

PROS Holdings, Inc.  
Form DEF 14A  
April 01, 2008

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

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant  X

Filed by a Party other than the Registrant  O

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

PROS Holdings, Inc.  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
  - (2) Aggregate number of securities to which transaction applies:
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  - (4) Proposed maximum aggregate value of transaction:
  - (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  - (1) Amount Previously Paid:
  - (2) Form, Schedule or Registration Statement No.:
  - (3) Filing Party:
  - (4) Date Filed:

**PROS Holdings, Inc.**

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**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

**TO BE HELD MAY 16, 2008**

To The Stockholders:

NOTICE IS HEREBY GIVEN that the annual meeting of stockholders of PROS Holdings, Inc. will be held on Friday, May 16, 2008 at 8:00 a.m. at our corporate headquarters located at 3100 Main Street Suite 900, Houston Texas 77002 for the following purposes:

1. To elect three directors for a three year term expiring 2011;
2. To ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2008, and
3. To transact such other business as may properly come before the meeting or any adjournment there of.

The above matters are fully described in the proxy statement. We have not received notice of any other matters that may be properly presented at the Annual Meeting.

We are pleased to take advantage of new U.S. Securities and Exchange Commission rules that allow companies to furnish their proxy materials over the Internet. As a result, we are mailing to our stockholders a Notice of Internet Availability of Proxy Materials (the Notice) instead of a paper copy of this proxy statement and our 2007 Annual Report. The Notice contains instructions on how to access those documents over the Internet. The Notice also contains instructions on how to request a paper copy of our proxy materials, including this proxy statement, our 2007 Annual Report and a form of proxy card or voting instruction card. As a result of the Notice, not all stockholders will receive a paper copy of our proxy materials. We believe that this new process will allow us to provide our stockholders with the information they need in a timelier manner, while lowering the costs of printing and distributing and reducing the environmental impact of our proxy materials.

Only stockholders of record at the close of business on March 24, 2008 will be entitled to vote at the Annual Meeting. A list of stockholders entitled to vote at the Annual Meeting will be available for inspection at our offices, 3100 Main Street, Suite 900, Houston, TX 77002 for

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10 days prior to the Annual Meeting. If you would like to review the stockholder list, please call our Corporate Communications Department at 713-335-5151 to schedule an appointment.

To ensure that your vote is recorded promptly, please vote as soon as possible, even if you plan to attend the Annual Meeting. Most stockholders have three options for submitting their vote: (1) via the Internet, (2) by phone or (3) by mail using the paper proxy card. For further details, see [Voting](#) and your proxy card or the email you received for electronic delivery of this proxy statement. If you have Internet access, we encourage you to record your vote on the Internet. It is convenient and it saves us significant postage and processing costs.

For the Board of Directors,  
PROS Holdings, Inc.

Charles H. Murphy  
Executive Vice President and  
Chief Financial Officer

Houston, Texas

April 1, 2008

**PROS Holdings, Inc.**

**PROXY STATEMENT**

**2008 ANNUAL MEETING OF STOCKHOLDERS**

**TO BE HELD MAY 16, 2008**

**General**

The enclosed proxy is solicited on behalf of our Board of Directors of PROS Holdings, Inc. for use at the annual meeting of stockholders to be held Friday, May 16, 2008 at 8:00 a.m., local time, at our corporate headquarters located at 3100 Main Street, Suite 900, Houston Texas, 77002, or at any adjournment or postponement thereof, for the purposes set forth herein and in the accompanying Notice of Annual Meeting of Stockholders. Only stockholders of record at the close of business on March 24, 2008 are entitled to notice of and to vote at the meeting.

These proxy solicitation materials and the Annual Report to Stockholders for the year ended December 31, 2007, including financial statements, were first mailed or made available on or about April 1, 2008 to stockholders entitled to vote at the meeting.

The purposes of the meeting are:

1. To elect three directors for a three year term expiring 2011;
2. To ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2008; and
3. To transact such other business as may properly come before the meeting or any adjournment there of.

**Record date and shares outstanding**

Stockholders of record at the close of business on March 24, 2008 are entitled to notice of and to vote at the meeting. As of this record date 26,175,516 shares of our common stock were issued and outstanding.

**Attending the annual meeting**

The Annual Meeting will be held at 8:00 a.m., local time, on Friday, May 16, 2008, at our corporate headquarters located at 3100 Main Street, Suite 900, Houston Texas, 77002. When you arrive, signs will direct you to the meeting room. Please note that the doors to the meeting room will not be open until 8:00 a.m. You do not need to attend the Annual Meeting to vote. Even if you plan to attend the Annual Meeting, please submit your vote in advance as instructed below.

**Revocability of proxies**

Any proxy given pursuant to this solicitation may be revoked by the person giving it at any time before it is voted. Proxies may be revoked by:

- Filing with our Corporate Secretary at or before the taking of the vote at the meeting a written notice of revocation bearing a later date than the proxy;
  
- Duly executing a later-dated proxy relating to the same shares and delivering it to our Corporate Secretary at or before the taking of the vote at the meeting; or
  
- Attending the meeting and voting in person (although attendance at the meeting will not in and of itself constitute a revocation of a proxy).

Any written notice of revocation or subsequent proxy should be delivered to PROS Holdings, Inc. at our headquarters located at 3100 Main Street, Suite 900, Houston Texas 77002, Attention: Corporate Secretary, or hand-delivered to our Corporate Secretary before the taking of the vote at the meeting.

### **Electronic delivery of PROS stockholder communications**

We are pleased to take advantage of new U.S. Securities and Exchange Commission ( SEC ) rules that allow companies to furnish their proxy materials over the Internet. As a result, we are mailing to our stockholders a Notice of Internet Availability of Proxy Materials (the Notice ) instead of a paper copy of this proxy statement and our 2007 Annual Report. The Notice contains instructions on how to access those documents over the Internet. The Notice also contains instructions on how to request a paper copy of our proxy materials, including this proxy statement, our 2007 Annual Report and a form of proxy card or voting instruction card. As a result of the Notice, not all stockholders will receive a paper copy of our proxy materials. We believe that this new process will allow us to provide our stockholders with the information they need in a timelier manner, while lowering the costs of printing and distributing and reducing the environmental impact of our proxy materials.

### **Voting**

To ensure that your vote is recorded promptly, please vote as soon as possible, even if you plan to attend the Annual Meeting in person. Most stockholders have three options for submitting their votes: (1) via the Internet, (2) by phone or (3) by mail using the paper proxy card. If you have Internet access, **we encourage you to record your vote on the Internet**. It is convenient and it saves us significant postage and processing costs. In addition, when you vote via the Internet or by phone prior to the meeting date, your vote is recorded immediately and there is no risk that postal delays will cause your vote to arrive late and therefore not be counted. For further instructions on voting, see your proxy card or the e-mail you received for electronic delivery of this proxy statement. If you attend the Annual Meeting, you may also submit your vote in person, and any previous votes that you submitted, whether by Internet, phone or mail, will be superseded by the vote that you cast at the Annual Meeting.

### **Solicitation of proxies**

We will bear the expense of soliciting proxies in the enclosed form. In addition, we might reimburse banks, brokerage firms, and other custodians, nominees and fiduciaries representing beneficial owners of our common stock, for their expenses in forwarding soliciting materials to those beneficial owners. Proxies may also be solicited by our directors, officers or employees, personally or by telephone, telegram, facsimile or other means of communication. We do not intend to pay additional compensation for doing so.

