

PBF Energy Inc.
Form SC 13G/A
December 27, 2018
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

PBF Energy Inc. (the “Issuer”)

(Name of Issuer)

Class A Common Stock, \$0.001 par value per share (the “Class A Common Shares”)

(Title of Class of Securities)

69318G106

(CUSIP Number)

December 17, 2018

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this 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).

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
(ENTITIES ONLY)
Carlos Slim Helú

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A
GROUP*
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
México

5 SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH **5 - 0 -**

6 SHARED VOTING POWER
9,786,342 Class A Common Shares (See Item 4(c))

7 SOLE DISPOSITIVE POWER
7 - 0 -

8 SHARED DISPOSITIVE POWER
9,786,342 Class A Common Shares (See Item 4(c))

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9,786,342 Class A Common Shares (See Item 4(a))

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11 **8.2% of the total Class A Common Shares outstanding (See Item 4(b))**

12 TYPE OF REPORTING PERSON*
IN

CUSIP No. 69318G106 Page 2 of 13 Pages

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
(ENTITIES ONLY)
Carlos Slim Domit

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A
GROUP*
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
México

5 SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH **5 - 0 -**

6 SHARED VOTING POWER
9,786,342 Class A Common Shares (See Item 4(c))

7 SOLE DISPOSITIVE POWER
7 - 0 -

8 SHARED DISPOSITIVE POWER
9,786,342 Class A Common Shares (See Item 4(c))

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9,786,342 Class A Common Shares (See Item 4(a))

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11 **8.2% of the total Class A Common Shares outstanding (See Item 4(b))**

12 TYPE OF REPORTING PERSON*
IN

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
(ENTITIES ONLY)
Marco Antonio Slim Domit

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A
GROUP*
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
México

5 SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH **5 - 0 -**

6 SHARED VOTING POWER
9,786,342 Class A Common Shares (See Item 4(c))

7 SOLE DISPOSITIVE POWER
7 - 0 -

8 SHARED DISPOSITIVE POWER
9,786,342 Class A Common Shares (See Item 4(c))

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9,786,342 Class A Common Shares (See Item 4(a))

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11 **8.2% of the total Class A Common Shares outstanding (See Item 4(b))**

12 TYPE OF REPORTING PERSON*
IN

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
(ENTITIES ONLY)
Patrick Slim Domit

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A
GROUP*
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
México

5 SOLE VOTING POWER
NUMBER OF **5 - 0 -**
SHARES

6 SHARED VOTING POWER
BENEFICIALLY **9,786,342 Class A Common Shares (See Item 4(c))**
OWNED BY

7 SOLE DISPOSITIVE POWER
EACH **7 - 0 -**
REPORTING

8 SHARED DISPOSITIVE POWER
PERSON WITH **9,786,342 Class A Common Shares (See Item 4(c))**

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY
EACH REPORTING PERSON
9,786,342 Class A Common Shares (See Item 4(a))

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW
(9) EXCLUDES
CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN
ROW 9
**8.2% of the total Class A Common Shares outstanding
(See Item 4(b))**

12 TYPE OF REPORTING PERSON*
IN

CUSIP No. 69318G106 Page 5 of 13 Pages

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
(ENTITIES ONLY)
María Soumaya Slim Domit

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A
GROUP*
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
México

5 SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH **5 - 0 -**

6 SHARED VOTING POWER
9,786,342 Class A Common Shares (See Item 4(c))

7 SOLE DISPOSITIVE POWER
7 - 0 -

8 SHARED DISPOSITIVE POWER
9,786,342 Class A Common Shares (See Item 4(c))

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9,786,342 Class A Common Shares (See Item 4(a))

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
8.2% of the total Class A Common Shares outstanding (See Item 4(b))

12 TYPE OF REPORTING PERSON*
IN

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
(ENTITIES ONLY)
Vanessa Paola Slim Domit

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A
GROUP*
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
México

