PBF Logistics LP
Form 424B5
August 15, 2016
Table of Contents

Filed Pursuant to Rule 424(b)(5)

Registration No. 333-207377

Prospectus Supplement

(To Prospectus dated October 20, 2015)

PBF Logistics LP

4,000,000 Common Units

Representing Limited Partner Interests

We are offering 4,000,000 common units representing limited partner interests in PBF Logistics LP.

Our common units are listed on The New York Stock Exchange under the symbol PBFX . The last reported sale price of our common units on The New York Stock Exchange on August 10, 2016 was $21.84 per common unit.

Investing in our common units involves risks. See Risk Factors beginning on page S-16 of this prospectus supplement and page 2 of the accompanying prospectus. You should also consider the risk factors described in the documents incorporated by reference in this prospectus supplement and the accompanying prospectus.

The underwriter has agreed to purchase units at a price of $19.94 per unit, which will result in approximately $79.8 million of proceeds to us. The underwriter may offer our units in transactions on The New York Stock Exchange, in the over-the-counter market or through negotiated transactions at market prices or at negotiated prices. See Underwriting.

We have granted the underwriter a 30-day option to purchase up to 600,000 additional common units on the same terms as set forth above.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities nor passed upon the accuracy or adequacy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

The underwriter expects to deliver the common units on or about August 17, 2016.

Deutsche Bank Securities

August 11, 2016

Table of Contents

TABLE OF CONTENTS

Prospectus Supplement

Prospectus

Neither we nor the underwriter (or any of our or its respective affiliates) have authorized anyone to provide any information other than that contained in this prospectus supplement, the accompanying prospectus or in any free writing prospectus prepared by or on behalf of us or to which we have referred you. Neither we nor the underwriter (or any of our or its respective affiliates) take any responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. Neither we nor the underwriter have authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We and the underwriter (or any of our or its respective affiliates) are not making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing or incorporated by reference in this prospectus supplement or the accompanying prospectus is only accurate as of the date on the front cover of this prospectus

Table of Contents

supplement. Our business, financial condition, results of operations and prospects may have changed since that date. This prospectus supplement is an offer to sell only the common units offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so.

For investors outside the United States: we have not and the underwriter has not done anything that would permit this offering or possession or distribution of this prospectus supplement and the accompanying prospectus in any jurisdiction where action for that purpose is required, other than in the United States. Persons outside the United States who come into possession of this prospectus supplement and the accompanying prospectus must inform themselves about, and observe any restrictions relating to, the offering of the common units and the distribution of this prospectus supplement and the accompanying prospectus outside the United States.

Table of Contents

ABOUT THIS PROSPECTUS SUPPLEMENT

This document consists of two parts. The first part is this prospectus supplement, which describes the specific terms of this offering and also adds to and updates the information contained or incorporated by reference in the accompanying prospectus. The second part is the accompanying prospectus, which contains more general information, some of which may not apply to this offering. You should read both this prospectus supplement and the accompanying prospectus, together with any documents incorporated by reference herein and therein and the additional information described below under the heading Where You Can Find More Information; Incorporation of Certain Documents by Reference in their entirety before making an investment decision. To the extent there is a variation between information contained in this prospectus supplement, on the one hand, and the information contained in the accompanying prospectus, on the other hand, you should rely on the information in this prospectus supplement.

If the description of the offering varies between this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement. Any statement made in this prospectus supplement, or in a document incorporated or deemed to be incorporated by reference in this prospectus supplement, will be deemed to be modified or superseded for purposes of this prospectus supplement to the extent that a statement contained in this prospectus supplement, or in any other subsequently filed document that is also incorporated or deemed to be incorporated by reference in this prospectus supplement, modifies or supersedes that statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement.

INDUSTRY AND MARKET DATA

This prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein includes 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. While we are not aware of any misstatements regarding our market, industry or similar data presented herein, such data involves risks and uncertainties and is subject to change based on various factors, including those discussed under the headings Risk Factors, Forward-Looking Statements and Cautionary Note Regarding Forward-Looking Statements in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein.

Table of Contents

PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights selected information contained elsewhere in this prospectus supplement and the accompanying prospectus and in the documents incorporated by reference herein and therein. You should read this entire prospectus supplement, the accompanying prospectus and the other documents incorporated by reference herein and therein before making an investment decision. See the sections entitled Risk Factors and Where You Can Find More Information; Incorporation of Certain Documents by Reference.

Unless the context otherwise requires, references to PBF Logistics LP, PBFX, the Partnership, we, us or our may refer to PBF Logistics LP, one or more of its consolidated subsidiaries or all of them taken as a whole. 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 and its subsidiaries and our general partner. References to PBF LLC refer to PBF Energy Company LLC.

Our Company

We are a fee-based Delaware master limited partnership formed in February 2013 by PBF Energy (NYSE: PBF) 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 . Our general partner, PBF GP, is wholly-owned by PBF LLC, a subsidiary of PBF Energy. PBF Energy is one of the largest independent petroleum refiners and suppliers of unbranded transportation fuels, heating oil, petrochemical feedstocks, lubricants and other petroleum products in the United States. It sells its products throughout the Northeast, Midwest, Southeast and Western regions 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 five domestic oil refineries in Torrance, California, Delaware City, Delaware, New Orleans, Louisiana, Paulsboro, New Jersey and Toledo, Ohio, with a combined processing capacity, known as throughput, of approximately 900,000 barrels per day (bpd) and a weighted average Nelson Complexity Index of 12.2.

Our relationship with PBF Energy is one of our principal strengths. We receive, handle, store and transfer crude oil from sources located throughout the United States and Canada for PBF Energy in support of its refineries. We also receive, handle, store, 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 certain of PBF Energy s refineries. PBF Energy can also deliver crude oil we unload at its Delaware refinery to third-parties. We currently generate a substantial majority of our revenues by charging fees for receiving, handling, storing, and transferring crude oil and refined petroleum products under long-term, fee-based commercial agreements with subsidiaries of PBF Energy, which we believe enhances the stability of our cash flows. In addition, subsequent to our recent acquisition of the East Coast Terminals described below, we have begun to generate third-party revenue related to the East Coast Terminals. We do not take ownership of or receive any payments based on the value of the crude oil, products or intermediates 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.

We intend to continue to seek opportunities to grow our business by acquiring logistics assets from third-parties as well as acquiring additional logistics assets from PBF Energy. We also intend to pursue organic growth by 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 continue to 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 refineries.

Table of Contents

Recent Acquisition of the East Coast Terminals

In April 2016, our wholly-owned subsidiary, PBF Logistics Products Terminals LLC (PLPT), completed its acquisition of four refined product terminals located in the greater Philadelphia region (the East Coast Terminals) from an affiliate of Plains All American Pipeline, L.P. for cash consideration of approximately $100 million. This acquisition is our first third-party acquisition and expands our storage and terminalling footprint and adds significant third-party, fee-based revenue to our company. The East Coast Terminals include a total of 57 product tanks with a total shell capacity of approximately 4.2 million barrels, pipeline connections to the Colonial Pipeline Company, Buckeye Partners, Sunoco Logistics Partners and other proprietary pipeline systems, 26 truck loading lanes and marine facilities capable of handling barges and ships. With the acquisition of the East Coast Terminals, we increased our total shell capacity by over 100% to over 8.1 million barrels and diversified our customer and asset base. We funded the acquisition with $98.3 million in proceeds from the sale of marketable securities. We borrowed an additional $98.5 million under our Revolving Credit Facility, which was used to repay $98.3 million of our Term Loan in order to release $98.3 million in marketable securities that had collateralized the Term Loan.

Located in the Philadelphia market, we believe the East Coast Terminals are ideally situated in the sixth largest metropolitan area in the United States with significant local demand for refined products. The terminals provide a critical link for the approximately 1.3 million barrels per day of refining capacity located within 100 miles of the terminals and associated downstream demand. With extensive pipeline, truck and deep-water marine connectivity, we anticipate the East Coast Terminals to continue to have the flexibility to accommodate a wide variety of potential customer requirements.