### **Householding matters**

Some banks, brokers and other nominee record holders may be participating in the practice of householding proxy statements and annual reports. This means that only one copy of this notice and proxy statement may have been sent to multiple shareholders in your household. If you would prefer to receive separate copies of a proxy statement either now or in the future, please contact our Corporate Communications Department by writing to our principal office at 3100 Main Street Suite 900, Houston, Texas 77002. Upon written request, we will provide a separate copy of this proxy statement. In addition, security holders sharing an address can request delivery of a single copy of proxy statements if you are receiving multiple copies upon written request to our Corporate Secretary at the address stated above.





**PROPOSAL ONE**

Our Board of Directors consists of seven directors, which are divided into three classes, each of whose members serve for a staggered three-year term. The term of office of one class of directors expires each year in rotation so that one class is elected at each annual meeting for a full three-year term. Our Class I directors, Timothy Williams, Greg Petersen and Mariette Woestemeyer, have been nominated to fill a three-year term expiring in 2011. The two other classes of directors, who were elected or appointed for terms expiring at the annual meetings in 2008 and 2009, respectively, will remain in office.

Unless a proxy is marked to withhold authority to vote, the proxy holders will vote the proxies received by them for the three Class I nominees named below, each of whom is currently a director and each of whom has consented to be named in this proxy statement and to serve if elected. In the event that any nominee is unable or declines to serve as a director at the time of the meeting, the proxies will be voted for any nominee designated by our Board of Directors to fill the vacancy. We do not expect that any nominee will be unable or will decline to serve as a director.

**The Board of Directors unanimously recommends voting FOR the three class I nominees listed below.**

The name of and certain information regarding each Class I nominee as of March 18, 2008 is set forth below, together with information regarding our Class II and Class III directors remaining in office. This information is based on data furnished to us by the nominees and directors. The business address for each nominee for matters regarding PROS is 3100 Main Street, Suite 900, Houston, TX 77002.

Name	Director Since	Age	Position(s) with PROS
<b>Class I Nominees for Terms Expiring in 2011</b>			
Timothy V. Williams	2007	58	Director
Greg B. Petersen	2007	45	Director
Mariette M. Woestemeyer	1985	56	Director
<b>Class II Directors with Terms Expiring in 2009</b>			
Harry S. Gruner	1998	48	Director
Kurt R. Jagers	1998	49	Director
<b>Class III Directors with Terms Expiring in 2010</b>			
Albert E. Winemiller	1999	65	Chairman of the Board, President and Chief Executive Officer
Ronald F. Woestemeyer	1985	62	Executive Vice-President, Strategic Business Planning and Director

**Class I nominees**

*Timothy V. Williams* has served as a director of the Company since July 2007. Mr. Williams serves as Senior Vice President and Chief Financial Officer of Blackbaud, a provider of software and services to non-profit organizations, and has held this role since 2001. From 1994 to 2001, he served as Executive Vice President and Chief Financial

Officer of Mynd (now a subsidiary of Computer Sciences Corporation), a provider of software and services to the insurance industry. Prior to that, Mr. Williams worked at Holiday Inn, most recently as Executive Vice President and Chief Financial Officer.

*Greg B. Petersen* has served as a director of the Company since July 2007. Mr. Petersen is currently President of Texas Capital Advisors, LLC. Previously, Mr. Petersen served as Executive Vice President and Chief Financial Officer from 2005 to January 2007 and as Senior Vice President and Chief Financial Officer from 2001 to 2005 of Activant Solutions, a provider of business management solutions to retail and wholesale distribution businesses. From 2000 until 2001, Mr. Petersen served as Vice President of Finance of Trilogy Software, a provider of enterprise software and business services, and as its Treasurer from 1999 until 2000. From 1997 to 1999, Mr. Petersen was Senior Vice President of Planning and Business Development of RailTex, a shortline and regional rail service provider. From 1989 to 1997, Mr. Petersen held various finance and strategy positions at American Airlines, most recently as managing director of corporate development.

*Mariette M. Woestemeyer* co-founded the Company in 1985 with her husband, Mr. Woestemeyer, and has served as a director since our founding. Mrs. Woestemeyer was the Chief Financial Officer of Metro Networks, a broadcasting company, from 1983 to 1985 and held various financial roles with Continental Airlines and its predecessor, Texas International Airlines, prior to 1983.

**Class II directors**

*Harry S. Gruner* has served as a director of the Company since 1998. Since 1992, Mr. Gruner has been a founding general partner of JMI Equity, a private equity investment partnership. Prior to co-founding JMI Equity, Mr. Gruner specialized in advising software companies as a principal in the corporate finance department of Alex Brown & Sons, an investment bank. Mr. Gruner is also a director of several privately-held companies.

*Kurt R. Jagers* has served as a director of the Company since 1998. Mr. Jagers has been a Managing Director of TA Associates since 1997, was a Principal of TA Associates from January 1993 to December 1996 and Vice President of TA Associates from 1990 to 1992. He is currently a director of several privately-held companies.

**Class III directors**

*Albert E. Winemiller* joined us in 1999 as our President and Chief Executive Officer and has served as Chairman of our Board of Directors since October 2000. Mr. Winemiller began his career as a software engineer at IBM and has over 20 years experience as an executive for information services and software products companies. Mr. Winemiller's experience includes serving as President of infoUSA, a provider of business and consumer information and research services and as Senior Vice President for Automatic Data Processing, a provider of transaction processing and information-based business solutions.

*Ronald F. Woestemeyer* co-founded the Company in 1985 with his wife, Mariette Woestemeyer, and has been a director since our founding and our Executive Vice President since 1997. From 1985 to 1997, Mr. Woestemeyer served as our Chief Executive Officer. Prior to founding PROS, Mr. Woestemeyer spent 14 years at Texas International Airlines in various management and executive positions with responsibility over sales and marketing.

**CORPORATE GOVERNANCE MATTERS**

**Board of directors**

Mrs. Woestemeyer and Messrs. Gruner, Jagers, Petersen, Williams, Winemiller and Woestemeyer currently serve as our directors. Our certificate of incorporation and bylaws authorize a Board of Directors of seven members. All of our current directors, except for Messrs. Petersen and Williams, were elected pursuant to agreements we have entered into with Mr. and Mrs. Woestemeyer, TA Associates and JMI Equity and agreements between Messrs. Winemiller and Murphy and Mr. and Mrs. Woestemeyer, all of which terminated upon the closing of our initial public offering. Our Board of Directors has determined that Messrs. Gruner, Jagers, Petersen and Williams meet the independence requirements of the New York Stock Exchange ( NYSE ) and federal securities laws and a majority of our Board of Directors is

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independent, our audit committee and our compensation committee is comprised of all independent directors, and our nominating and governance committee is comprised of a majority of independent directors.

### Committees of the board of directors

Our Board of Directors has established an audit committee, a compensation committee and a nominating and governance committee. The table below presents the members of each of our committees.

