

PBF Logistics LP
Form S-4
September 02, 2015
Table of Contents

As filed with the Securities and Exchange Commission on September 2, 2015

Registration No. 333-

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

FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

PBF LOGISTICS LP
PBF LOGISTICS FINANCE CORPORATION
(Exact Name of Registrant as Specified in Its Charter)

| | | |
|-----------------|-------------|-------------------|
| Delaware | 4610 | 35-2470286 |
| Delaware | 4610 | 36-4808863 |

**(State or Other Jurisdiction of
Incorporation or Organization)** **(Primary Standard Industrial
Classification Code Number)** **(I.R.S. Employer
Identification Number)**

One Sylvan Way, Second Floor

Parsippany, New Jersey 07054

Telephone: (973) 455-7500

**(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrants Principal
Executive Offices)**

Jeffrey Dill, Esq.

Senior Vice President, General Counsel and Secretary

PBF Logistics GP LLC

One Sylvan Way, Second Floor

Parsippany, New Jersey 07054

Telephone: (973) 455-7500

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

Copies to:

Todd E. Lenson, Esq.

Jordan M. Rosenbaum, Esq.

Stroock & Stroock & Lavan LLP

180 Maiden Lane

New York, New York 10038

Telephone: (212) 806-5400

Approximate date of commencement of proposed exchange offer: As soon as practicable after the effective date of this Registration Statement.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer " Accelerated filer "
 Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company "
 If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issue Tender Offer) "

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer) "

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount | Proposed Maximum Offering Price per Unit | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee(1) |
|--|--------------------------------|---|---|-------------------------------------|
| | to be Registered | | | |
| 6.875% Senior Notes due 2023 Guarantees of the 6.875% Senior Notes due 2023(2) | \$330,090,000 \$330,090,000 | 100% N/A | \$330,090,000 N/A | \$38,357 (3) |

(1) Estimated solely for the purpose of calculating the registration fee under Rule 457(f) of the Securities Act of 1933, as amended (the Securities Act).

(2)

The entities listed on the Table of Additional Registrant Guarantors on the following page have guaranteed the notes being registered hereby.

(3) Pursuant to Rule 457(n) under the Securities Act, no additional registration fee is due for guarantees.

The Registrants hereby amend this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrants shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act, or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

Table of Contents**TABLE OF ADDITIONAL REGISTRANT GUARANTORS**

| Exact Name of Registrant Guarantor(1) | State or Other Jurisdiction of Incorporation or Formation | IRS Employer Identification Number |
|--|--|---|
| Delaware City Logistics Company LLC | Delaware | 61-1758623 |
| Delaware City Terminaling Company LLC | Delaware | 37-1719133 |
| Delaware Pipeline Company LLC | Delaware | 27-2198577 |
| PBF Energy Company LLC | Delaware | 61-1622166 |
| Toledo Terminaling Company LLC | Delaware | 37-1769303 |

(1) The address for each Registrant Guarantor is One Sylvan Way, Second Floor, Parsippany, New Jersey 07054 and the telephone number for each registrant is (973) 455-7500.

Table of Contents

SUBJECT TO COMPLETION, DATED SEPTEMBER 2, 2015

The information in this prospectus is not complete and may be changed. We may not complete the exchange offer and issue these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any jurisdiction where the offering is not permitted.

PRELIMINARY PROSPECTUS

PBF LOGISTICS LP

PBF LOGISTICS FINANCE CORPORATION

Offer to Exchange (the exchange offer)

Up To \$330,090,000 of

6.875% Senior Notes due 2023

That Have Not Been Registered Under

The Securities Act of 1933

For

Up To \$330,090,000 of

6.875% Senior Notes due 2023

That Have Been Registered Under

The Securities Act of 1933

Terms of the New 6.875% Senior Notes due 2023 Offered in the Exchange Offer:

The terms of the new notes are substantially identical to the terms of the old notes that were issued on May 12, 2015, except that the new notes will be registered under the Securities Act of 1933, as amended, and will not contain restrictions on transfer, registration rights or provisions for payments of additional interest included in the registration rights agreement relating to the old notes.

Terms of the Exchange Offer:

We are offering to exchange up to \$330,090,000 of our old notes for new notes with substantially identical terms that have been registered under the Securities Act and are freely tradable.

We will exchange all old notes that you validly tender and do not validly withdraw before the exchange offer expires for an equal principal amount of new notes.

The exchange offer expires at 12:00 a.m. midnight, New York City time, on _____, 2015, unless extended. We do not currently intend to extend the expiration date.

Tenders of old notes may be withdrawn at any time prior to the expiration of the exchange offer.

The exchange of new notes for old notes will not be a taxable event for U.S. federal income tax purposes.

Each broker-dealer that receives new notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of such new notes. The letter of transmittal states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of new notes received in exchange for old notes where such old notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed that, for a period of 180 days after the expiration date, we will make this prospectus available to any broker-dealer for use in connection with any such resale. See Plan of Distribution.