5 SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH **5 - 0 -**

6 SHARED VOTING POWER
9,786,342 Class A Common Shares (See Item 4(c))

7 SOLE DISPOSITIVE POWER
7 - 0 -

8 SHARED DISPOSITIVE POWER
9,786,342 Class A Common Shares (See Item 4(c))

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9,786,342 Class A Common Shares (See Item 4(a))

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11 **8.2% of the total Class A Common Shares outstanding (See Item 4(b))**

12 TYPE OF REPORTING PERSON*
IN

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
(ENTITIES ONLY)
Johanna Monique Slim Domit

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A
GROUP*
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
México

5 SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH **5 - 0 -**

6 SHARED VOTING POWER
9,786,342 Class A Common Shares (See Item 4(c))

7 SOLE DISPOSITIVE POWER
7 - 0 -

8 SHARED DISPOSITIVE POWER
9,786,342 Class A Common Shares (See Item 4(c))

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9,786,342 Class A Common Shares (See Item 4(a))

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11 **8.2% of the total Class A Common Shares outstanding (See Item 4(b))**

12 TYPE OF REPORTING PERSON*
IN

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1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 (ENTITIES ONLY)
Inversora Carso, S.A. de C.V., formerly known as
Inmobiliaria Carso, S.A. de C.V.
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A
 GROUP*
 (a)
 (b)
3 SEC USE ONLY
4 CITIZENSHIP OR PLACE OF ORGANIZATION
México
5 SOLE VOTING POWER
 NUMBER OF **5** - **0** -
 SHARES
 BENEFICIALLY **6** SHARED VOTING POWER
 OWNED BY **9,786,342 Class A Common Shares (See Item 4(c))**
 EACH **7** SOLE DISPOSITIVE POWER
 REPORTING **7** - **0** -
 PERSON WITH **8** SHARED DISPOSITIVE POWER
9,786,342 Class A Common Shares (See Item 4(c))
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY
 EACH REPORTING PERSON
9,786,342 Class A Common Shares (See Item 4(a))
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW
 (9) EXCLUDES
 CERTAIN SHARES*
 PERCENT OF CLASS REPRESENTED BY AMOUNT IN
 ROW 9
11 **8.2% of the total Class A Common Shares outstanding**
(See Item 4(b))
12 TYPE OF REPORTING PERSON*
HC

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Item

1.

Name of Issuer:

(a)

PBF Energy Inc. (the "Issuer")

Address of Issuer's Principal Executive Offices:

One Sylvan Way, Second Floor

(b)

Parsippany, New Jersey 07054

Item

2.

Name of Persons Filing:

This statement is filed pursuant to Rule 13d-2(b) under the U.S. Securities Exchange Act of 1934, as amended (the "Act"), by the persons listed below (the "Reporting Persons").

(1)

Carlos Slim Helú, Carlos Slim Domit, Marco Antonio Slim Domit, Patrick Slim Domit, María Soumaya Slim Domit, Vanessa Paola Slim Domit and Johanna Monique Slim Domit (collectively, the "Slim Family"). The members of the Slim Family are beneficiaries of a Mexican trust which in turn owns all of the outstanding voting securities of Inversora Carso, S.A. de C.V, formerly known as Inmobiliaria Carso, S.A. de C.V.

(a)

("Inversora Carso").

(2)

Inversora Carso, a *sociedad anónima de capital variable* organized under the laws of the United Mexican States ("Mexico"), is a holding company with portfolio investments in various companies. Inversora Carso owns all of the outstanding voting securities of Control Empresarial de Capitales S.A. de C.V.

(b) **Address of Principal Business Office:**

(i) The principal business address for each member of the Slim Family is:

Paseo de las Palmas 736
Colonia Lomas de Chapultepec
11000 Ciudad de México,
México

(ii) Inversora Carso's principal business address is:

Paseo de las Palmas 781

Piso 3, Lomas de Chapultepec, Sección III

Miguel Hidalgo, Ciudad de México, México, 11000

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Citizenship:

- (c) Each member of the Slim Family is a Mexican citizen and Inversora Carso is a Mexican corporation.