Director	Audit	Compensation	Nominating and Governance
Albert E. Winemiller			
Ronald F. Woestemeyer			
Harry S. Gruner	X		Chair
Kurt R. Jagers		Chair	X
Greg B. Petersen	X	X	X
Timothy V. Williams	Chair	X	X
Mariette M. Woestemeyer			X

*Audit committee*

The current members of our audit committee are Messrs. Gruner, Petersen and Williams. Our Board of Directors has determined that each member meets the independence requirements of the NYSE and Rule 10A-3(b) of the Securities Exchange Act of 1934, as amended, or the Exchange Act, and that each qualify as an audit committee financial expert within the meaning of SEC regulations and the rules of the New York Stock Exchange. In arriving at this determination, the board has examined each member's scope of experience and the nature of their employment in the corporate finance sector.

The audit committee oversees our accounting and financial reporting processes and the audits of our financial statements. Specific responsibilities of our audit committee include:

- reviewing and providing oversight over the qualification, independence and performance of our independent auditor and determining whether to retain or terminate its services;
- approving the terms of engagement of our independent auditor and pre-approving the engagement of our independent auditor to perform permissible non-audit services;
- reviewing and discussing with management and our independent auditor the results of the annual audit and the independent auditor's review of our annual and quarterly financial statements and reports;
- reviewing with management and our independent auditor matters that have a significant impact on our financial statements;
- conferring with management and our independent auditors regarding the scope, adequacy and effectiveness of our internal control over financial reporting;
- establishing procedures for the receipt, retention and treatment of complaints received by us regarding accounting, internal control or auditing matters and for the confidential, anonymous submission by our employees of concerns regarding questionable accounting or auditing matters; and
- reviewing and approving all related party transactions.

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Our audit committee operates under a written charter, a copy of which is available under the *Corporate Governance - Investor Relations* section of our website at [www.prospricing.com](http://www.prospricing.com). In 2007, the audit committee held two in-person meetings and three telephonic meetings. line; position:relative; bottom:.8ex">(13)

7,478 \* \* 7,478

John Barone<sup>(14)</sup>

33,168 \* \* 36,500

Earle Biddle<sup>(15)</sup>

1,667 \* \* 2,500

Mary Birmingham<sup>(16)</sup>

6,250 \* \* 5,000

Michael Capone<sup>(17)</sup>

9,375 \* \* 7,500

Heather Chelpaty<sup>(18)</sup>

8,125 \* \* 5,000

Jeff Coleman<sup>(16)</sup>

6,250 \* \* 5,000

Karen Davis<sup>(19)</sup>

60,898 \* \* 64,231

Paul Davis<sup>(20)</sup>

15,833 \* \* 25,000

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Name	Shares of Class A Common Stock Beneficially Owned Prior to this Offering <sup>(1)</sup>			Number of Shares of Class A Common Stock Being Offered <sup>(3)</sup>	Shares of Class A Common Stock Beneficially Owned After this Offering Combined Voting Power <sup>(2)</sup>		
	Number	%	Combined Voting Power <sup>(2)</sup>		Number	%	Combined Voting Power <sup>(2)</sup>
Patricia Doman <sup>(21)</sup>	20,957	*	*	20,957			
Joni Eisenmann <sup>(22)</sup>	34,769	*	*	34,769			
Susan Falcone <sup>(15)</sup>	1,667	*	*	2,500			
Barbara Feather <sup>(23)</sup>	7,500	*	*	7,500			
James Fedena <sup>(24)</sup>	53,000	*	*	48,000			
Robert Foti <sup>(25)</sup>	4,583	*	*	5,000			
Thomas Gramata <sup>(26)</sup>	11,250	*	*	7,500			
Michael Gudgeon <sup>(27)</sup>	3,542	*	*	2,500			
David Hogan <sup>(28)</sup>	5,208	*	*	10,000			
Robert Horbiak <sup>(29)</sup>	8,191	*	*	6,941			
Wendy HoTai <sup>(30)</sup>	26,750	*	*	25,500			
David Huffman <sup>(31)</sup>	19,500	*	*	19,500			
Daniel Ingram <sup>(25)</sup>	4,583	*	*	5,000			
Kenneth Isom <sup>(32)</sup>	110,961	*	*	110,961			
Edward Jacoby <sup>(33)</sup>	90,429	*	*	90,429			
William Kane		*	*	1,667			
Michael Karlovich <sup>(28)</sup>	5,208	*	*	10,000			
Robert Kasprzak <sup>(34)</sup>	2,292	*	*	2,500			
Patricia Kennedy <sup>(35)</sup>	3,333	*	*	5,000			
Alan King <sup>(35)</sup>	3,333	*	*	5,000			
Steven Krynski <sup>(36)</sup>	8,816	*	*	6,941			
John Launchi <sup>(37)</sup>	37,223	*	*	35,348			
Richard Loew <sup>(38)</sup>	21,289	*	*	17,539			
John Luke <sup>(39)</sup>	98,206	*	*	101,539			
Chuck Mack <sup>(40)</sup>	8,750	*	*	7,500			
Chris McCormick <sup>(41)</sup>	5,625	*	*	5,000			
Richard Miller <sup>(42)</sup>	2,917	*	*	2,500			
Kevin Moran <sup>(43)</sup>	3,958	*	*	5,000			
Thomas Moroni <sup>(15)</sup>	1,667	*	*	2,500			
Carette Nelson <sup>(44)</sup>	1,531	*	*	2,364			
Joseph Niedecken <sup>(17)</sup>	9,375	*	*	7,500			
Thomas D. O Malley, Jr. <sup>(45)</sup>	101,627	*	*	101,627			
Todd O Malley <sup>(46)</sup>	77,143	*	*	88,809			
Paul Oswald <sup>(15)</sup>	1,667	*	*	2,500			
Jack Parsil <sup>(47)</sup>	1,594	*	*	1,594			
Thomas Rice <sup>(25)</sup>	4,583	*	*	10,000			
Narda Rivera <sup>(48)</sup>	2,000	*	*	2,000			
Barbara Roehl <sup>(49)</sup>	5,000	*	*	5,000			
Neal Sahni <sup>(43)</sup>	3,958	*	*	5,000			
Yvonne Schappell <sup>(16)</sup>	6,250	*	*	5,000			
Paul Schneeweis <sup>(42)</sup>	2,917	*	*	2,500			
Marc Schomerus <sup>(17)</sup>	9,375	*	*	7,500			
James Sciarini <sup>(49)</sup>	5,000	*	*	5,000			
Herman Seedorf <sup>(50)</sup>	92,917	*	*	95,000			
Robert Sittmann <sup>(40)</sup>	8,750	*	*	7,500			
Matthew Sloane <sup>(51)</sup>	833	*	*	833			

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Name	Shares of Class A Common Stock Beneficially Owned Prior to this Offering <sup>(1)</sup>			Number of Shares of Class A Common Stock Being Offered <sup>(3)</sup>	Shares of Class A Common Stock Beneficially Owned After this Offering Combined Voting Power <sup>(2)</sup>		
	Number	%	Combined Voting Power <sup>(2)</sup>		Number	%	Combined Voting Power <sup>(2)</sup>
Elizabeth Smith <sup>(52)</sup>	3,750	*	*	19,167			
Mark Smith <sup>(42)</sup>	2,917	*	*	2,500			
Gary Sulkowski <sup>(15)</sup>	1,667	*	*	2,500			
Arthur Warden <sup>(53)</sup>	8,125	*	*	7,500			
Vickie Wittie-Davis <sup>(16)</sup>	6,250	*	*	5,000			
Clark Wrigley <sup>(54)</sup>	74,250	*	*	70,500			
David Yamaki <sup>(16)</sup>	6,250	*	*	5,000			
James Yates <sup>(55)</sup>	36,198	*	*	36,198			
Erik Young <sup>(56)</sup>	28,333	*	*	40,000			

\* Represents less than 1%.