You should carefully consider the Risk Factors beginning on page 15 of this prospectus before participating in the exchange offer.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is _____, 2015

Table of Contents

This prospectus is part of a registration statement we filed with the SEC. You should rely only on the information contained in this prospectus and in the accompanying letter of transmittal. We have not authorized anyone to provide you with different information. The prospectus may be used only for the purposes for which it has been published and no person has been authorized to give any information not contained herein. If you receive any other information, you should not rely on it. The information contained in this prospectus is current only as of its date. We are not making an offer to sell these securities or soliciting an offer to buy these securities in any jurisdiction where an offer or solicitation is not authorized or in which the person making that offer or solicitation is not qualified to do so or to anyone whom it is unlawful to make an offer or solicitation.

TABLE OF CONTENTS

| | |
|--|-------------|
| <u>INDUSTRY AND MARKET DATA</u> | Page iii |
| <u>CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS</u> | iv |
| <u>INCORPORATION BY REFERENCE</u> | vi |
| <u>WHERE YOU CAN FIND MORE INFORMATION</u> | viii |
| <u>PROSPECTUS SUMMARY</u> | 1 |
| <u>RISK FACTORS</u> | 15 |
| <u>USE OF PROCEEDS</u> | 23 |
| <u>RATIO OF EARNINGS TO FIXED CHARGES</u> | 24 |
| <u>EXCHANGE OFFER</u> | 25 |
| <u>DESCRIPTION OF NOTES</u> | 33 |
| <u>INFORMATION REGARDING PBF ENERGY COMPANY LLC</u> | 85 |
| <u>MATERIAL UNITED STATES FEDERAL INCOME TAX CONSEQUENCES</u> | 198 |
| <u>CERTAIN ERISA CONSIDERATIONS</u> | 199 |
| <u>PLAN OF DISTRIBUTION</u> | 201 |
| <u>LEGAL MATTERS</u> | 202 |
| <u>EXPERTS</u> | 202 |
| <u>INDEX TO FINANCIAL STATEMENTS OF PBF ENERGY COMPANY LLC</u> | F-1 |

In this prospectus we refer to the notes to be issued in the exchange offer as the new notes, and we refer to the \$330,090,000 aggregate principal amount of our 6.875% senior notes due 2023 issued on May 12, 2015, as the old notes. This prospectus does not cover the \$19,910,000 aggregate principal amount of 6.875% senior notes due 2023 which were issued and sold concurrently with the old notes to certain of PBF Energy Inc.'s officers and directors and their affiliates and family members, which we refer to as the private placement notes. Because these purchasers may be deemed to be our affiliates, based on interpretations by the staff of the SEC in no action letters issued to third parties not related to us, these purchasers are not eligible to participate in the exchange offer with respect to the private placement notes. The private placement notes are identical to the old notes (but are not expected to trade, and are not

fungible, with the old notes) and were sold without registration under the securities laws. We refer to the new notes, the private placement notes and the old notes collectively as the notes. In this prospectus, references to PBFX or the issuer refer to PBF Logistics LP, a Delaware limited partnership, formed on February 25, 2013. In this prospectus, references to the co-issuer refer to PBF Logistics Finance Corporation, a Delaware corporation, incorporated on April 27, 2015, and a wholly-owned subsidiary of PBFX. PBF Logistics Finance Corporation has no material assets, and was formed for the purpose of being a co-issuer or guarantor of certain of our indebtedness. References to the issuers refer to the issuer and the co-issuer together.

Table of Contents

This prospectus incorporates by reference important business and financial information about us from documents filed with the SEC that have not been included herein or delivered herewith. This information is available without charge at the website that the SEC maintains at <http://www.sec.gov>, as well as from other sources. See **Incorporation by Reference . In addition, you may request copies of the documents incorporated by reference in this prospectus from us, at no cost, by writing or calling our general partner at the following address or phone number: **PBF Logistics GP LLC, One Sylvan Way, Second Floor, Parsippany, New Jersey 07054, Attention: General Counsel (Telephone (973) 455-7500)**. In order to receive timely delivery of those materials, you must make your requests no later than five business days before expiration of the exchange offer.**

Table of Contents

INDUSTRY AND MARKET DATA

In this prospectus and in the documents incorporated by reference herein, we refer to information regarding market data and other statistical information obtained from independent industry publications, government publications or other published independent sources. Some data is also based on our good faith estimates. Although we believe these third party sources are reliable, we have not independently verified the information and cannot guarantee its accuracy and completeness. Estimates are inherently uncertain, involve risks and uncertainties and are subject to change based on various factors, including those described elsewhere in this prospectus and the documents incorporated by reference herein under the heading Risk Factors. Moreover, forecasted information is inherently uncertain and we can provide no assurance that forecasted information will materialize.