The East Coast Terminals allow us to begin working with third-party customers and leverage opportunities with PBF Energy due to the close proximity of PBF Energy s East Coast refining system. In conjunction with the transaction, we are investing approximately $5.0 million, from cash on hand, to improve infrastructure in order to increase throughput capability at the East Coast Terminals.

Our Assets and Operations

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

Transportation and Terminaling Segment

- ***East Coast Terminals.*** The East Coast Terminals are located near Philadelphia, Pennsylvania and Paulsboro, New Jersey, and consist of four discrete refined products terminals, which are comprised of 57 storage tanks with approximately 4.2 million barrels of storage capacity and additional assets including pipeline connections, 26 truck loading lanes, two barge docks and a ship dock. The East Coast Terminals generate fee-based revenue through refined petroleum products storage and throughput services. The East Coast Terminals (excluding the associated storage facilities) consist of:

  - The Paulsboro terminal, which consists of 26 tanks with an approximate shell capacity of 2.6 million barrels. Its products include gasoline, ultra-low-sulfur diesel, ethanol, jet fuel, intermediates and blendstocks. Its modes of inbound and outbound transportation primarily are barge/ship, truck and pipeline.

The 51st Street terminal, which consists of 10 tanks with an approximate shell capacity of 300,000 barrels. Its product of storage is heating oil (low sulfur and ultralow sulfur). Its modes of inbound and outbound transportation are barge, truck and pipeline.

The South Philadelphia terminal, which consists of 11 tanks with an approximate shell capacity of 600,000 barrels. Its products include all on-road fuels. Its modes of inbound and outbound transportation are pipeline, barge, truck and an outbound connection to a third-party facility.

Table of Contents

The North Philadelphia terminal, which consists of 10 tanks with an approximate shell capacity of 900,000 barrels. Its products include asphalt, fuel oil and ultra-low-sulfur diesel. Its modes of inbound and outbound transportation are barge, truck and pipeline.

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 with an unloading capacity of 130,000 bpd, which can hold up to two 100-car unit trains and is capable of unloading a single unit train in approximately 14 hours. 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, is currently comprised of six lease automatic custody transfer units, and has unloading capacity of 22,500 bpd. PBF Energy acquired the Toledo refinery in 2011 and has added additional truck crude oil unloading capabilities to provide feedstock sourcing flexibility for the refinery and enable it 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 unloading facility at PBF Energy s Delaware City refinery, with total throughput capacity of at least 40,000 bpd, that commenced operations in August 2014. The DCR West Rack consists of 25 heated unloading stations, is 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, which provide the facility with enough 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.

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. It has a throughput capacity of approximately 11,000 bpd.

Delaware City Products Pipeline and Truck Rack. The Delaware City Products Pipeline consists of a 23.4 mile, 16-inch interstate petroleum products pipeline with 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, Pennsylvania, with connections to Buckeye s Laurel pipeline and Sunoco Logistics northeast pipeline systems that serve Western Pennsylvania and New York. The Delaware City Truck Rack consists of a 15-lane, 76,000 bpd capacity truck loading rack located at PBF Energy s Delaware City refinery utilized to distribute gasoline, distillates and liquefied petroleum gases.

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.

Table of Contents

Business Strategies

Our primary business objectives are to maintain stable and predictable cash flows and create value for our unitholders. 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 currently generate a substantial majority 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, and expect to enter into similar agreements in connection with the proposed acquisition of a 50% equity interest in Torrance Valley Pipeline Company LLC (TVPC) discussed under Recent Developments Proposed TVPC Acquisition. In addition, subsequent to closing the Plains Asset Purchase, we have begun to generate third-party revenue from the East Coast Terminals, which include fee-based commercial agreements. 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.

Grow Through Acquisitions. We were formed by PBF Energy to be the primary vehicle to expand the logistics assets supporting its business. We expect to pursue strategic acquisitions independently and jointly with PBF Energy that complement and grow our asset base. PBF Energy has also granted us a right of first offer to acquire certain of its logistics assets. In addition, PBF Energy may, under certain circumstances, offer us the opportunity to purchase additional logistics assets that it may acquire or construct in the future, which may include certain logistics assets recently acquired in connection with its acquisitions of the Chalmette refinery and the Torrance refinery. Furthermore, we believe that our current asset base and our knowledge of the refining logistics sector will allow us to identify third-party acquisitions that will provide compelling returns to our unitholders. We believe our recently completed Plains Asset Purchase is an example of such a strategic acquisition.

Seek to Optimize Our Existing Assets and Pursue Third-Party Volumes. We intend to enhance the profitability of our assets by increasing throughput volumes, improving operating efficiencies and managing costs. We are examining further diversification of our customer base by potentially developing third-party throughput volumes in our existing system and continuing to expand our asset portfolio to service third-party customers.

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.

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:

Table of Contents

Acquisition Opportunities. 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 refineries have a combined throughput capacity of approximately 900,000 bpd. PBF Energy s refineries provide it with buying power advantages, and it benefits from the cost efficiencies that result from operating five 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, Fee-Based Contracts with Minimum Volume Commitments. We currently generate a substantial majority of our revenue under long-term, fee-based 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 certain increases in our operating costs for providing such services under such agreements, thereby providing us with stable and predictable minimum cash flows. Certain of our commercial agreements at the East Coast Terminals also include minimum lease capacities with fees adjusted for inflation.

Strategically Located and Highly Integrated Assets. Our logistics assets acquired from PBF Energy 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 East Coast 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.

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 refineries are located in Torrance, California, Delaware City, Delaware, New Orleans, Louisiana, Paulsboro, New Jersey and Toledo, Ohio. The recently acquired Torrance refinery, located on 750 acres in Torrance, California, is a high-conversion

155,000 barrel per day, delayed-coking refinery with a Nelson Complexity Index of 14.9. The facility is strategically positioned in Southern California with advantaged logistics connectivity that offers flexible raw material sourcing and product distribution opportunities primarily to the California, Las Vegas and Phoenix area markets. In addition to the refinery, PBF Energy acquired in the transaction a number of logistics assets including a sophisticated network of crude and products pipelines, product distribution terminals and refinery crude and product storage facilities. The most significant of the logistics assets is a 171-mile crude gathering and transportation system which delivers San Joaquin Valley crude oil directly from the field to the refinery. Additionally, included in the transaction are several pipelines that provide access to sources of crude oil including the Ports of Long Beach and Los Angeles, as well as clean product outlets with a direct pipeline supplying jet fuel to the Los Angeles airport. The Torrance refinery also has crude and product storage facilities with approximately 8.6 million barrels of shell capacity. 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 the flexibility to receive crude and feedstock via both water and rail. The East Coast refineries also receive light crude oil via the DCR Rail Terminal which commenced operations in February 2013, enhancing the flexibility of both refineries. The Chalmette refinery, located outside of New Orleans, Louisiana, is a 189,000 bpd, dual-train coking refinery with a Nelson Complexity of 12.7 and is capable of processing both light and heavy crude oil. Chalmette Refining, L.L.C. (Chalmette Refining) owns 100% of the MOEM Pipeline LLC, providing access to the Empire Terminal as well as the CAM Connection Pipeline, which provides access to the Louisiana Offshore Oil Port facility through a third-party pipeline. Chalmette Refining also owns 80% of each of Collins Pipeline Company and T&M Terminal Company, both located in Collins, Mississippi, which provide an outlet for the refinery s clean products via the Plantation and Colonial Pipelines. 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 enables Toledo to run a more cost-advantaged crude oil slate.

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 the date of this prospectus supplement, PBF Energy s primary asset is a controlling economic interest of approximately 95.2% in PBF LLC, with the remaining economic interests in PBF LLC held by certain of PBF Energy s current and former executive officers and directors and certain employees and others.