- (1) Subject to the terms of the exchange agreement, PBF LLC Series A Units are exchangeable at any time and from time to time for shares of our Class A common stock on a one-for-one basis, subject to equitable adjustments for stock splits, stock dividends and reclassifications. The holders of PBF LLC Series B Units, consisting of certain of the selling stockholders, may be deemed to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Class A common stock issuable upon exchange of the PBF LLC Series A Units. Each holder of PBF LLC Series A Units also holds one share of our Class B common stock. The shares of Class B common stock have no economic rights but entitle the holder, without regard to the number of shares of Class B common stock held, to a number of votes on matters presented to our stockholders that is equal to the aggregate number of PBF LLC Series A Units held by such holder. As a holder exchanges PBF LLC Series A Units for shares of our Class A common stock pursuant to the exchange agreement, the voting power afforded to the holder by its share of Class B common stock will be automatically and correspondingly reduced. See **Certain Relationships and Related Transactions** **IPO Related Agreements** in our 2013 Proxy Statement.
- (2) Represents percentage of voting power of the Class A common stock and Class B common stock of PBF Energy voting together as a single class (voting power for this purpose is based solely on securities issued and outstanding that such person has or shares the power to vote or direct the voting thereof, and specifically excludes any securities such person has the right to acquire within 60 days). The holders of PBF LLC Series A Units hold all of the shares of our Class B common stock. Each holder of Class B common stock is entitled, without regard to the number of shares of Class B common stock held by it, to one vote for each PBF LLC Series A Unit held by it. Percentage amount assumes the exchange by such person of PBF LLC Series A Units for shares of Class A common stock and no exchange by any other person.
- (3) The number of shares of Class A common stock being offered consists of (a) the number of shares of Class A common stock beneficially owned prior to the offering and (b) an aggregate of 151,664 shares of Class A common stock issuable upon exchange of PBF LLC Series A Units that can be acquired upon exercise of options for PBF LLC Series A Units exercisable after 60 days of the date of this prospectus, but excludes 165,000 shares of Class A common stock held directly by certain of the selling stockholders and 224,582 shares of Class A common stock issuable under the 2012 Equity Incentive Plan.
- (4) The number of shares of Class A common stock beneficially owned prior to this offering consists of (a) 150,000 shares of our Class A common stock held directly by Mr. O Malley, (b) 40,000 restricted shares of Class A common stock which vest in four equal annual installments beginning on February 20, 2014, (c) 2,971,800 PBF LLC Series A Units held directly by Mr. O Malley, (d) 500,000 PBF LLC Series A Units held by entities in which Mr. O Malley holds a controlling interest, and (e) 131,265 PBF LLC Series A Units held by Horse Island Partners, of which Mr. O Malley is the Managing Member. In addition, does not include 350,000 PBF LLC Series B Units beneficially owned by Mr. O Malley. For this table, the calculation of the percentage amount of shares of Class A common stock beneficially



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- owned by Mr. O Malley prior to this offering assumes the exchange by Mr. O Malley of PBF LLC Series A Units for shares of Class A common stock, and excludes the shares of Class A common stock issuable upon exchange of PBF LLC Series A Units by Blackstone, First Reserve and the selling stockholders other than Mr. O Malley.
- (5) The number of shares of Class A common stock beneficially owned prior to this offering consists of 675,000 PBF LLC Series A Units and an aggregate of 37,500 shares of Class A common stock that can be acquired within 60 days upon exercise of outstanding options. In addition, does not include 160,000 PBF LLC Series B Units beneficially owned by Mr. Nimbley. For this table, the calculation of the percentage amount of shares of Class A common stock beneficially owned by Mr. Nimbley prior to this offering assumes the exchange by Mr. Nimbley of PBF LLC Series A Units for shares of Class A common stock, and excludes the shares of Class A common stock issuable upon exchange of PBF LLC Series A Units by Blackstone, First Reserve and the selling stockholders other than Mr. Nimbley.
  - (6) The number of shares of Class A common stock beneficially owned prior to this offering consists of 59,198 PBF LLC Series A Units and an aggregate of 10,000 PBF LLC Series A Units and 10,000 shares of Class A common stock that can be acquired within 60 days upon exercise of outstanding options. In addition, does not include 60,000 PBF LLC Series B Units beneficially owned by Mr. M. Lucey.
  - (7) The number of shares of Class A common stock beneficially owned prior to this offering consists of 136,538 PBF LLC Series A Units and an aggregate of 50,000 PBF LLC Series A Units and 10,000 shares of Class A common stock that can be acquired within 60 days upon the exercise of outstanding warrants and options. In addition, does not include 160,000 PBF LLC Series B Units beneficially owned by Mr. Gayda.
  - (8) The number of shares of Class A common stock beneficially owned prior to this offering consists of 188,166 PBF LLC Series A Units and an aggregate of 10,000 shares of Class A common stock that can be acquired within 60 days upon exercise of outstanding options. In addition, does not include 160,000 PBF LLC Series B Units beneficially owned by Mr. D. Lucey.
  - (9) The number of shares of Class A common stock beneficially owned prior to this offering consists of 36,814 PBF LLC Series A Units and an aggregate of 30,000 PBF LLC Series A Units and 5,000 shares of Class A common stock that can be acquired within 60 days upon the exercise of outstanding options. In addition, does not include 60,000 PBF LLC Series B Units beneficially owned by Mr. Dill.
  - (10) The number of shares of Class A common stock beneficially owned prior to this offering consists of 7,151 restricted PBF LLC Series A Units which vest in three equal annual installments beginning on August 1, 2013 and 4,444 restricted shares of Class A common stock which vest in four equal annual installments beginning on August 1, 2014.
  - (11) The number of shares of Class A common stock beneficially owned prior to this offering consists of 175,000 PBF LLC Series A Units, 7,968 restricted PBF LLC Series A Units which vest in three equal annual installments beginning on August 1, 2013 and 4,444 restricted shares of Class A common stock which vest in four equal annual installments beginning on August 1, 2014.
  - (12) The number of shares of Class A common stock beneficially owned prior to this offering consists of (a) 15,000 shares of our Class A common stock held directly by Mr. Houston, (b) 5,128 PBF LLC Series A units, (c) 7,968 restricted PBF LLC Series A Units which vest in three equal annual installments beginning on August 1, 2013, (d) 8,334 PBF LLC Series A Units that can be acquired within 60 days upon the exercise of outstanding options and (e) 4,444 restricted shares of Class A common stock which vest in four equal annual installments beginning on August 1, 2014.
  - (13) The number of shares of Class A common stock beneficially owned prior to this offering consists of 4,978 PBF LLC Series A Units and an aggregate of 2,500 PBF LLC Series A Units that can be acquired within 60 days upon the exercise of outstanding warrants or options.
  - (14) The number of shares of Class A common stock beneficially owned prior to this offering consists of 3,000 PBF LLC Series A Units and an aggregate of 25,168 PBF LLC Series A Units and 5,000 shares of Class A common stock that can be acquired within 60 days upon the exercise of outstanding warrants or options.