Table of Contents

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements and information in and incorporated by reference into this prospectus may constitute forward-looking statements. You can identify forward-looking statements because they contain words such as believes, expects, may, should, seeks, approximately, intends, plans, estimates, anticipates or similar terms that relate to our strategy, plans or intentions. All statements we make relating to our estimated and projected earnings, margins, costs, expenditures, cash flows, growth rates and financial results or to our expectations regarding future industry trends are forward-looking statements. In addition, we, through our senior management, from time to time make forward-looking public statements concerning our expected future operations and performance and other developments. These forward-looking statements are subject to risks and uncertainties that may change at any time, and, therefore, our actual results may differ materially from those that we expected. We derive many of our forward-looking statements from our operating budgets and forecasts, which are based upon many detailed assumptions. While we believe that our assumptions are reasonable, we caution that it is very difficult to predict the impact of known factors, and, of course, it is impossible for us to anticipate all factors that could affect our actual results.

Important factors that could cause actual results to differ materially from our expectations, which we refer to as cautionary statements, are disclosed in this prospectus and the other documents incorporated by reference herein. All forward-looking information in this prospectus and the other documents incorporated by reference herein and subsequent written and oral forward-looking statements attributable to us, or persons acting on our behalf, are expressly qualified in their entirety by the cautionary statements. Some of the factors that we believe could affect our results include:

our limited operating history as a separate public partnership;

changes in general economic conditions;

our ability to make, complete and integrate acquisitions from affiliates or third parties;

our ability to have sufficient cash from operations to enable us to service our indebtedness or pay the minimum quarterly distribution;

competitive conditions in our industry;

actions taken by our customers and competitors;

the supply of, and demand for, crude oil, refined products and logistics services;

our ability to successfully implement our business plan;

our dependence on subsidiaries owned by PBF Energy Inc., or PBF Energy, for all of our revenues and, therefore, we are subject to the business risks of PBF Energy;

all of our revenue is generated at two of PBF Energy's facilities, and any adverse development at either facility could have a material adverse effect on us;

our ability to complete internal growth projects on time and on budget;

the price and availability of debt and equity financing;

operating hazards and other risks incidental to handling crude oil and petroleum products;

natural disasters, weather-related delays, casualty losses and other matters beyond our control;

interest rates;

labor relations;

changes in the availability and cost of capital;

the effects of existing and future laws and governmental regulations, including those related to the shipment of crude oil by trains;

Table of Contents

changes in insurance markets impacting costs and the level and types of coverage available;

the timing and extent of changes in commodity prices and demand for PBF Energy's refined products and the differential in the prices of different crude oils;

the suspension, reduction or termination of PBF Energy's obligations under our commercial agreements;

disruptions due to equipment interruption or failure at our facilities, PBF Energy's facilities or third-party facilities on which our business is dependent;

incremental costs as a stand-alone public company;

our general partner and its affiliates, including PBF Energy, have conflicts of interest with us and limited duties to us and our unitholders, and they may favor their own interests to the detriment of us and our other common unitholders;

our partnership agreement restricts the remedies available to holders of our common units for actions taken by our general partner that might otherwise constitute breaches of fiduciary duty;

holders of our common units have limited voting rights and are not entitled to elect our general partner or its directors;

our tax treatment depends on our status as a partnership for U.S. federal income tax purposes, as well as our not being subject to a material amount of entity level taxation by individual states;

changes at any time (including on a retroactive basis) in the tax treatment of publicly traded partnerships or an investment in our common units;

our unitholders will be required to pay taxes on their share of our taxable income even if they do not receive any cash distributions from us;

the effects of future litigation; and

other factors discussed elsewhere in more detail under "Risk Factors" of this prospectus and that are incorporated by reference herein.

We caution you that the foregoing list of important factors may not contain all of the material factors that are important to you. In addition, in light of these risks and uncertainties, the matters referred to in the forward-looking statements contained in this prospectus and the documents that are incorporated by reference herein may not in fact occur. Accordingly, investors should not place undue reliance on those statements.

Our forward-looking statements speak only as of the date of this prospectus or as of the date which they are made. Except as required by applicable law, including the securities laws of the United States, we undertake no obligation to update or revise any forward-looking statements. All subsequent written and oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the foregoing.

Table of Contents

INCORPORATION BY REFERENCE

The SEC allows us to incorporate by reference information into this prospectus. This means that we can disclose important information to you by referring you to another document. Any statement contained herein, or in any documents incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for the purpose of this prospectus to the extent that a subsequent statement contained herein or in any subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus.

This prospectus incorporates by reference the documents listed below that we have previously filed with the SEC. These documents contain important information about us. Any information referred to in this way is considered part of this prospectus from the date we filed that document.