Title of Class of Securities:

- (d) Class A Common Stock, \$0.001 par value per share (the "Class A Common Shares")

CUSIP Number:

- (e) 69318G106

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a(n):

- (a) Broker or dealer registered under Section 15 of the Act;
- (b) Bank as defined in Section 3(a)(6) of the Act;
- (c) Insurance company as defined in Section 3(a)(19) of the Act;
- (d) Investment company registered under Section 8 of the Investment Company Act;
- (e) Investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) Employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) Parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act; or
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Amount Beneficially Owned:

- (a) As of the date of this filing, (i) Inversora Carso, directly or indirectly, owns 9,786,342 Class A Common Shares, and (ii) the Slim Family, which are beneficiaries of a Mexican trust that in turn owns all of the issued and outstanding voting equity securities of Inversora Carso, may be deemed to beneficially own indirectly the Class A Common Shares beneficially owned, directly or indirectly, by Inversora Carso.

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- (b) **Percent of Class:**
The Class A
Common Shares
beneficially owned
by the Slim Family
constitute
approximately 8.2%
of the 119,889,646
issued and
outstanding Class A
Common Shares, as
reported in the Form
10-Q filed by the
Issuer with the
Securities and
Exchange
Commission ("SEC")
on October 31, 2018.

The Class A
Common Shares
beneficially owned
by Inversora Carso
constitute
approximately 8.2%
of the 119,889,646
issued and
outstanding Class A
Common Shares, as
reported in the Form
10-Q filed by the
Issuer with the SEC
on October 31, 2018.

- (c) **Number of shares
as to which such
person has:**
- (i) **Sole power
to vote or
to direct
the vote:**
-0-
 - (ii) **Shared
power to
vote or to
direct the
vote:**

As to the
Slim
Family:
9,786,342
Class A
Common
Shares

As to
Inversora
Carso:
9,786,342
Class A
Common
Shares

(iii) **Sole power to dispose or to direct the disposition of: -0-
Shared power to dispose or direct the disposition of:**

(iv) As to the
Slim
Family:
9,786,342
Class A
Common
Shares

As to
Inversora
Carso:
9,786,342
Class A
Common
Shares

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

Ownership of More than Five Percent on Behalf of Another Person.

Item 6.

Not applicable.
Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Item 7.

Class A Common Shares reported as beneficially owned by Inversora Carso include Class A Common Shares owned by its subsidiary Control Empresarial de Capitales S.A. de C.V.

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

The identity of each member of the group filing this schedule is as follows: Carlos Slim Helú, Carlos Slim Domit, Marco Antonio Slim Domit, Patrick Slim Domit, María Soumaya Slim

Domit, Vanessa
Paola Slim Domit,
Johanna Monique
Slim Domit, and
Inversora Carso, S.A.
de C.V.

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Item Notice of Dissolution of Group.

9. Not applicable.

Certifications.

Item By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not
10. 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 that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

The Powers of Attorney for the members of the Slim Family and Inversora, which are filed as exhibits to the Form 4 filed by the Slim Family and Inversora with the SEC on February 12, 2018 in connection with their sale of Class A Common Shares, par value \$0.10 per share of The New York Times Company, and the Joint Filing Agreement among the Slim Family and Inversora, filed by the Slim Family and Inversora with the SEC on August 30, 2017 as an exhibit to the initial Schedule 13G in respect of their ownership of the Issuer, are hereby incorporated herein by reference.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Carlos Slim Helú

Carlos Slim Domit

By: /s/ Marco Antonio Slim Domit

Marco Antonio Slim Domit

Marco Antonio Slim Domit

Attorney-in-Fact

December 27, 2018

Patrick Slim Domit

María Soumaya Slim Domit

Vanessa Paola Slim Domit

Johanna Monique Slim Domit

INVERSORA CARSO, S.A. DE C.V.

By: Armando Ibáñez Vasquez

Title: Attorney-in-Fact