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- (15) The number of shares of Class A common stock beneficially owned prior to this offering consists of an aggregate of 1,667 PBF LLC Series A Units that can be acquired within 60 days upon the exercise of outstanding warrants or options.
- (16) The number of shares of Class A common stock beneficially owned prior to this offering consists of an aggregate of 5,000 PBF LLC Series A Units and 1,250 shares of Class A common stock that can be acquired within 60 days upon the exercise of outstanding warrants or options.
- (17) The number of shares of Class A common stock beneficially owned prior to this offering consists of an aggregate of 7,500 PBF LLC Series A Units and 1,875 shares of Class A common stock that can be acquired within 60 days upon the exercise of outstanding warrants or options.
- (18) The number of shares of Class A common stock beneficially owned prior to this offering consists of an aggregate of 5,000 PBF LLC Series A Units and 3,125 shares of Class A common stock that can be acquired within 60 days upon the exercise of outstanding warrants or options.
- (19) The number of shares of Class A common stock beneficially owned prior to this offering consists of 21,231 PBF LLC Series A Units and an aggregate of 34,667 PBF LLC Series A Units and 5,000 shares of Class A common stock that can be acquired within 60 days upon the exercise of outstanding warrants or options.
- (20) The number of shares of Class A common stock beneficially owned prior to this offering consists of an aggregate of 8,333 PBF LLC Series A Units and 7,500 shares of Class A common stock that can be acquired within 60 days upon the exercise of outstanding warrants or options.
- (21) The number of shares of Class A common stock beneficially owned prior to this offering consists of 18,957 PBF LLC Series A Units and an aggregate of 2,000 PBF LLC Series A Units that can be acquired within 60 days upon the exercise of outstanding warrants or options.
- (22) The number of shares of Class A common stock beneficially owned prior to this offering consists of 34,769 PBF LLC Series A Units.
- (23) The number of shares of Class A common stock beneficially owned prior to this offering consists of an aggregate of 7,500 PBF LLC Series A Units that can be acquired within 60 days upon the exercise of outstanding warrants or options.
- (24) The number of shares of Class A common stock beneficially owned prior to this offering consists of 8,500 PBF LLC Series A Units and an aggregate of 39,500 PBF LLC Series A Units and 5,000 shares of Class A common stock that can be acquired within 60 days upon the exercise of outstanding warrants or options.
- (25) The number of shares of Class A common stock beneficially owned prior to this offering consists of an aggregate of 3,333 PBF LLC Series A Units and 1,250 shares of Class A common stock that can be acquired within 60 days upon the exercise of outstanding warrants or options.
- (26) The number of shares of Class A common stock beneficially owned prior to this offering consists of an aggregate of 7,500 PBF LLC Series A Units and 3,750 shares of Class A common stock that can be acquired within 60 days upon the exercise of outstanding warrants or options.
- (27) The number of shares of Class A common stock beneficially owned prior to this offering consists of an aggregate of 1,667 PBF LLC Series A Units and 1,875 shares of Class A common stock that can be acquired within 60 days upon the exercise of outstanding warrants or options.
- (28) The number of shares of Class A common stock beneficially owned prior to this offering consists of an aggregate of 3,333 PBF LLC Series A Units and 1,875 shares of Class A common stock that can be acquired within 60 days upon the exercise of outstanding warrants or options.
- (29) The number of shares of Class A common stock beneficially owned prior to this offering consists of 1,941 shares of Class A common stock, obtained upon the exchange of the same number of PBF LLC Series A Units, and an aggregate of 5,000 PBF LLC Series A Units and 1,250 shares of Class A common stock that can be acquired within 60 days upon the exercise of outstanding warrants or options.
- (30) The number of shares of Class A common stock beneficially owned prior to this offering consists of 14,200 PBF LLC Series A Units and an aggregate of 11,300 PBF LLC Series A Units and 1,250 shares of Class A common stock that can be acquired within 60 days upon the exercise of outstanding warrants or options.

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- (31) The number of shares of Class A common stock beneficially owned prior to this offering consists of 3,300 PBF LLC Series A Units and an aggregate of 16,200 PBF LLC Series A Units that can be acquired within 60 days upon the exercise of outstanding warrants or options.
- (32) The number of shares of Class A common stock beneficially owned prior to this offering consists of 50,461 PBF LLC Series A Units and an aggregate of 60,500 PBF LLC Series A Units that can be acquired within 60 days upon the exercise of outstanding warrants or options.
- (33) The number of shares of Class A common stock beneficially owned prior to this offering consists of 55,429 PBF LLC Series A Units and an aggregate of 35,000 PBF LLC Series A Units that can be acquired within 60 days upon the exercise of outstanding warrants or options.
- (34) The number of shares of Class A common stock beneficially owned prior to this offering consists of an aggregate of 1,667 PBF LLC Series A Units and 625 shares of Class A common stock that can be acquired within 60 days upon the exercise of outstanding warrants or options.
- (35) The number of shares of Class A common stock beneficially owned prior to this offering consists of an aggregate of 3,333 PBF LLC Series A Units that can be acquired within 60 days upon the exercise of outstanding warrants or options.
- (36) The number of shares of Class A common stock beneficially owned prior to this offering consists of 1,941 PBF LLC Series A Units and an aggregate of 5,000 PBF LLC Series A Units and 1,875 shares of Class A common stock that can be acquired within 60 days upon the exercise of outstanding warrants or options.
- (37) The number of shares of Class A common stock beneficially owned prior to this offering consists of 20,348 PBF LLC Series A Units and an aggregate of 15,000 PBF LLC Series A Units and 1,875 shares of Class A common stock that can be acquired within 60 days upon the exercise of outstanding warrants or options.
- (38) The number of shares of Class A common stock beneficially owned prior to this offering consists of 1,739 PBF LLC Series A Units and an aggregate of 15,800 PBF LLC Series A Units and 3,750 shares of Class A common stock that can be acquired within 60 days upon the exercise of outstanding warrants or options.
- (39) The number of shares of Class A common stock beneficially owned prior to this offering consists of 48,539 PBF LLC Series A Units and an aggregate of 44,667 PBF LLC Series A Units and 5,000 shares of Class A common stock that can be acquired within 60 days upon the exercise of outstanding warrants or options.
- (40) The number of shares of Class A common stock beneficially owned prior to this offering consists of an aggregate of 7,500 PBF LLC Series A Units and 1,250 shares of Class A common stock that can be acquired within 60 days upon the exercise of outstanding warrants or options.
- (41) The number of shares of Class A common stock beneficially owned prior to this offering consists of an aggregate of 5,000 PBF LLC Series A Units and 625 shares of Class A common stock that can be acquired within 60 days upon the exercise of outstanding warrants or options.
- (42) The number of shares of Class A common stock beneficially owned prior to this offering consists of an aggregate of 1,667 PBF LLC Series A Units and 1,250 shares of Class A common stock that can be acquired within 60 days upon the exercise of outstanding warrants or options.
- (43) The number of shares of Class A common stock beneficially owned prior to this offering consists of an aggregate of 3,333 PBF LLC Series A Units and 625 shares of Class A common stock that can be acquired within 60 days upon the exercise of outstanding warrants or options.
- (44) The number of shares of Class A common stock beneficially owned prior to this offering consists of 698 PBF LLC Series A Units and an aggregate of 833 PBF LLC Series A Units that can be acquired within 60 days upon the exercise of outstanding warrants or options.
- (45) The number of shares of Class A common stock beneficially owned prior to this offering consists of 101,627 PBF LLC Series A Units.
- (46) The number of shares of Class A common stock beneficially owned prior to this offering consists of 48,810 PBF LLC Series A Units and an aggregate of 23,333 PBF LLC Series A Units and 5,000 shares of Class A common stock that can be acquired within 60 days upon the exercise of outstanding warrants or options.