PBF LLC holds a 49.4% limited partner interest in us, a non-economic general partner interest and all of our IDRs, with the remaining 50.6% 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.

Recent Developments

Proposed TVPC Acquisition

On August 10, 2016, we entered into a non-binding letter of intent (the LOI) with an affiliate of PBF Energy regarding the proposed acquisition (the TVPC Acquisition) of a 50% equity interest in Torrance Valley Pipeline Company LLC, which would include the expected entry into a transportation services agreement (the TVPC Transportation Services Agreement) upon the closing thereof, which is currently held by an indirect, wholly-owned subsidiary of PBF

Holding, for total consideration of approximately $175.0 million in cash. The remaining 50% equity interest in TVPC will continue to be owned indirectly by PBF Holding. The LOI sets forth

Table of Contents

the terms and conditions under which PBF Energy intends to and would be willing to enter into mutually acceptable definitive, written agreements containing material terms consistent with those described below. In addition to our 50% equity interest, upon completion of the TVPC Acquisition we are expected to be the managing member and operator of TVPC and its assets and as a result, TVPC would become a consolidated subsidiary of ours. The LOI also provides that in the transaction documents (a) we and PBF Energy will provide each other with a right of first refusal with respect to transfers of their respective ownership interests in TVPC, (b) PBF Energy will provide us with a right of first refusal with respect to certain designated assets at the Torrance refinery, and (c) we will provide PBF Energy with a right of first refusal with respect to the Torrance Valley Pipeline assets held by TVPC.

TVPC s assets consist of the following (together, the TVPC Assets):

- a 189 mile crude pipeline system with a throughput capacity of approximately 110,000 barrels per day. The system is comprised of the M55, M1 and M70 pipelines which are the primary crude gathering and transportation lines that supply PBF Energy s Torrance refinery.

- 11 pipeline stations with approximately one million barrels of combined storage capacity and truck unloading capability at two of the stations.

Upon closing of the proposed TVPC Acquisition, we expect to enter into the TVPC Transportation Services Agreement with PBF Holding with a term of ten years, under which PBF Holding will be obligated to throughput at least 50,000 bpd on the M1 and M55 pipelines and at least 70,000 bpd on the M70 pipeline. All throughput barrels on the M1 and M55 pipelines are expected to incur a fixed fee, and barrels shipped on the M70 pipeline are expected to incur a fixed fee plus energy cost for all barrels up to the minimum throughput commitment and a reduced fixed fee per barrel plus energy cost for all barrels in excess of the minimum throughput commitment. In addition, the TVPC Transportation Services Agreement will include storage capacity at certain tanks representing approximately 50% of the total available shell capacity of the storage facilities.

Based on our anticipated ownership percentage, current cost structure, the increased fees under the Fourth A&R Services Agreement and the expected minimum throughput rates anticipated under the TVPC Transportation Services Agreement upon completion of the TVPC Acquisition, the TVPC interests we expect to purchase would be anticipated to generate, over the twelve month period subsequent to closing the proposed TVPC Acquisition, incremental estimated net income of approximately $9.4 million and EBITDA (as defined below) of approximately $20.0 million for the Partnership based on revenues of approximately $38.5 million and operating income of $11.0 million. Annual maintenance capital expenditures for the Partnership would be expected to average approximately $1.5 million over such period.

The following table reconciles expected incremental net income to EBITDA for PBFX s ownership interest in TVPC for the twelve month period subsequent to closing the proposed TVPC Acquisition:

	Forecasted Annualized (in thousands)
Estimated net income	$ 9,400.0
Add: Depreciation and amortization expense	9,000.0

Add: Interest expense, net and other financing costs		1,600.0
Estimated EBITDA	$	20,000.0

The forecasted financial data discussed above has been prepared by, and is the responsibility of, our management and has not been audited or reviewed by our independent registered public accounting firm. The forecasts are based upon estimates and upon assumptions we believe to be reasonable but it is possible that our actual results may not be consistent with the forecasts, and the difference may be material. The forecasted financial

Table of Contents

data discussed above constitute forward-looking statements, as referred to in Forward-Looking Statements. These forward-looking statements are subject to a number of risks, uncertainties and assumptions, including those described in Risk Factors in this prospectus supplement and the risk factors described in the documents incorporated by reference into this prospectus supplement. We undertake no obligation to update publicly any forward-looking statements for any reason after the date of this prospectus supplement to conform these statements to actual results or to changes in our expectations. See Summary of Consolidated Historical and Operating Data for further explanation of the non-GAAP measures described above and Cautionary Note Regarding Forward Looking Statements.

We also expect to enter into the Fourth Amended and Restated Operation and Management Services and Secondment Agreement (the Fourth A&R Services Agreement) and the Fourth Amended and Restated Omnibus Agreement (the Fourth A&R Omnibus Agreement), which incorporate the TVPC Assets into their provisions and increases the annual fees to be paid by the Partnership from $4.5 million to $6.4 million under the Fourth A&R Services Agreement and from $4.8 million to $5.7 million under the Fourth A&R Omnibus Agreement.

We expect to use the net proceeds from this offering to fund a portion of the purchase price payable by us in the proposed TVPC Acquisition. We expect to finance the balance of the purchase price through a combination of borrowings under our Revolving Credit Facility and cash on hand.

We currently anticipate executing a definitive contribution agreement within the next 30 days, and closing the proposed TVPC Acquisition in the third quarter of 2016, subject to customary closing conditions. However, there can be no assurance that we and PBF Energy will be able to agree to terms for the proposed TVPC Acquisition on the same basis as those described in this prospectus supplement or that we will be able to reach any agreements regarding the proposed TVPC Acquisition at all. The closing of this offering is not conditioned on the entry into or the consummation of the proposed TVPC Acquisition. If the proposed TVPC Acquisition is delayed, not consummated or consummated in a manner different than described herein, the price of our common units may decline. In addition, if the proposed TVPC Acquisition is not entered into and consummated, our management will have broad discretion in the application of the net proceeds of this offering. Accordingly, if you decide to purchase common units in this offering, you should be willing to do so whether or not we complete the proposed TVPC Acquisition.

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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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 Securities and Exchange Commission, or 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 except for SEC filings expressly incorporated by reference herein under Where You Can Find More Information; Incorporation of Certain Documents by Reference.

Table of Contents

Organizational Structure

The following simplified diagram depicts our organizational structure immediately following this offering:

S-9

Table of Contents

The Offering

The following summary describes the principal terms of this offering of our common units. Refer to the section of the accompanying prospectus entitled Description of the Common Units for a more detailed description of the terms of our common units.

Common Units Offered	4,000,000 common units.
Option to purchase additional common units	600,000 common units.
Units Outstanding Immediately After This Offering*	
	25,450,041 common units, or 26,050,041 common units if the underwriter exercises in full its option to purchase additional common units from us.
	15,886,553 subordinated units.
Use of Proceeds	We estimate that we will receive net proceeds from this offering of approximately $78.8 million, or approximately $90.7 million if the underwriter exercises in full its option to purchase additional common units from us (in each case after deducting underwriting fees and estimated offering expenses). We expect to use the net proceeds from this offering to fund a portion of the purchase price for the proposed TVPC Acquisition. If we do not consummate the proposed TVPC Acquisition, we intend to use the net proceeds from the offering for general partnership purposes, which may include reducing indebtedness outstanding under our Revolving Credit Facility. An affiliate of the underwriter is a lender under our Revolving Credit Facility and, accordingly, may receive a portion of the net proceeds of this offering. Please read Use of Proceeds in this prospectus supplement.
Cash Distributions	Cash distributions are made on our units on a quarterly basis.
	On July 29, 2016, the Board of Directors of PBF GP declared a distribution of $0.43 per unit on outstanding common and subordinated units of PBFX. The distribution is payable on August 23, 2016 to unit holders of record at the close of business on August 9, 2016. This distribution represents a 2.4% increase versus the previous distribution of