We incorporate by reference the documents listed below:

PBFX's Current Reports on Form 8-K and Form 8-K/A (excluding Items 2.02 and 7.01 and related exhibits) filed on May 4, 2015, May 5, 2015, May 11, 2015, May 18, 2015, July 13, 2015 and September 2, 2015 (three reports filed on such date);

PBFX's Annual Report on Form 10-K for the fiscal year ended December 31, 2014 (the 2014 Annual Report), as filed with the SEC on February 26, 2015, except for Items 6, 7, and 8 as modified in our Form 8-K filed on September 2, 2015, incorporated by reference herein as set forth above;

PBFX's Quarterly Report on Form 10-Q for the quarter ended March 31, 2015 (the March Quarterly Report), as filed with the SEC on May 1, 2015, except for Items 1 and 2 as modified in our Form 8-K filed on September 2, 2015, incorporated by reference herein as set forth above;

PBFX's Quarterly Report on Form 10-Q for the quarter ended June 30, 2015 (the June Quarterly Report), as filed with the SEC on August 6, 2015, except for Item 1 as modified in our Form 8-K filed on September 2, 2015, incorporated by reference herein as set forth above; and

All documents filed by PBFX under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act) after the date of the initial registration statement and prior to the effectiveness of the registration statement and after the date of this prospectus and before the termination of the exchange offer to which this prospectus relates (other than information furnished pursuant to Item 2.02 or Item 7.01 of any Current Report on Form 8-K, unless expressly stated otherwise therein).

In reviewing any agreements incorporated by reference, please remember that they are included to provide you with information regarding the terms of such agreements and are not intended to provide any other factual or disclosure information about us. The agreements may contain representations and warranties by us which should not in all

instances be treated as categorical statements of fact, but rather as a way of allocating the risk to one of the parties if those statements prove to be inaccurate. The representations and warranties were made only as of the date of the relevant agreement or such other date or dates as may be specified in such agreement and are subject to more recent developments. Accordingly, these representations and warranties alone may not describe the actual state of affairs as of the date they were made or at any other time.

Table of Contents

We will provide without charge to each person to whom this prospectus is delivered, upon his or her written or oral request, a copy of any or all documents referred to above which have been or may be incorporated by reference into this prospectus and any exhibit specifically incorporated by reference in those documents. You may request copies of those documents, at no cost, by writing or calling our general partner at the following address or telephone number:

PBF Logistics GP LLC

Attention: Secretary

One Sylvan Way, Second Floor

Parsippany, New Jersey 07054

(973) 455-7500

vii

Table of Contents

WHERE YOU CAN FIND MORE INFORMATION

We and the guarantors have filed with the SEC a registration statement on Form S-4 under the Securities Act with respect to the new notes. This prospectus, which forms a part of the registration statement, does not contain all of the information set forth in the registration statement. For further information with respect to us, the guarantors and the new notes, reference is made to the registration statement. Statements contained in this prospectus as to the contents of any contract or other document are not necessarily complete, and, where such contract or other document is an exhibit to the registration statement, each such statement is qualified by the provisions in such exhibit, to which reference is hereby made. We have historically filed annual, quarterly and current reports and other information with the SEC. The registration statement, such reports and other information can be inspected and copied at the Public Reference Room of the SEC located at 100 F Street, N.E., Washington D.C. 20549. Copies of such materials, including copies of all or any portion of the registration statement, can be obtained from the Public Reference Room of the SEC at prescribed rates. You can call the SEC at 1-800-SEC-0330 to obtain information on the operation of the Public Reference Room. Such materials may also be accessed electronically by means of the SEC's website at <http://www.sec.gov>, and at our website at <http://www.pbflogistics.com>. Information on or accessible through our website is not incorporated by reference into this prospectus and does not constitute a part of this prospectus unless we specifically so designate and file with the SEC.

So long as we are subject to the periodic reporting requirements of the Exchange Act, we are required to furnish the information required to be filed with the SEC to the trustee and the holders of the notes. We have agreed that, even if we are not required under the Exchange Act to furnish such information to the SEC, we will nonetheless continue to furnish information that would be required to be furnished by us by Section 13 or 15(d) of the Exchange Act.

Table of Contents**PROSPECTUS SUMMARY**

This summary highlights the information contained elsewhere or incorporated by reference in this prospectus. Because this is only a summary, it does not contain all of the information that may be important to you. For a more complete understanding of this exchange offer, we encourage you to read this prospectus and the documents incorporated by reference in this prospectus. You should read the following summary together with the more detailed information and consolidated financial statements, including the accompanying notes, included elsewhere or incorporated by reference in this prospectus. You should consider, among other things, the matters set forth in Risk Factors before deciding to participate in the exchange offer.

On May 14, 2014, PBF Logistics LP completed its initial public offering (the IPO). Unless the context otherwise requires, references in this prospectus to PBF Logistics LP, PBFX, the Partnership, we, us or our (except as set forth in the section of this prospectus titled Information Regarding PBF Energy Company LLC) may refer to PBF Logistics LP, one or more of its consolidated subsidiaries or all of them taken as a whole. The financial statements incorporated by reference herein include the consolidated financial results of PBF MLP Predecessor, or our Predecessor, our predecessor for accounting purposes, for periods presented through May 13, 2014, and the consolidated financial results of PBFX for the periods beginning May 14, 2014, the date of the IPO. Our Predecessor did not historically operate its assets for the purpose of generating revenues independent of other PBF Energy businesses that we support. Upon closing of the IPO and subsequent acquisitions from PBF Energy, we entered into commercial and service agreements with subsidiaries of PBF Energy under which we operate our assets for the purpose of generating fee-based revenues. References in this prospectus to our general partner or PBF GP refer to PBF Logistics GP LLC. Unless the context otherwise requires, references in this prospectus to PBF Energy refer collectively to PBF Energy Inc. and its subsidiaries, other than PBFX, its subsidiaries and our general partner. References to PBF LLC refer to PBF Energy Company LLC, the majority owner of our limited partnership interests and the sole member of our general partner, which provides a limited guarantee of collection of the principal amount of the notes (the PBF LLC limited guarantee). Any references in this prospectus to guarantors or the guarantees exclude PBF LLC and the PBF LLC limited guarantee.