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- (47) The number of shares of Class A common stock beneficially owned prior to this offering consists of 1,594 shares of Class A common stock, obtained upon the exchange of the same number of PBF LLC Series A Units.
- (48) The number of shares of Class A common stock beneficially owned prior to this offering consists of an aggregate of 2,000 PBF LLC Series A Units that can be acquired within 60 days upon the exercise of outstanding warrants or options.
- (49) The number of shares of Class A common stock beneficially owned prior to this offering consists of an aggregate of 5,000 PBF LLC Series A Units that can be acquired within 60 days upon the exercise of outstanding warrants or options.
- (50) The number of shares of Class A common stock beneficially owned prior to this offering consists of 20,000 PBF LLC Series A Units and an aggregate of 66,667 PBF LLC Series A Units and 6,250 shares of Class A common stock that can be acquired within 60 days upon the exercise of outstanding warrants or options.
- (51) The number of shares of Class A common stock beneficially owned prior to this offering consists of an aggregate of 833 PBF LLC Series A Units that can be acquired within 60 days upon the exercise of outstanding warrants or options.
- (52) The number of shares of Class A common stock beneficially owned prior to this offering consists of an aggregate of 3,750 shares of Class A common stock that can be acquired within 60 days upon the exercise of outstanding warrants or options.
- (53) The number of shares of Class A common stock beneficially owned prior to this offering consists of an aggregate of 7,500 PBF LLC Series A Units and 625 shares of Class A common stock that can be acquired within 60 days upon the exercise of outstanding warrants or options.
- (54) The number of shares of Class A common stock beneficially owned prior to this offering consists of 21,000 PBF LLC Series A Units and an aggregate of 49,500 PBF LLC Series A Units and 3,750 shares of Class A common stock that can be acquired within 60 days upon the exercise of outstanding warrants or options.
- (55) The number of shares of Class A common stock beneficially owned prior to this offering consists of 10,000 PBF LLC Series A Units and an aggregate of 26,198 PBF LLC Series A Units that can be acquired within 60 days upon the exercise of outstanding warrants or options.
- (56) The number of shares of Class A common stock beneficially owned prior to this offering consists of 5,500 PBF LLC Series A Units and an aggregate of 17,833 PBF LLC Series A Units and 5,000 shares of Class A common stock that can be acquired within 60 days upon the exercise of outstanding warrants or options.

The selling stockholders will bear all commissions and discounts, if any, attributable to the sales of our Class A common stock in connection with this offering. We will not receive any of the proceeds from the sale of our Class A common stock by the selling stockholders but will bear the costs associated with this registration statement in accordance with the terms of the registration rights agreement.

For a description of the material relationships between us and the selling stockholders, see the information set forth under **Certain Relationships and Related Transactions** in our 2013 Proxy Statement.

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**CERTAIN U.S. FEDERAL INCOME AND ESTATE TAX CONSEQUENCES TO NON-U.S. HOLDERS**

The following is a summary of certain United States federal income and estate tax consequences, as of the date hereof, of the purchase, ownership and sale or exchange of our Class A common stock by a non-U.S. holder. This summary deals only with Class A common stock that is purchased in this offering and is held as a capital asset by a non-U.S. holder.

Except as modified for United States federal estate tax purposes (as described below), a non-U.S. holder means a beneficial owner of our Class A common stock that, for United States federal income tax purposes, is an individual, corporation, estate or trust other than:

an individual who is a citizen or resident of the United States;

a corporation, or other entity taxable as a corporation, created or organized under the laws of the United States, any state thereof or the District of Columbia;

an estate the income of which is subject to United States federal income taxation regardless of its source; or

a trust that (1) is subject to the primary supervision of a court within the United States if one or more United States persons have the authority to control all substantial decisions of the trust or (2) was in existence on August 20, 1996, and has a valid election in effect under applicable United States Treasury regulations to continue to be treated as a United States person.

If a partnership holds our Class A common stock, the tax treatment of a partner will generally depend upon the status of the partner and the activities of the partnership. If you are a partnership or a partner in a partnership considering an investment in our Class A common stock, you should consult your own tax advisor.

This summary is based upon provisions of the Internal Revenue Code of 1986, as amended (the Code), and regulations, rulings and judicial decisions as of the date hereof. Those authorities may be changed, perhaps retroactively, so as to result in United States federal income and estate tax consequences different from those summarized below. This summary does not address all aspects of United States federal income and estate taxation and does not deal with other United States federal taxes (such as gift taxes or the Medicare tax on investment income) or foreign, state, local or other tax considerations that may be relevant to non-U.S. holders in light of their personal circumstances. Further, this discussion does not describe all of the United States federal income tax consequences that may be relevant to holders subject to special rules, such as:

financial institutions;

insurance companies;

dealers in securities;

persons holding our common stock as part of a hedge, straddle, integrated transaction or similar transaction;

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partnerships or other entities classified as partnerships for United States federal income tax purposes (or investors in such entities);

United States expatriates or certain long-term residents of the United States;

tax-exempt entities;

controlled foreign corporations;

passive foreign investment companies; or

persons subject to the alternative minimum tax.

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**If you are considering an investment in our Class A common stock, you should consult your own tax advisor concerning the particular United States federal income and estate tax consequences to you of the purchase, ownership and sale or exchange of our Class A common stock, as well as the consequences to you arising under other United States federal tax laws and the laws of any other taxing jurisdiction.**

The following summary assumes that a non-U.S. holder will structure its ownership of Class A common stock so as to avoid the withholding taxes that otherwise would be imposed under the legislation as described below under **Additional Withholding Requirements**.

### **Dividends**

Dividends paid to a non-U.S. holder generally will be subject to withholding of United States federal income tax at a 30% rate or such lower rate as may be specified by an applicable income tax treaty. However, dividends that are effectively connected with the conduct of a trade or business by a non-U.S. holder within the United States are not subject to the withholding tax, provided such non-U.S. holder provides proper documentation, such as an applicable Internal Revenue Service ( IRS ) Form W-8 or an appropriate substitute form. Instead, unless an applicable income tax treaty provides otherwise, such dividends are subject to United States federal income tax on a net income basis in generally the same manner as if the non-U.S. holder were a United States person as defined under the Code. In addition, if the non-U.S. holder is a foreign corporation, it may be subject to a branch profits tax equal to 30% (or a lower applicable income tax treaty rate) of its effectively connected earnings and profits attributable to such dividends, subject to adjustments.

A non-U.S. holder who wishes to claim the benefit of an applicable income tax treaty for dividends generally will be required (a) to complete IRS Form W-8BEN (or an appropriate substitute form) and certify under penalty of perjury that such holder is not a United States person as defined under the Code and is eligible for treaty benefits or (b) if our Class A common stock is held through certain foreign intermediaries, to satisfy the relevant certification requirements of applicable United States Treasury regulations. Special certification and other requirements apply to certain non-U.S. holders that are pass-through entities rather than corporations or individuals.

A non-U.S. holder eligible for a reduced rate of United States federal withholding tax pursuant to an applicable income tax treaty may obtain a refund of any excess amounts withheld by timely filing an appropriate claim for refund with the IRS.

