E. Shaw Heliant  
Manager, L.L.C.

By: /s/ Nathan Thomas  
Nathan Thomas  
Authorized Signatory

D. E. Shaw Heliant Adviser,  
L.L.C.

By: /s/ Nathan Thomas  
Nathan Thomas  
Chief Compliance Officer

D. E. Shaw & Co.,  
L.L.C.

By: /s/ Nathan Thomas  
Nathan Thomas

Authorized Signatory

D. E. Shaw & Co., L.P.

By: /s/ Nathan Thomas  
Nathan Thomas  
Chief Compliance Officer

David E. Shaw

By: /s/ Nathan Thomas  
Nathan Thomas  
Attorney-in-Fact for David E. Shaw