	$0.42 per unit paid for the prior quarter. Purchasers of common units in this offering will not receive this distribution.
	If cash distributions to our unitholders exceed $0.345 per unit in any quarter, PBF LLC, the sole member of our general partner will receive, on account of its incentive distribution rights, increasing percentages, up to 50%, of the cash we distribute in excess of that amount.
Limited Voting Rights	Our general partner manages and operates us. Unlike the holders of common stock in a corporation, holders of our common units have only limited voting rights on matters affecting our business. Holders

	of our common units do not have the right to elect our general partner or its directors on an annual or other continuing basis. Our general partner may not be removed except by a vote of the holders of at least 66 ⅔% of our outstanding common and subordinated units, including any common and subordinated units owned by our general partner and its affiliates, voting together as a single class. Please read The Partnership Agreement Voting Rights in the accompanying prospectus.
Material U.S. Federal Income Tax Consequences	

For a discussion of material U.S. federal income tax consequences that may be relevant to prospective unitholders who are individual citizens or residents of the United States, please read the sections titled Material U.S. Federal Income Tax Consequences in this prospectus supplement and in the accompanying prospectus.

NYSE Symbol	PBFX
Risk Factors	Investing in our common units involves certain risks. You should consider the information under Risk Factors and the other information included or incorporated by reference into this prospectus supplement and the accompanying prospectus before investing in our common units.

* Excludes 810,928 common units reserved for issuance under our Long-Term Incentive Plan.

SUMMARY CONSOLIDATED HISTORICAL AND OPERATING DATA

The following table presents summary historical consolidated financial and operating data of PBFX and our Predecessor (which refers to PBF MLP Predecessor, our predecessor for accounting purposes, which includes assets, liabilities and results of operations of certain crude oil and refined product terminaling, pipeline and storage assets, previously operated and owned by PBF Holding s subsidiaries, Delaware City Refining Company LLC, Toledo Refining Company LLC, and PBF Holding s previously held subsidiary, Delaware Pipeline Company) for the periods and as of the dates presented. The summary historical financial data for the years ended December 31, 2013 and 2012 are derived from the audited consolidated financial statements of our Predecessor. The summary historical financial data for the 2014 period presented through May 13, 2014 is derived from the combined financial results of our Predecessor. The period beginning May 14, 2014 through, and as of, June 30, 2016 is derived from the consolidated financial results of PBFX.

During 2015 and 2014, we completed transactions with PBF LLC for the acquisitions of the DCR West Rack, the Toledo Storage Facility and the Delaware City Products Pipeline and Truck Rack (collectively the Acquisitions from PBF). These transactions were transfers between entities under common control. Accordingly, the financial information of our Predecessor and PBFX included or incorporated by reference in this prospectus supplement has been retrospectively adjusted to include the historical results of the assets acquired in the Acquisitions from PBF prior to the effective date of each acquisition.

On April 29, 2016, our wholly-owned subsidiary, PLPT, completed the Plains Asset Purchase. The East Coast Terminals, located in and around Philadelphia, Pennsylvania, include product tanks, pipeline connections to the Colonial Pipeline Company, Buckeye Partners, Sunoco Logistics Partners and other proprietary pipeline systems, truck loading lanes and marine facilities capable of handling barges and ships. We accounted for the Plains Asset Purchase as a business combination under GAAP whereby the Partnership recognizes assets acquired and liabilities assumed in an acquisition at their estimated fair values as of the date of acquisition.

There are material differences in the way our Predecessor recorded revenues and the way the Partnership records revenues since completion of our IPO and following the Acquisitions from PBF. Our assets, including the DCR West Rack, the Toledo Storage Facility and Delaware City Products Pipeline and Truck Rack, were historically part of the integrated operations of PBF Energy, and our Predecessor generally recognized only the costs and did not record revenue associated with the operations of these assets on an intercompany basis. Accordingly, we do not reflect any revenues in our Predecessor historical combined financial statements, with the exception of the Delaware City Products Pipeline. For this reason our results of operations may not be comparable to our Predecessor s historical results.

The following table presents non-GAAP financial measures, such as EBITDA and distributable cash flow, which we use in our business as important supplemental measures of our operating performance. We explain these measures in footnote 2 below and provide a reconciliation of each to net income (loss) or net cash provided by (used in) operating activities, the most directly comparable financial measures calculated and presented in accordance with GAAP.

Table of Contents

The following table should also be read in conjunction with our historical audited consolidated financial statements and related notes included in our Annual Report on Form 10-K for the year ended December 31, 2015 and our unaudited condensed consolidated financial statements and related notes included in our June 30, 2016 Form 10-Q and June 30, 2015 Form 10-Q, which are incorporated by reference in this prospectus supplement. Among other things, those historical consolidated financial statements include more detailed information regarding the basis of presentation for the information below.

	Historical Year ended December 31,				Six Months Ended June 30,	
	2015	2014	2013 Predecessor	2012 Predecessor	2016	2015
	(in thousands)					
Statement of operations data:						
Revenue:						
Affiliate (1)	$ 142,102	$ 59,403	$ 5,073	$	$ 74,514	$ 67,713
Third-party			3,440	7,300	2,694	
Total Revenue	142,102	59,403	8,513	7,300	77,208	67,713
Operating costs and expenses:						
Operating and maintenance expenses	25,255	26,215	17,405	10,791	13,741	13,202
General and administrative expenses	13,889	8,201	2,452	1,300	9,474	6,791
Depreciation and amortization	6,582	4,473	3,071	1,624	3,782	3,270
Total costs and expenses	45,726	38,889	22,928	13,715	26,997	23,263
Income (loss) from operations	96,376	20,514	(14,415)	(6,415)	50,211	44,450
Other income (expense):						
Interest expense, net	(19,939)	(2,307)	13		(14,018)	(6,418)
Amortization of loan fees	(1,315)	(365)			(845)	(467)
Net income (loss)	75,122	17,842	$ (14,402)	$ (6,415)	35,348	37,565
Less: Net income (loss) attributable to Predecessor	1,274	(12,122)				1,274
Net income attributable to the Partnership	$ 73,848	$ 29,964			$ 35,348	$ 36,291
Balance Sheet Data (at period end):						
Total assets	$ 422,902	$ 407,989	$ 102,030	$ 61,651	$ 458,582	$ 417,766

Debt	599,635	507,848			570,842	608,700
Net Debt (2)	355,764	260,905			392,837	377,703
Cash Flows Data:						
Net Cash provided by (used in):						
Operating activities	$ 78,546	$ 12,887	$ (10,697)	$ (4,396)	$ 42,843	$ 37,988
Investing activities	(1,349)	(282,734)	(47,192)	(24,712)	(2,278)	479
Financing activities	(72,684)	283,937	57,940	29,117	(9,360)	(45,972)
Increase (decrease) in cash and cash equivalents	$ 4,513	$ 14,090	$ 51	$ 9	$ 31,205	$ (7,505)
Other Data:						
EBITDA (2)	$ 102,958	$ 24,987	$ (11,344)	$ (4,791)	$ 53,993	$ 47,720
Distributable cash flow (2)	83,922	32,801	N/A	N/A	41,485	41,365
Capital expenditures:						
Expansion	$ 220	$ 43,520	$ 45,288	$ 23,118	$ 99,202	$ 220
Maintenance	1,826	4,285	1,904	1,594	1,200	
Total Capital Expenditures	$ 2,046	$ 47,805	$ 47,192	$ 24,712	$ 100,402	$ 220

(1) Prior to our IPO, our business was a part of the integrated operations of PBF Energy and the Predecessor generally recognized only the costs and did not record revenue associated with the transportation, terminaling or storage services provided to PBF Energy on an intercompany basis, except for the Delaware City Products Pipeline. Following the closing of our IPO, our revenues are generated by commercial agreements with PBF Energy.