### **Gain on Sale or Exchange of Our Class A Common Stock**

Any gain realized on the sale or exchange of our Class A common stock generally will not be subject to United States federal income tax unless:

the gain is effectively connected with a trade or business of the non-U.S. holder in the United States (and, if required by an applicable income tax treaty, is attributable to a United States permanent establishment of the non-U.S. holder);

the non-U.S. holder is an individual who is present in the United States for 183 days or more in the taxable year of the sale or exchange, and certain other conditions are met; or

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we are or have been a United States real property holding corporation for United States federal income tax purposes at some time during the shorter of (a) the five-year period preceding the sale or exchange or (b) the non-U.S. holder's holding period for the Class A common stock in question (such shorter period, the Applicable Period).

Unless an applicable income tax treaty provides otherwise, a non-U.S. holder described in the first bullet point immediately above will be subject to tax on the net gain derived from the sale or exchange in generally the



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same manner as if the non-U.S. holder were a United States person as defined under the Code. A non-U.S. holder that is a foreign corporation described in the first bullet point immediately above may also be subject to a branch profits tax equal to 30% (or a lower applicable income tax treaty rate) of its effectively connected earnings and profits attributable to such gain, subject to adjustments.

Unless an applicable income tax treaty provides otherwise, an individual non-U.S. holder described in the second bullet point immediately above will be subject to a flat 30% tax on the gain derived from the sale or exchange, which may be offset by United States source capital losses, even though the individual is not considered a resident of the United States.

Although the matter is not free from doubt, we believe we currently are not a United States real property holding corporation for United States federal income tax purposes. The determination of whether we become a United States real property holding corporation in the future will depend on the value of our assets treated as real property for this purpose relative to the value of all our assets, and such values are subject to fluctuations. If we are or become a United States real property holding corporation, so long as our Class A common stock continues to be regularly traded on an established securities market, only a non-U.S. holder who actually or constructively holds or held (at any time during the Applicable Period) more than 5% of our Class A common stock will be subject to United States federal income tax on the sale or exchange of our Class A common stock. Such a non-U.S. holder generally will be subject to tax on any gain in the same manner as a non-U.S. holder whose gain is effectively connected income, except that such gain should not be included in effectively connected earnings and profits for purposes of the branch profits tax.

## **Federal Estate Tax**

Class A common stock held or treated as held by an individual who, at the time of death, is not a citizen or resident of the United States (as specifically defined for United States federal estate tax purposes) will be included in such holder's gross estate for United States federal estate tax purposes, unless an applicable estate tax treaty provides otherwise.

## **Information Reporting and Backup Withholding**

Information returns will be filed with the IRS in connection with dividend payments. Copies of the information returns reporting such dividend payments and any withholding may also be made available to the tax authorities in the country in which a non-U.S. holder resides under the provisions of an applicable income tax treaty.

A non-U.S. holder will be subject to backup withholding for dividends paid to such holder unless such holder certifies under penalty of perjury that it is a non-U.S. holder (and the payor does not have actual knowledge or reason to know that such holder is a United States person as defined under the Code), or such holder otherwise establishes an exemption.

Information reporting and, depending on the circumstances, backup withholding generally will apply to the proceeds of a sale or exchange of our Class A common stock within the United States or conducted through certain United States-related financial intermediaries, unless the beneficial owner certifies under penalty of perjury that it is a non-U.S. holder (and the payor does not have actual knowledge or reason to know that the beneficial owner is a United States person as defined under the Code), or such owner otherwise establishes an exemption.

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The amount of any backup withholding from a payment to a non-U.S. holder will be allowed as a credit against the non-U.S. holder's United States federal income tax liability and may entitle the non-U.S. holder to a refund, provided that the required information is timely furnished to the IRS.

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**Additional Withholding Requirements**

Legislation was enacted in 2010 that will materially change the requirements for obtaining an exemption from United States federal withholding tax and impose withholding taxes on certain types of payments made to foreign financial institutions and certain other non-U.S. entities. In general, and depending on the specific facts and circumstances, the failure to comply with certain certification, information reporting and other specified requirements will result in a 30% withholding tax being imposed on withholdable payments to such institutions and entities, including payments of dividends and proceeds from the sale or exchange of our Class A common stock. The legislation generally applies to payments made after December 31, 2012, although Treasury Regulations and additional guidance from the IRS provide that withholding obligations with respect to payments of dividends will not begin until July 1, 2014, and that withholding obligations with respect to gross proceeds from the sale or exchange of common stock will not begin until January 1, 2017. Each prospective investor should consult its tax advisor regarding this legislation and the potential implications of this legislation on its investment in our Class A common stock.

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**PLAN OF DISTRIBUTION**

The selling stockholders, which as used herein includes donees, pledgees, transferees or other successors-in-interest selling shares received after the date of this prospectus from a selling stockholder as a gift, pledge, partnership distribution or other transfer, may, from time to time, sell, transfer or otherwise dispose of any or all of their shares on any stock exchange, market or trading facility on which the shares are traded or in private transactions. These dispositions may be at fixed prices, at prevailing market prices at the time of sale, at prices related to the prevailing market price, at varying prices determined at the time of sale, or at negotiated prices. The offering price of the shares from time to time will be determined by the selling stockholder and, at the time of determination, may be higher or lower than the market price of our Class A common stock on the NYSE.

The selling stockholders may use any one or more of the following methods from time to time when disposing of shares:

on the NYSE or any exchange or market on which shares of the Company's Class A common stock are listed or quoted;

in the over-the-counter market;

ordinary brokerage transactions and transactions in which the broker-dealer solicits purchasers;

block trades in which the broker-dealer will attempt to sell the shares as agent, but may position and resell a portion of the block as principal to facilitate the transaction;

purchases by a broker-dealer as principal and resale by the broker-dealer for its account;

an exchange distribution in accordance with the rules of the applicable exchange;

privately negotiated transactions;

short sales effected after the date the registration statement of which this prospectus is a part is declared effective by the SEC;

through the writing or settlement of options or other hedging transactions, whether through an options exchange or otherwise;

broker-dealers may agree with the selling stockholders to sell a specified number of such shares at a stipulated price per share;

a combination of any such methods of sale; or

any other method permitted pursuant to applicable law.

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The selling stockholders may also sell shares under Rule 144 under the Securities Act, if available, rather than under this prospectus. The selling stockholders are not obligated to, and there is no assurance that the selling stockholders will, sell all or any of the shares we are registering. The selling stockholders may transfer, devise or gift such shares by other means not described in this prospectus.

In connection with the sale of our shares, the selling stockholders may sell the shares directly or through broker-dealers acting as a principal or agent, or pursuant to a distribution by one or more underwriters on a firm commitment or best efforts basis. The selling stockholders may also enter into hedging transactions with broker-dealers or other financial institutions, which may in turn engage in short sales of the common stock in the course of hedging the positions they assume. The selling stockholders may also enter into option or other transactions with broker-dealers or other financial institutions or the creation of one or more derivative securities which require the delivery to such broker-dealer or other financial institution of shares offered by this prospectus, which shares such broker-dealer or other financial institution may resell pursuant to this prospectus (as supplemented or amended to reflect such transaction). The selling stockholders, broker-dealers or agents that participate in the sale of the Class A common stock may be underwriters within the meaning of Section 2(11) of the Securities Act.