PBF Logistics LP

We are a fee-based Delaware master limited partnership formed in February 2013 by PBF Energy to own or lease, operate, develop and acquire crude oil and refined petroleum products terminals, pipelines, storage facilities and similar logistics assets. Our common units trade on the New York Stock Exchange under the symbol PBFX.

We receive, store, handle and transfer crude oil from sources located throughout the United States and Canada for PBF Energy in support of its three refineries located in Toledo, Ohio, Delaware City, Delaware and Paulsboro, New Jersey. We also receive, store, handle, transport and deliver petroleum products for PBF Energy's Delaware City and Toledo refineries. Our assets are integral components of the crude oil delivery operations at all three of PBF Energy's refineries. PBF Energy can also deliver crude oil we unload at its Delaware refinery to third parties. We generate all of our revenues by charging fees for receiving, storing, handling and transferring crude oil and petroleum products under long-term, fee-based commercial agreements with subsidiaries of PBF Energy, which we believe enhances the stability of our cash flows. We do not take ownership of or receive any payments based on the value of the crude oil that we handle and do not engage in the trading of any commodities. As a result, we have no direct exposure to commodity price fluctuations.

Our relationship with PBF Energy is one of our principal strengths. Our general partner, PBF GP, is wholly-owned by PBF LLC, a subsidiary of PBF Energy. PBF Energy (NYSE: PBF) is one of the largest independent petroleum refiners and suppliers of unbranded transportation fuels, heating oil, petrochemical feedstocks,

Table of Contents

lubricants and other petroleum products in the United States. It sells its products throughout the Northeast and Midwest of the United States, and in other regions of the United States and Canada, and is able to ship products to other international destinations. PBF Energy currently owns and operates three domestic oil refineries with a combined processing capacity, known as throughput, of approximately 540,000 barrels per day (bpd) and a weighted average Nelson Complexity Index of 11.3.

We intend to seek opportunities to grow our business by acquiring additional logistics assets from PBF Energy and third parties and through organic growth, including by potentially constructing new assets and increasing the utilization of our existing assets. We were formed by PBF Energy to be the primary vehicle to expand the logistics assets supporting its business. We expect that PBF Energy will serve as a critical source of our future growth by providing us with opportunities to purchase additional logistics assets that it currently owns or may acquire or develop in the future. PBF Energy owns and operates a substantial portfolio of associated logistics assets supporting its three refineries.

Our Assets and Operations

Currently, our business consists of two operating segments: our terminaling and transportation segment and our storage segment.

Terminaling and Transportation Segment

DCR Rail Terminal. Our DCR Rail Terminal is a light crude oil rail unloading terminal, which commenced operations in February 2013 and serves PBF Energy's Delaware City and Paulsboro refineries, or the East Coast refineries. The DCR Rail Terminal has a double-loop track, which can hold up to two 100-car unit trains and is capable of unloading a single unit train in approximately 14 hours. An expansion project was completed in July 2014 that increased the terminal's unloading capacity from 105,000 bpd to 130,000 bpd. PBF Energy can move crude oil by barge to its Paulsboro refinery from its Delaware City refinery after the crude has been unloaded. PBF Energy can also move the crude oil to other locations, including locations owned by third parties. The DCR Rail Terminal allows the East Coast refineries to source crude oil from Western Canada and the United States, which may provide PBF Energy cost advantages compared to international crude oil that has historically been processed at the East Coast refineries and that is priced off of the Brent benchmark. The facility is connected to the Delaware City refinery's crude tank farm by Delaware City Refining Company LLC's pipeline. The East Coast refineries have a combined refining capacity of 370,000 bpd.

Toledo Truck Terminal. Our Toledo Truck Terminal serves PBF Energy's Toledo refinery, and is currently comprised of six lease automatic custody transfer (LACT) units and has unloading capacity of 22,500 bpd. PBF Energy acquired the Toledo refinery in 2011 and has added these additional truck crude oil unloading capabilities that provide feedstock sourcing flexibility for the refinery and enables the Toledo refinery to run a more cost-advantaged crude oil slate. The Toledo refinery processes light, sweet crude oil and has a throughput capacity of 170,000 bpd.