(2) We define EBITDA as net income (loss) before net interest expense, income tax expense, depreciation and amortization expense. We define distributable cash flow as EBITDA plus non-cash unit-based compensation expense, less net cash paid for interest, maintenance capital expenditures and income taxes, to analyze our performance. Distributable cash flow does not reflect changes in working capital balances. We define net debt as total debt plus unamortized deferred financing cost, less cash and cash equivalents and marketable securities which collateralize our term loan.

EBITDA, distributable cash flow and net debt are not measures prescribed by GAAP but are supplemental financial measures that management and external users of our consolidated financial statements, such as industry analysts, investors, lenders and rating agencies, may use to assess:

- our operating performance as compared to other publicly traded partnerships in the midstream energy industry, without regard to historical cost basis or, in the case of EBITDA, financing methods;
- the ability of our assets to generate sufficient cash flow to make distributions to our unitholders;
- our ability to incur and service debt and fund capital expenditures; and
- the viability of acquisitions and other capital expenditure projects and the returns on investment of various investment opportunities.

We believe that the presentation of EBITDA provides useful information to investors in assessing our financial condition and results of operations. We believe that the presentation of distributable cash flow will provide useful information to investors as it is a widely accepted financial indicator used by investors to compare partnership performance and provides investors with an enhanced perspective of the operating performance of our assets and the cash our business is generating. EBITDA and distributable cash flow should not be considered alternatives to net income, operating income, cash from operations or any other measure of financial performance or liquidity presented in accordance with GAAP. EBITDA and distributable cash flow have important limitations as analytical tools because they exclude some but not all items that affect net income and net cash provided by operating activities. Additionally, because EBITDA and distributable cash flow may be defined differently by other companies in our industry, our definition of these items may not be comparable to similarly titled measures of other companies, thereby diminishing their utility. As our Predecessor did not have distributable cash flows, a reconciliation to its most directly comparable GAAP financial measure has not been provided for the period prior to our IPO.

Table of Contents

The following table reconciles net income (loss) to EBITDA for the periods presented and distributable cash flow for the periods ending subsequent to our IPO:

	Historical Year ended December 31,				Six Months Ended June 30,	
	2015	2014	2013 Predecessor	2012 Predecessor	2016	2015
	(in thousands)					
Net income (loss)	$ 75,122	$ 17,842	$ (14,402)	$ (6,415)	$ 35,348	$ 37,565
Add: Interest expense, net	19,939	2,307	(13)		14,018	6,418
Add: Amortization of loan fees	1,315	365			845	467
Add: Depreciation and amortization	6,582	4,473	3,071	1,624	3,782	3,270
EBITDA	102,958	24,987	$ (11,344)	$ (4,791)	53,993	47,720
Less: Predecessor EBITDA	1,537	(9,040)				1,537
EBITDA attributable to PBFX	101,421	34,027			53,993	46,183
Add: Non-cash unit-based compensation expense	4,279	1,086			2,710	1,613
Less: Interest expense, net	(19,952)	(2,312)			(14,018)	(6,431)
Less: Maintenance capital expenditures	(1,826)				(1,200)	
Distributable cash flow	$ 83,922	$ 32,801			$ 41,485	$ 41,365
Net cash provided by (used in) operating activities:	$ 78,546	$ 12,887	$ (10,697)	$ (4,396)	$ 42,843	$ 37,988
Less: Change in current assets and liabilities	8,752	10,879	(634)	(395)	(158)	4,927
Add: Interest expense, net	19,939	2,307	(13)		14,018	6,418
Less: Non-cash unit-based compensation expense	(4,279)	(1,086)			(2,710)	(1,613)

EBITDA	102,958	24,987	$ (11,344)	$ (4,791)	53,993	47,720
Less: Predecessor EBITDA	1,537	(9,040)				1,537
EBITDA attributable to PBFX	101,421	34,027			53,993	46,183
Add: Non-cash unit-based compensation expense	4,279	1,086			2,710	1,613
Less: Interest expense, net	(19,952)	(2,312)			(14,018)	(6,431)
Less: Maintenance capital expenditures	(1,826)				(1,200)	
Distributable cash flow	$ 83,922	$ 32,801			$ 41,485	$ 41,365
Total Debt	$ 599,635	$ 507,848	$	$	$ 570,842	$ 608,700
Plus: Unamortized deferred financing cost	9,065	2,152			8,022	9,912
Less: Cash and cash equivalents	18,678	14,165			49,883	6,660
Less: Marketable securities	234,258	234,930			136,144	234,249
Net Debt	$ 355,764	$ 260,905	$	$	$ 392,837	$ 377,703

Table of Contents

RISK FACTORS

An investment in our common units involves a number of risks. Please see the risk factors described below and under the heading Risk Factors in our 2015 Annual Report filed with the SEC under the Securities Exchange Act of 1934, as amended, or the Exchange Act, which are incorporated by reference in this prospectus supplement, and in the accompanying prospectus. You should carefully consider, in addition to the other information contained in this prospectus supplement and the accompanying prospectus and the information incorporated by reference herein and therein, these risks before investing in our common units. These risks could materially affect our business, financial condition and results of operations, and cause the trading price of our common units to decline. You could lose part or all of your investment. You should bear in mind, in reviewing this prospectus supplement and the information incorporated by reference herein, that past experience is no indication of future performance. You should read the section titled Forward-Looking Statements for a discussion of what types of statements are forward-looking statements, as well as the significance of such statements in the context of this prospectus supplement.

Our proposed TVPC Acquisition is subject to the execution of definitive agreements, and even if entered into, may not close when we expect, or at all.

The proposed TVPC Acquisition is subject to the execution of definitive agreements with affiliates of PBF Energy. If we fail to reach a definitive agreement with PBF Energy, we will not acquire the 50% equity interest in TVPC and will not enter into the TVPC Transportation Services Agreement. Furthermore, even if we enter into definitive agreement, the TVPC Acquisition may not be consummated as anticipated, or at all, which could negatively impact the price of our common units.

In addition, the offering of common units made by this prospectus supplement is not conditioned upon the entry into or the closing of the proposed TVPC Acquisition. Accordingly, if you decide to purchase common units you should be willing to do so whether or not we complete the proposed TVPC Acquisition.

Failure to successfully combine our business with the assets to be acquired in the proposed TVPC Acquisition or the recently completed Plains Asset Purchase, or an inaccurate estimate by us of the benefits to be realized from these acquisitions, may adversely affect our future results.

The recently completed and proposed acquisitions involves potential risks, including:

- the failure to realize expected profitability, growth or accretion;
- environmental or regulatory compliance matters or liabilities;
- title or permit issues;
- the diversion of management s attention from our existing businesses;

- the incurrence of significant charges, such as impairment of goodwill or other intangible assets, asset devaluation or restructuring charges; and

- the incurrence of unanticipated liabilities and costs for which indemnification is unavailable or inadequate.

The expected benefits from the proposed TVPC Acquisition may not be realized if PBF Energy does not perform its obligations under the TVPC Transportation Services Agreement we expect to enter into in connection with the proposed TVPC Acquisition. In addition, as PBF Energy only recently acquired the TVPC Assets on July 1, 2016, we will not have the benefit of PBF Energy s operating history for these assets as we have had for our prior acquisitions from PBF Energy. The expected benefits from the proposed TVPC Acquisition or the recently completed Plains Asset Purchase may not be realized if we failed to identify operating problems or liabilities associated with the related assets prior to closing. If any of these risks or unanticipated liabilities or costs were to materialize, any desired benefits of the acquisitions may not be fully realized, if at all, and our future financial performance, results of operations and cash available to service our indebtedness or for distributions to unitholders could be negatively impacted.

In addition, we incurred additional indebtedness to finance the Plains Asset Purchase. The increased indebtedness may have the effect, among other things, of reducing our flexibility to respond to changing business and economic conditions and increasing borrowing costs. The failure to successfully integrate any acquired assets could adversely impact our unit price and future business and operations.