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Any discounts, commissions, concessions or profit they earn on any resale of the shares may be underwriting discounts and commissions under the Securities Act. Selling stockholders who are underwriters within the meaning of Section 2(11) of the Securities Act will be subject to the prospectus delivery requirements of the Securities Act and may have liability as underwriters under the Securities Act.

The aggregate proceeds to each selling stockholder from the sale of our Class A common stock offered by them will be the purchase price of the Class A common stock less discounts or commissions, if any. Each of the selling stockholders reserves the right to accept and, together with their agents from time to time, to reject, in whole or in part, any proposed purchase of our Class A common stock to be made directly or through agents. We will not receive any of the proceeds from an offering by the selling stockholders.

Broker-dealers engaged by the selling stockholders may arrange for other brokers-dealers to participate in sales. Broker-dealers may receive commissions or discounts from the selling stockholders (or, if any broker-dealer acts as agent for the purchaser of shares, from the purchaser) in amounts to be negotiated. The selling stockholders do not expect these commissions and discounts to exceed what is customary in the types of transactions involved. Any profits on the resale of shares by a broker-dealer acting as principal might be deemed to be underwriting discounts or commissions under the Securities Act. Discounts, concessions, commissions and similar selling expenses, if any, attributable to the sale of shares will be borne by a selling stockholder. The selling stockholders may agree to indemnify any agent, dealer or broker-dealer that participates in transactions involving sales of the shares if liabilities are imposed on that person under the Securities Act.

The selling stockholders may from time to time pledge or grant a security interest in some or all of the shares owned by them and, if they default in the performance of any of their secured obligations, the pledgees or secured parties may offer and sell the shares from time to time under this prospectus as it may be supplemented from time to time, or under an amendment to this prospectus under Rule 424(b)(3) or other applicable provision of the Securities Act amending the list of selling stockholders to include the pledgee, transferee or other successors in interest as selling stockholders under this prospectus.

To the extent required, the shares to be sold, the names of the selling stockholders, the respective purchase prices and public offering prices, the names of any agents, dealer or underwriter, any applicable commissions or discounts with respect to a particular offer will be set forth in an accompanying prospectus supplement or, if appropriate, a post-effective amendment to the registration statement that includes this prospectus.

In order to comply with the securities laws of some states, if applicable, our Class A common stock may be sold in these jurisdictions only through registered or licensed brokers or dealers. In addition, in some states our Class A common stock may not be sold unless it has been registered or qualified for sale or an exemption from registration or qualification requirements is available and is complied with.

The anti-manipulation rules of Regulation M under the Exchange Act may apply to sales of shares in the market and to activities of certain of the selling stockholders and their affiliates. In addition, we will make copies of this prospectus (as it may be supplemented or amended from time to time) available to the selling stockholders for the purpose of satisfying the prospectus delivery requirements of the Securities Act. The selling stockholders may indemnify any broker-dealer that participates in transactions involving the sale of the shares against certain liabilities, including liabilities arising under the Securities Act.

Upon our notification by a selling stockholder that any material arrangement has been entered into with an underwriter or broker-dealer for the sale of shares through a block trade, special offering, exchange distribution, secondary distribution or a purchase by an underwriter or broker-dealer, we will file an amendment to this prospectus or a supplement to this prospectus, if required, pursuant to Rule 424(b) under the Securities Act, disclosing certain material information, including:

the number of shares being offered;

the names of the participating underwriters, broker-dealers or agents;

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any discounts, commissions or other compensation paid to underwriters or broker-dealers and any discounts, commission or concessions allowed or re-allowed or paid by any underwriters to dealers;

the public offering price; and

other material terms of the offering.

In the ordinary course of business, certain of the underwriters, broker-dealers or agents and their affiliates who may become involved in the sale of the Class A common stock may be customers and/or suppliers of, engage in transactions with, and perform services for, us.

In connection with our initial public offering, we entered into a registration rights agreement with, among others, the selling stockholders pursuant to which we granted them and their affiliates and certain of their transferees the right, under certain circumstances and subject to certain restrictions, to require us to register under the Securities Act shares of our Class A common stock delivered in exchange for PBF LLC Series A Units beneficially owned by them. Securities registered under any such registration statement will be available for sale in the open market unless restrictions apply. We are filing this registration statement pursuant to our obligations under the registration rights agreement and have agreed to keep the registration statement of which this prospectus forms a part effective until the date on which the selling stockholders have sold all of the shares. Under the registration rights agreement, we are required to pay all the fees and expenses incurred by us incident to the registration of the shares, except for underwriting discounts and commissions, fees and disbursements for counsel for any selling stockholder and certain other expenses, all of which will be borne by the selling stockholders. We have agreed to indemnify the selling stockholders and their respective underwriters, officers, directors, trustees, employees, agents and controlling person, against specified liabilities, including liabilities under the federal securities laws. The selling stockholders have agreed, severally and not jointly, to indemnify us, our directors, certain officers and controlling persons, against specified liabilities arising from information provided by the selling stockholders for use in this prospectus, including liabilities under the federal securities laws.



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**LEGAL MATTERS**

The validity of the shares of Class A common stock offered by this prospectus will be passed upon for us by Stroock & Stroock & Lavan LLP, New York, New York.

**EXPERTS**

The combined and consolidated financial statements of PBF Energy Inc. and subsidiaries (combined and consolidated with PBF Energy Company LLC and subsidiaries), incorporated in this prospectus by reference from PBF Energy Inc.'s Annual Report on Form 10-K have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report, which is incorporated herein by reference. Such financial statements have been so incorporated in reliance upon the report of such firm given upon their authority as experts in accounting and auditing.

The financial statements of the Paulsboro Refining Business as of December 16, 2010 and for the period from January 1, 2010 through December 16, 2010 appearing in PBF Energy Inc.'s Annual Report (Form 10-K) for the year ended December 31, 2012, have been incorporated by reference herein and in the registration statement in reliance upon the report of KPMG LLP, independent registered public accounting firm, appearing in PBF Energy Inc.'s Annual Report on Form 10-K for the year ended December 31, 2012 and incorporated by reference herein, and upon the authority of said firm as experts in accounting and auditing.

**WHERE YOU CAN FIND MORE INFORMATION**

We have filed with the SEC a registration statement on Form S-3 with respect to the shares of our Class A common stock described in this prospectus. This prospectus, which constitutes a part of the registration statement, does not contain all of the information set forth in the registration statement or the exhibits and schedules which are part of the registration statement. For further information about us and our Class A common stock, you should refer to the registration statement and to its exhibits and schedules and the documents incorporated by reference into this prospectus. Statements contained in this prospectus as to the contents of any contract or other document filed as an exhibit to the registration statement are not necessarily complete. If a contract or document has been filed as an exhibit to the registration statement, we refer you to the copy of the contract or document that has been filed as an exhibit to the registration statement.

You may read and copy any document we file at the SEC's public reference facility at 100 F Street, N.E., Washington, D.C. 20549. You may also obtain copies of the documents at prescribed rates by writing to the Public Reference Section of the SEC at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference facility. Our SEC filings are also available to the public from the SEC's website at <http://www.sec.gov>, and at our website at <http://www.pbfenergy.com>. Information on our website does not constitute a part of this prospectus.

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6,310,055 Shares

PBF ENERGY INC.

Class A Common Stock

