

PBF Energy Inc.  
Form 8-K  
September 30, 2016

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): September 26, 2016  
PBF ENERGY INC.  
(Exact Name of Registrant as Specified in its Charter)

Delaware                                      001-35764    45-3763855  
(State or other jurisdiction              (Commission (I.R.S. Employer  
of incorporation or organization) File Number) 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) Director Retirement.

On September 28, 2016, Eija Malmivirta notified PBF Energy Inc. (the “Company”) that she will not seek re-election as a director at the Company’s 2017 Annual Meeting of Stockholders. Ms. Malmivirta will continue to serve as a director (including in her capacity as a member of the Compensation Committee and the Health, Safety & Environment Committee) through the remainder of her current term which ends at the Annual Meeting in May 2017. Ms. Malmivirta’s decision not to seek re-election was not the result of any disagreement with the Company or the Board of Directors.

Item 8.01 Other Events.

On September 26, 2016, the Board of Directors approved a two year extension to its existing \$300.0 million share repurchase program. After giving effect to shares already purchased under the program, the Company has approximately \$149.2 million of available repurchase authorization under the program going forward. The repurchase authorization now expires on September 30, 2018.

Share repurchases may be made from time to time through various methods, including open market transactions, block trades, accelerated share repurchases, privately negotiated transactions or otherwise, certain of which may be effected through Rule 10b5-1 and Rule 10b-18 plans. The timing and number of shares repurchased will depend on a variety of factors, including price, capital availability, legal requirements and economic and market conditions. The Company is not obligated to purchase any shares under the repurchase program, and repurchases may be suspended or discontinued at any time without prior notice.

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**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: September 30, 2016

PBF Energy Inc.  
(Registrant)

By: /s/ Trecia Canty  
Name: Trecia Canty  
Senior Vice  
Title: President,  
General Counsel