In connection with the Plains Asset Purchase, we did not at the time we entered into the purchase agreement have access to the type of historical financial information that we will require regarding the prior operation of the related assets. As a result, it may be difficult for investors to evaluate the probable impact of the acquisition on our financial performance until we have operated the acquired assets for a substantial period of time.

The trading price of our common units may be adversely affected if we are unable to enter into and consummate the proposed TVPC Acquisition.

If the proposed acquisition is not entered into and completed for any reason, the trading price of our common units may decline to the extent that the market price of such securities reflects positive market assumptions that the pending acquisition will be completed and the related benefits will be realized. We may also be subject to additional risks if the proposed acquisition is not completed, including:

- significant costs related to the transaction, such as legal, accounting, filing, financial advisory, and integration costs that have already been incurred or will continue up to closing;
- the market price of our common units could decline as a result of further sales of our common units in the market or the perception that these sales could occur; and
- potential disruption to our business and distraction of our workforce and management team.

We will have broad discretion to use the proceeds from this offering.

We intend to use the proceeds from this offering to fund a portion of the purchase price for the proposed TVPC Acquisition. However, there is no guarantee that we will be able to enter into and complete the proposed TVPC Acquisition. If we do not consummate the proposed TVPC Acquisition, we will have significant discretion to allocate the proceeds from this offering to a variety of uses. We can make no assurances that we will have opportunities to allocate the proceeds from this offering for productive uses or that the use of the proceeds from this offering will result in a favorable return to investors.

We have not provided you historical financial statements for the proposed TVPC Acquisition or pro forma financial statements giving effect to the proposed TVPC Acquisition.

This prospectus supplement does not include historical or pro forma financial statements for the proposed TVPC Acquisition because such information is not required to be provided at this time under the rules and regulations of the SEC. As a result, you do not have historical or pro forma financial information regarding the assets to consider in making your investment decision which, if such information was available, may have been a factor in your investment decision. If the TVPC Acquisition is consummated, we expect to be required to provide certain historical and pro forma financial information for TVPC in the future in accordance with SEC rules and regulations.

FORWARD-LOOKING STATEMENTS

This prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein or therein contain forward-looking statements that involve risks and uncertainties. You can identify forward-looking statements because they contain words such as believes, expects, may, should, seeks, approximately, intend estimates, forecasts or anticipates or similar expressions that relate to our strategy, plans or intentions. All statements we make in this prospectus supplement, the accompanying prospectus or the documents incorporated herein or therein by reference relating to our estimated and projected earnings, margins, costs, expenditures, cash flows, growth rates and financial results, including with respect to the proposed TVPC Acquisition, or to our expectations regarding future industry trends and the information referred to under Item 7. Management s Discussion and Analysis of Financial Condition and Results of Operations in our 2015 Annual Report and Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations in our subsequent quarterly reports on Form 10-Q, 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 under Risk Factors in this prospectus supplement and under the heading Risk Factors in our 2015 Annual Report and subsequent quarterly reports on Form 10-Q filed with the SEC under the Exchange Act and elsewhere in this prospectus supplement, the accompanying prospectus and documents incorporated by reference herein and therein, including in conjunction with the forward-looking statements included in this prospectus supplement. All such forward-looking statements 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 have sufficient cash from operations to enable us to 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 PBF Energy for a substantial majority of our revenues, which subjects us to the business risks of PBF Energy;

a substantial majority 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;

our ability to make, complete and integrate acquisitions from affiliates or third-parties, including the proposed TVPC Acquisition and the recently completed Plains Asset Purchase, and to realize the benefits from such acquisitions;

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;

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;

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;
- incremental costs as a separate public partnership;
- the effects of future litigation; and
- other factors discussed elsewhere in this prospectus supplement.

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 may not in fact occur. Accordingly, investors should not place undue reliance on those statements.

Our forward-looking statements in this prospectus supplement, the accompanying prospectus or the documents incorporated herein or therein by reference speak only as of the date on which they are made. Except as required by applicable law, including the securities laws of the United States, we do not intend 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

USE OF PROCEEDS

We estimate that we will receive net proceeds from this offering of approximately $78.8 million, or $90.7 million if the underwriter s option to purchase 600,000 additional common units is exercised in full (in each case after deducting underwriting fees and estimated offering expenses). We expect to use the net proceeds from this offering to fund a portion of the purchase price for the proposed TVPC Acquisition. Pending such use, a portion of the net proceeds of this offering may be used to reduce indebtedness outstanding under our Revolving Credit Facility and for general partnership purposes. If we do not consummate the proposed TVPC Acquisition, we intend to use the net proceeds from the offering for general partnership purposes, which may include reducing indebtedness outstanding under our Revolving Credit Facility. For more information on the proposed TVPC Acquisition, see Prospectus Supplement Summary Recent Developments.

As of July 31, 2016, approximately $93.0 million of indebtedness was outstanding under our Revolving Credit Facility. The Revolving Credit Facility is available to fund acquisitions, distributions, capital expenditures, working capital, payments under our Term Loan and for other general partnership purposes. Borrowings under the Revolving Credit Facility bear interest at either a Base Rate (as defined in the Revolving Credit Facility) plus an applicable margin ranging from 0.75% to 1.75%, or at LIBOR plus an applicable margin ranging from 1.75% to 2.75%. The applicable margin will vary based upon our Consolidated Total Leverage Ratio, as defined in the Revolving Credit Facility. The maturity date of the Revolving Credit Facility may be extended for one year on up to two occasions, subject to certain customary terms and conditions.

An affiliate of the underwriter is a lender under our Revolving Credit Facility and, accordingly, may receive a portion of the net offering proceeds of this offering. Please read Underwriting.

Table of Contents

PRICE RANGE OF COMMON UNITS AND DISTRIBUTIONS

Our common stock is traded on The New York Stock Exchange under the symbol PBFX . The following table sets forth, for the periods indicated, the high and low sales prices for our common units, as reported by The New York Stock Exchange, and cash distributions paid per common unit.

	Price Range		Distribution
2016	**High**	**Low**	**per common unit**
Third Quarter (through August 10, 2016)	$ 23.26	$ 21.23	$ (1)
Second Quarter ended June 30, 2016	$ 23.49	$ 17.15	$ 0.43(2)
First Quarter ended March 31, 2016	$ 20.43	$ 15.08	$ 0.42
2015			
First Quarter ended March 31, 2015	$ 25.75	$ 19.76	$ 0.35
Second Quarter ended June 30, 2015	$ 25.29	$ 21.24	$ 0.37
Third Quarter ended September 30, 2015	$ 24.35	$ 16.25	$ 0.39
Fourth Quarter ended December 31, 2015	$ 22.25	$ 17.19	$ 0.41
2014			
Second Quarter ended June 30, 2014 (May 9, 2015 through June 30, 2014)	$ 29.70	$ 26.50	$ 0.16
Third Quarter ended September 30, 2014	$ 27.91	$ 21.12	$ 0.30
Fourth Quarter ended December 31, 2014	$ 26.06	$ 18.50	$ 0.33

(1) Cash distributions in respect of the third quarter of 2016 have not been declared or paid.

(2) On July 29, 2016, the Board of Directors of PBF GP declared a distribution of $0.43 per unit on outstanding common and subordinated units of PBFX. The distribution is payable on August 23, 2016 to unit holders of record at the close of business on August 9, 2016. Purchasers in this offering will not receive the distribution payable on August 23, 2016.

The closing sale price of our common units, as reported by The New York Stock Exchange, on August 10, 2016, was $21.84 per unit. As of August 10, 2016, there were approximately ten holders of record of our common units.