DCR West Rack. Our DCR West Rack is a heavy crude oil rail unloading facility at PBF Energy's Delaware City refinery, with total throughput capacity of at least 40,000 bpd, that commenced operations in

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August 2014. The DCR West Rack consists of 25 heated unloading stations, capable of handling 50 cars simultaneously located between two tracks and is equipped with steam and nitrogen to facilitate the unloading of heavy crude oil sourced from Canada. The facility can also unload light crude oil. Additionally, there are six other ladder tracks available providing the facility with a total capacity to hold two 100 car unit trains. The facility is connected to the Delaware City refinery's crude tank farm by Delaware City Refining Company LLC's pipeline.

Table of Contents

Toledo Storage Facility (propane loading). Our Toledo Storage Facility at PBF Energy's Toledo refinery consists of 27 propane storage bullets and a truck loading facility and has a throughput capacity of approximately 11,000 bpd.

Delaware City Products Pipeline. The Delaware City Products Pipeline consists of a 23.4 mile, 16-inch interstate petroleum products pipeline which has a capacity in excess of 125,000 bpd. The pipeline transports refined petroleum products from the Delaware City refinery to Sunoco Logistics' Twin Oaks pump station at Delaware County, PA, with connections to Buckeye's Laurel pipeline and Sunoco Logistics' northeast pipeline systems that serve Western Pennsylvania and New York.

Delaware City Truck Rack. The Delaware City Truck Rack is a 15-lane, 76,000 bpd capacity truck loading rack located at PBF Energy's Delaware City refinery and is utilized to distribute gasoline, distillates and LPGs.

Storage Segment

Toledo Storage Facility. The Toledo Storage Facility consists of 30 tanks for storing crude oil, refined products and intermediates at PBF Energy's Toledo Refinery. The aggregate shell capacity of the storage facility is approximately 3.9 million barrels, of which approximately 1.3 million barrels are dedicated to crude oil storage and approximately 2.6 million barrels are allocated to refined products and intermediates.

Business Strategies

Our primary business objectives are to maintain stable and predictable cash flows and create value for our stakeholders. We intend to achieve these objectives through the following business strategies:

Generate Stable, Fee-Based Cash Flow. We believe our long-term, fee-based logistics contracts provide us with stable, predictable cash flows. We generate all of our revenue from PBF Energy under various commercial agreements which include minimum quarterly volume commitments, minimum storage commitments, inflation escalators and initial terms of approximately seven to ten years. Over time, we will continue to seek to enter into similar contracts with PBF Energy and/or third parties that generate stable and predictable cash flows.

Maintain a Conservative Capital Structure. We plan to pursue a disciplined financial policy and maintain a conservative capital structure to allow us to execute our organic growth projects as well as acquisitions. This includes funding growth with a variety of sources, including cash on hand, our existing revolving credit facility, or the Revolving Credit Facility, the debt and equity capital markets and issuing equity to PBF Energy.

Seek to Optimize Our Existing Assets and Pursue Third-Party Volumes. We intend to enhance the profitability of our existing assets by increasing throughput volumes from PBF Energy, attracting third-party volumes, improving operating efficiencies and managing costs.

Maintain Safe, Reliable and Efficient Operations. We are committed to maintaining and improving the safety, reliability, environmental compliance and efficiency of our operations. We seek to improve operating performance through our commitment to our preventive maintenance program and to employee training and development programs. We will continue to emphasize safety in all aspects of our operations. For example, we believe our and PBF Energy's operations comply with the recently enacted emergency orders governing shipments of petroleum crude oil transported by rail. We believe these objectives are integral to maintaining stable cash flows and are critical to the success of our business.

Pursue Organic Growth Initiatives. We intend to pursue organic growth projects with PBF Energy that complement and expand our existing operational footprint. We will examine projects that arise

Table of Contents

from the growth of PBF Energy's refining operations and from third-party activity in our areas of operation. For example, PBF Energy is positioning its Toledo refinery to be able to receive additional volumes of crude oil from the Utica Shale by truck, which would provide us with an opportunity to expand throughput volumes at our Toledo Truck Terminal.

Competitive Strengths

We believe we are well positioned to successfully execute our business strategies because of the following competitive strengths:

Relationship with PBF Energy. One of our key strengths is our relationship with PBF Energy. We serve as PBF Energy's primary vehicle to expand the logistics assets supporting its business. We believe that PBF Energy will be incentivized to grow our business as a result of its significant indirect economic interest in us, including 100% ownership of our general partner, a majority ownership of our limited partnership interests and all of our incentive distribution rights, or IDRs. In particular, we expect to continue to benefit from the following aspects of our relationship with PBF Energy:

Acquisition Opportunities. Under the Third Amended and Restated Omnibus Agreement, PBF Energy has granted us a right of first offer on certain logistics assets and may, under certain circumstances, offer us the opportunity to purchase additional logistics assets that it may acquire or construct in the future. We also expect to jointly pursue strategic acquisitions with PBF Energy that complement and grow our asset base.

Strength of PBF Energy's Refining Business. PBF Energy's Delaware City, Paulsboro and Toledo refineries have a combined throughput capacity of 540,000 bpd, making PBF Energy the fifth largest independent refiner in the United States. PBF Energy's refineries provide it with buying power advantages, and it benefits from the cost efficiencies that result from operating three large refineries. In addition, its refinery assets are located in high-demand regions where product demand exceeds refining capacity.

Access to Operational and Industry Expertise. We expect to continue to benefit from PBF Energy's extensive operational, commercial and technical expertise, as well as its industry relationships throughout the midstream and downstream value chain, as we look to optimize and expand our existing asset base.

Stable Cash Flows Supported by Long-Term, Take-or-Pay Contracts with Minimum Volume Commitments. We currently generate all of our revenue under long-term, take-or-pay contracts with PBF Energy. Each of our commercial agreements with PBF Energy include minimum volume or storage commitments and have fees adjusted for changes in the Producer Price Index and any increase in our operating costs for providing such services under such agreements, thereby providing us with stable and predictable minimum cash flows.

Strategically Located and Highly Integrated Assets. Our logistics assets are integral to the operations of PBF Energy's refineries. Our DCR Rail Terminal currently receives a substantial portion of the light crude oil processed by the Delaware City and Paulsboro refineries, and the Toledo Truck Terminal provides important feedstock supply infrastructure for the Toledo refinery.

High-Quality, Well-Maintained Asset Base. We continually invest in the maintenance and integrity of our assets and have developed various programs to help us efficiently monitor and maintain the assets. We employ an asset integrity program, which focuses on risk analysis, assessment, inspection, preventive measures, repair and data integration to provide reliable operations. We also have developed and use industrial processes to monitor and control our operations. In addition, our DCR Rail Terminal and DCR West Rack both commenced operations within the past 3 years and require a relatively small amount of maintenance capital expenditure, relative to peers with older assets.

Table of Contents

Financial Flexibility. We believe that our access to the debt and equity capital markets, as well as the capacity under our Revolving Credit Facility, provides us with the financial flexibility to execute our growth strategy.

Experienced Management and Operations Teams with a Demonstrated Track Record of Acquiring, Integrating and Operating Logistics Assets. Both our management and our operations teams have significant experience in the management and operation of logistics assets and the execution of expansion and acquisition strategies. Our management team has a proven track record of working together successfully to operate refining and logistics assets and to execute expansion and acquisition strategies, including while previously at Tosco Corporation and Premcor Inc.

Our Relationship with PBF Energy

PBF Energy is the indirect parent entity of PBF Holding Company LLC (PBF Holding), which serves as the parent company for PBF Energy's refinery operating subsidiaries. PBF Energy's three refineries are located in Toledo, Ohio, Delaware City, Delaware and Paulsboro, New Jersey. Its Midcontinent refinery at Toledo processes light, sweet crude oil, has a throughput capacity of 170,000 bpd and a Nelson Complexity Index of 9.2. The majority of Toledo's WTI-based cost advantaged crude oil is delivered via pipelines that originate in both Canada and the United States. Since the acquisition of the Toledo refinery in 2011, PBF Energy has added additional truck and rail crude oil unloading capabilities that provide feedstock sourcing flexibility for the refinery and enable Toledo to run a more cost-advantaged crude oil slate. Its East Coast refineries at Delaware City and Paulsboro have a combined refining capacity of 370,000 bpd and Nelson Complexity Indices of 11.3 and 13.2, respectively. These high conversion refineries have historically processed primarily medium and heavy, sour crudes and have historically received the bulk of their feedstock via ships and barges on the Delaware River. The Delaware City and Paulsboro refineries also receive light crude oil via the DCR Rail Terminal which commenced operations in February 2013, enhancing the flexibility and profitability of both refineries.

PBF Energy is the sole managing member of PBF LLC and operates and controls all of its business and affairs and consolidates the financial results of PBF LLC and its subsidiaries, including PBF Holding. PBF LLC is a holding company for the companies that directly or indirectly own and operate PBF Energy's business. As of June 30, 2015, PBF Energy's sole asset is a controlling economic interest of approximately 94.3% in PBF LLC, with the remaining 5.7% of the economic interests in PBF LLC held by certain of PBF Energy's current and former executive officers and directors and certain employees and others.

As of June 30, 2015, PBF LLC held a 53.8% limited partner interest in us, a non-economic general partner interest and all of our IDRs, with the remaining 46.2% limited partner interest held by public unitholders. We believe PBF Energy will promote and support the successful execution of our business strategies given its significant ownership in us, the importance of our assets to PBF Energy's refining operations and its stated intention to use us as a primary vehicle to grow its logistics business.

Partnership Structure and Management

PBF Logistics LP is a Delaware limited partnership formed in February 2013. Our general partner is PBF Logistics GP LLC, a Delaware limited liability company. PBF GP owns a non-economic general partner interest in us, and we are managed and operated by its board of directors and executive officers. PBF Energy (through its ownership in PBF LLC) owns all of the ownership interests in our general partner and is entitled to appoint the entire board of directors of our general partner.

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PBF Logistics Finance Corporation, our wholly-owned subsidiary, has no material assets or any liabilities other than as a co-issuer or guarantor of some of our indebtedness. Its activities are limited to co-issuing or

Table of Contents

guaranteeing our indebtedness and engaging in other activities incidental thereto. Each of our existing subsidiaries other than PBF Logistics Finance Corporation, and certain of our future subsidiaries, guarantee the notes.