Table of Contents

MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES

The tax consequences to you of an investment in our common units will depend in part on your own tax circumstances. For a discussion of the principal U.S. federal income tax considerations associated with our operations and the acquisition, ownership and disposition of our common units, please read Material U.S. Federal Income Tax Consequences in the accompanying prospectus. Please also read Risk Factors Tax Risks to Common Unitholders in our 2015 Annual Report for a discussion of the tax risks related to acquiring, owning and disposing of our common units. The following discussion is limited as described under the caption Material U.S. Federal Income Tax Consequences in the accompanying prospectus. You are urged to consult with your own tax advisor about the U.S. federal (including estate or gift), state, local and foreign tax consequences particular to your circumstances.

Partnership Status

The anticipated after-tax economic benefit of an investment in our common units depends largely on our being treated as a partnership for U.S. federal income tax purposes. In order to be treated as a partnership for U.S. federal income tax purposes, at least 90% of our gross income must be from specific qualifying sources, such as the transportation, storage, processing, and marketing of crude oil, natural gas and products thereof or other passive types of income such as interest (other than from a financial business) and dividends. For a more complete description of this qualifying income requirement, please read Material U.S. Federal Income Tax Consequences Taxation of the Partnership Partnership Status in the accompanying prospectus.

The present U.S. federal income tax treatment of publicly traded partnerships, including us, or an investment in our common units may be modified by administrative, legislative or judicial interpretation at any time. For example, from time to time the U.S. President and members of the U.S. Congress propose and consider substantive changes to the existing U.S. federal income tax laws that would affect publicly traded partnerships. Further, the U.S. Treasury Department and the Internal Revenue Service have issued proposed regulations interpreting the scope of the qualifying income requirement for publicly traded partnerships by providing industry-specific guidance with respect to activities that will generate qualifying income. The proposed regulations, once issued in final form, may change interpretations of the current law relating to the characterization of income as qualifying income and could modify the amount of our gross income we are able to treat as qualifying income for purposes of the qualifying income requirement. Any modification to the U.S. federal income tax laws and interpretations thereof may or may not be applied retroactively and could make it more difficult or impossible for us to meet the exception to be treated as a partnership for U.S. federal income tax purposes. We are unable to predict whether any of these changes, or other proposals, will ultimately be enacted. Any such changes could negatively impact the value of an investment in our common units.

Tax-Exempt Organizations and Other Investors

Ownership of common units by employee benefit plans and other tax-exempt organizations, including individual retirement plans (known as IRAs), as well as by non-resident alien individuals, non-U.S. corporations and other non-U.S. persons raises issues unique to those investors. Please read Material U.S. Federal Income Tax Consequences Tax-Exempt Organizations and Other Investors in the accompanying prospectus.

Table of Contents

UNDERWRITING

Deutsche Bank Securities Inc. is acting as the underwriter in connection with this offering. Under the terms and subject to the conditions in an underwriting agreement dated the date of this prospectus supplement, the underwriter has agreed to purchase, and we have agreed to sell to it, 4,000,000 common units:

The underwriting agreement provides that the underwriter s obligation to purchase the common units included in this offering depends on the satisfaction of the conditions contained in the underwriting agreement including:

- the obligation to purchase all of the common units offered hereby (other than those common units covered by their option to purchase additional common units as described below), if any of the common units are purchased;

- the representations and warranties made by us, our general partner and our sponsor to the underwriter are true;

- there is no material change in our business or the financial markets; and

- we, our general partner and our sponsor deliver customary closing documents to the underwriter.

Option to Purchase Additional Common Units

We have granted the underwriter an option, exercisable for 30 days after the date of the underwriting agreement, to purchase, from time to time, in whole or in part, up to an aggregate of 600,000 additional common units at the public offering price less underwriting discounts and commissions. To the extent that this option is exercised, the underwriter will be obligated, subject to certain conditions, to purchase these additional common units.

Commissions and Expenses

The underwriter proposes to offer the units offered hereby from time to time for sale in one or more transactions on The New York Stock Exchange, in the over-the-counter market, through negotiated transactions or otherwise at market prices prevailing at the time of sale, at prices related to prevailing market prices or at negotiated prices, subject to receipt of acceptance by it and subject to its right to reject any order in whole or in part. The underwriter may effect such transactions by selling the units to or through dealers and such dealers may receive compensation in the form of discounts, concessions or commissions from the underwriter and/or purchasers of units for whom they may act as agents or to whom they may sell as principal. The difference between the price at which the underwriter purchases units and the price at which the underwriter resells such units may be deemed underwriting compensation.

We estimate that the expenses of this offering incurred by us will be approximately $1.0 million (excluding underwriting discounts and commissions).

Our common units are listed on The New York Stock Exchange under the trading symbol PBFX .

Lock-Up Agreements

We, our general partner and certain of its affiliates, including our sponsor and the directors and executive officers of our general partner, have agreed that, without the prior written consent of Deutsche Bank Securities Inc., we and it will not, directly or indirectly, during the period ending 45 days after the date of this prospectus supplement:

- offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, lend or otherwise transfer or dispose of, directly or indirectly, any common units or any securities convertible into or exercisable or exchangeable for common units;

Table of Contents

- enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of the common units; or

- file any registration statement with the SEC relating to the offering of common units or any securities convertible into or exercisable or exchangeable for common units;

whether any such transaction described in the first two bullet points above is to be settled by delivery of common units or such other securities, in cash or otherwise. In addition, we and each such person agrees that, without the prior written consent of Deutsche Bank Securities Inc., each such person will not, during the period ending 45 days after the date of this prospectus supplement, make any demand for, or exercise any right with respect to, the registration of any common units or any security convertible into or exercisable or exchangeable for common units.

The restrictions in the immediately preceding paragraph do not apply to:

- the sale of common units to the underwriter pursuant to the underwriting agreement;

- the issuance by us of common units upon the exercise of an option or a warrant or the conversion of a security outstanding on the date of this prospectus supplement of which the underwriter has been advised in writing or are described in this prospectus supplement;

- the issuance by us, and the receipt by a holder, of equity awards pursuant to employee benefit plans, so long as the officers and directors of our general partner who are recipients sign and deliver a lock-up letter agreement and the common units underlying such awards do not vest during the restricted period;

- the establishment of a trading plan pursuant to Rule 10b5-1 under the Exchange Act, for the transfer of common units; provided that such plan does not provide for the transfer of common units during the 45-day restricted period and to the extent a public announcement or filing under the Exchange Act, if any, is required of or voluntarily made by or on behalf of the holder or us regarding the establishment of such plan, such announcement or filing shall include a statement to the effect that no transfer of common units may be made under such plan during the 45-day restricted period, or the transfer of common units executed under a trading plan by us pursuant to Rule 10b5-1 under the Exchange Act as existing on the date of this prospectus supplement;

- our issuance of common units as consideration for bona fide acquisitions, in an aggregate number of common units not to exceed 10% of the total number of common units issued and outstanding as of the date of such acquisition agreement, provided that each recipient of these common units shall be subject to the lock-up restrictions described herein;

- the filing of one or more registration statements on Form S-8 with respect to the issuance by us of equity awards pursuant to employee benefit plans;

transactions by any person other than us relating to common units or other securities acquired in open market transactions after the closing of the offering of the common units; provided that no filing under Section 16(a) of the Exchange Act is required or will be voluntarily made in connection with subsequent sales of common units or other securities acquired in such open market transactions;

transfers of common units or any security convertible into or exchangeable or exercisable for common units (i) as a bona fide gift or for bona fide estate planning purposes, (ii) upon death or by will, testamentary document or intestate succession, (iii) to an immediate family member of the holder or to any trust for the direct or indirect benefit of the holder or the immediate family of the holder, (iv) not involving a change in beneficial ownership, or (v) if the undersigned is a trust, to any beneficiary of the holder or to the estate of any such beneficiary;

distributions of common units or any security convertible into or exchangeable or exercisable for common units to any direct or indirect affiliates, current or former partners (general or limited), members or managers of the holder, as applicable, or to the estates of any such partners, members or managers; provided that in the case of any transfer or distribution pursuant to this exception or the prior

Table of Contents

exception above, (i) each such transferee, donee or distributee shall sign and deliver a lock-up letter agreement and (ii) no filing under Section 16(a) of the Exchange Act (other than a filing on Form 5), reporting a reduction in beneficial ownership of common units, shall be required or shall be voluntarily made during the restricted period;

transfer of common units or any security convertible into or exercisable or exchangeable for common units that occurs by operation of law, such as pursuant to a qualified domestic order or in connection with a divorce settlement;

any transfer of common units or any security convertible into or exercisable or exchangeable for common units to us or our affiliates, pursuant to agreements under which we or such affiliate has the option to repurchase such common units or a right of first refusal with respect to transfers of such common units; or

in the event of undue hardship, any transfer of common units after notice to, and with the prior written consent (not to be unreasonably withheld) of, Deutsche Bank Securities Inc.