Our principal executive offices are located at One Sylvan Way, Second Floor, Parsippany, New Jersey 07054, and our telephone number is (973) 455-7500. Our website is located at <http://www.pbflogistics.com>. We make available our periodic reports and other information filed with or furnished to the SEC, free of charge through our website, as soon as reasonably practicable after those reports and other information is electronically filed with or furnished to the SEC. Information on or accessible through our website or any other website is not incorporated by reference herein and does not constitute a part of this prospectus.

PBF Energy Company LLC

PBF LLC is a holding company for the companies that directly or indirectly own and operate PBF Energy's business. PBF LLC provides a limited guarantee of collection of the principal amount of the notes. PBF LLC also provides a similar limited guarantee of collection under our Revolving Credit Facility and our three-year \$300 million collateralized term loan facility, or the Term Loan. Under the PBF LLC limited guarantee, holders will not be entitled to obtain any recovery of principal from PBF LLC after an event of default unless and until holders have first exhausted their remedies against the issuers and guarantors. See Risk Factors Risks Related to the Notes Payment of principal and interest on the notes is effectively subordinated to our senior secured debt to the extent of the value of the assets securing the debt and structurally subordinated as to the indebtedness of any of our subsidiaries that do not guarantee the notes.

PBF LLC's principal executive offices are located at One Sylvan Way, Second Floor, Parsippany, New Jersey 07054, and PBF LLC's telephone number is (973) 455-7500.

Table of Contents

Organizational Structure

The following simplified diagram depicts our organizational structure as of June 30, 2015:

(1) PBF LLC provides a limited guarantee of collection of the principal amount of the notes. See Description of Notes Brief Description of the Notes and the Guarantees The Note Guarantees.

Table of Contents

The Exchange Offer

On May 12, 2015, we completed a private offering of \$330,090,000 aggregate principal amount of the old notes. We entered into a registration rights agreement with the initial purchasers in connection with the offering in which we agreed to deliver to you this prospectus and to use commercially reasonable efforts to consummate the exchange offer not later than 365 days after the date of original issuance of the old notes.

Exchange Offer

We are offering to exchange new notes for old notes. The terms of the new notes are substantially identical to the terms of the old notes that were issued on May 12, 2015, except that the new notes will be registered under the Securities Act and will not contain restrictions on transfer, registration rights or provisions for payments of additional interest included in the registration rights agreement relating to the old notes.

You may only exchange notes in denominations of \$2,000 and integral multiples of \$1,000 in excess thereof.

Expiration Date

The exchange offer will expire at 12:00 a.m. midnight, New York City time, on _____, 2015, unless we decide to extend it. We do not currently intend to extend the expiration date.

Resale

Based on an interpretation by the staff of the SEC set forth in no-action letters issued to third parties, we believe that the new notes issued pursuant to the exchange offer in exchange for old notes may be offered for resale, resold and otherwise transferred by you (unless you are our affiliate within the meaning of Rule 405 under the Securities Act) without compliance with the registration and prospectus delivery provisions of the Securities Act; provided that:

you are acquiring the new notes in the ordinary course of your business; and

you have not engaged in, do not intend to engage in, and have no arrangement or understanding with any person to participate in, a distribution of the new notes.

Each broker-dealer that receives new notes for its own account in exchange for old notes, where such old notes were acquired by such broker-dealer as a result of market-making activities or other trading

activities, must acknowledge that it will deliver a prospectus in connection with any resale of such new notes. See Plan of Distribution.

Any holder of old notes who:

is our affiliate;

does not acquire new notes in the ordinary course of its business; or

tenders its old notes in the exchange offer with the intention to participate, or for the purpose of participating, in a distribution of new notes,

Table of Contents

cannot rely on the position of the staff of the SEC enunciated in *Morgan Stanley & Co. Incorporated* (available June 5, 1991) and *Exxon Capital Holdings Corporation* (available May 13, 1988), as interpreted in the SEC's letter to Shearman & Sterling (available July 2, 1993), or similar no-action letters and, in the absence of an exemption therefrom, must comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale of the new notes.

Procedures for Tendering Old Notes

If you hold old notes that were issued in book-entry form and are represented by global certificates held for the account of The Depository Trust Company (DTC), in order to participate in the exchange offer, you must follow the procedures established by DTC for tendering notes held in book-entry form. These procedures, which we call ATOP, require that (i) the exchange agent receive, prior to the expiration date of the exchange offer, a computer generated message known as an agent's message that is transmitted through DTC's automated tender offer program, and (ii) DTC confirms that:

DTC has received your instructions to exchange your old notes, and

you agree to be bound by the terms of the letter of transmittal for holders of global notes.

If you hold old notes that were issued in definitive, certificated form, in order to participate in the exchange offer, you must deliver the certificates representing your notes, together with a properly completed and duly executed letter of transmittal.