Deutsche Bank Securities Inc., in its sole discretion, may release the common units and other securities subject to the lock-up agreements described above in whole or in part at any time with or without notice. When determining whether or not to release common units and other securities from lock-up agreements, Deutsche Bank Securities Inc. will consider, among other factors, the holder s reasons for requesting the release, the number of common units and other securities for which the release is being requested and market conditions at the time.

Indemnification

We, our general partner and our sponsor have agreed to indemnify the underwriter against certain liabilities, including liabilities under the Securities Act and to contribute to payments that the underwriter may be required to make for these liabilities.

Stabilization, Short Positions and Penalty Bids

The underwriter may engage in stabilizing transactions, short sales and purchases to cover positions created by short sales, and penalty bids or purchases for the purpose of pegging, fixing or maintaining the price of the common units, in accordance with Regulation M under the Securities Exchange Act of 1934.

Stabilizing transactions permit bids to purchase the underlying security so long as the stabilizing bids do not exceed a specified maximum.

A short position involves a sale by the underwriter of common units in excess of the number of common units the underwriter is obligated to purchase in the offering, which creates the syndicate short position. This short position may be either a covered short position or a naked short position. In a covered short position, the number of common units involved in the sales made by the underwriter in excess of the number of common units it is obligated to purchase is not greater than the number of common units that it may purchase by exercising its option to purchase additional common units. In a naked short position, the number of common units involved is greater than the number of common units in its option to purchase additional common units. The underwriter may close out any short position by either exercising its option to purchase additional common units and/or purchasing common units in the open market. In determining the source of common units to close out the short position, the underwriter will consider, among other things, the price of common units available for purchase in the open market as compared to the price at which it may purchase common units through its option to purchase additional common units. A naked short position is more likely to be created if the underwriter is concerned that there could be downward pressure on the price of the common units in the open market after pricing that could adversely affect investors who purchase in the offering.

Syndicate covering transactions involve purchases of the common units in the open market after the distribution has been completed in order to cover syndicate short positions.

Penalty bids permit the underwriter to reclaim a selling concession from a syndicate member when the common units originally sold by the syndicate member are purchased in a stabilizing or syndicate covering transaction to cover syndicate short positions.

These stabilizing transactions, syndicate covering transactions and penalty bids may have the effect of raising or maintaining the market price of our common units or preventing or retarding a decline in the market price of the common units. As a result, the price of the common units may be higher than the price that might otherwise exist in the open market. These transactions may be effected on the NYSE or otherwise and, if commenced, may be discontinued at any time.

Neither we nor the underwriter make any representation or prediction as to the direction or magnitude of any effect that the transactions described above may have on the price of the common units. In addition, neither we nor the underwriter make any representation that the underwriter will engage in these stabilizing transactions or that any transaction, once commenced, will not be discontinued without notice.

Electronic Distribution

A prospectus supplement in electronic format may be made available on the Internet sites or through other online services maintained by the underwriter, or by its affiliates. In those cases, prospective investors may view offering terms online and prospective investors may be allowed to place orders online. The underwriter may agree with us to allocate a specific number of common units for sale to online brokerage account holders. Any such allocation for online distributions will be made by the underwriter on the same basis as other allocations.

Other than the prospectus supplement in electronic format, the information on the underwriter s website and any information contained in any other website maintained by the underwriter is not part of the prospectus supplement, has not been approved and/or endorsed by us or the underwriter or selling group member in its capacity as underwriter or selling group member and should not be relied upon by investors.

Discretionary Sales

The underwriter has informed us that it does not intend to confirm sales to discretionary accounts that exceed 5% of the total number of common units offered by it.

Stamp Taxes

If you purchase common units offered in this prospectus, you may be required to pay stamp taxes and other charges under the laws and practices of the country of purchase, in addition to the offering price listed on the cover page of this prospectus.

Relationships

The underwriter and its affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, investment research, principal investment, hedging, financing and brokerage activities. The underwriter and its affiliates have engaged in, and may in the future engage in, investment banking and other commercial dealings in the ordinary course of business with us or our affiliates. They have received, or may in the future receive, customary fees and commissions for these transactions. The underwriter acted as an underwriter in connection with our IPO and as an initial purchaser in connection with our senior notes offering, and received fees as a result. We may also in the future enter into various derivative financial instrument transactions in the ordinary course of business in order to hedge our exposure to variable interest rates incurred under our Revolving Credit Facility. We may enter into similar arrangements with the underwriter or its affiliates in the future.

Table of Contents

We expect to use the net proceeds of this offering to fund a portion of the purchase price for the proposed TVPC Acquisition. Pending such use, a portion of the net proceeds of the offering will be used to reduce indebtedness outstanding under our Revolving Credit Facility. An affiliate of the underwriter is a lender under our Revolving Credit Facility and accordingly, may receive a portion of the net proceeds of this offering. Because the Financial Industry Regulatory Authority, Inc. (FINRA) views the common units offered hereby as interests in a direct participation program, there is no conflict of interest between us and the underwriter under Rule 5121 of the FINRA Rules and the offering is being made in compliance with Rule 2310 of the FINRA Rules. Investor suitability with respect to the common units should be judged similarly to the suitability with respect to other securities that are listed for trading on a national securities exchange.

The underwriter or its affiliates that have a lending relationship with us routinely hedge their credit exposure to us consistent with their customary risk management policies. Typically, the underwriter and its affiliates would hedge such exposure by entering into transactions which consist of either the purchase of credit default swaps or the creation of short positions in our securities, including potentially the common units offered hereby. Any such credit default swaps or short positions could adversely affect future trading prices of the common units offered hereby.

In addition, in the ordinary course of their business activities, the underwriter and its affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers. Such investments and securities activities may involve securities and/or instruments of ours or our affiliates. The underwriter and its affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or financial instruments and may hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

Table of Contents

LEGAL MATTERS

The validity of the common units offered hereby will be passed upon for us by Stroock & Stroock & Lavan LLP, New York, New York. The legal matters described under Material U.S. Federal Income Tax Consequences will be passed upon for us by Andrews Kurth LLP, Houston, Texas. Certain legal matters relating to this offering will be passed upon for the underwriter by Cahill Gordon & Reindel LLP, New York, New York.

EXPERTS

The consolidated financial statements of PBF Logistics LP and subsidiaries (the Partnership) as of December 31, 2015 and 2014, and for each of the three years in the period ended December 31, 2015, incorporated in this prospectus supplement by reference from the Partnership s Annual Report on Form 10-K for the year ended December 31, 2015, have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report (which report expresses an unqualified opinion on the consolidated financial statements and includes an explanatory paragraph relating to (1) the retrospective effect given for the Partnership s acquisitions of the entities under common control and (2) the portion of the consolidated financial statements for the three years in the period ended December 31, 2015 attributed to PBF MLP Predecessor, Delaware City West Heavy Crude Unloading Rack, Toledo Storage Facility, and Delaware City Products Pipeline and Truck Rack being prepared from the separate records maintained by PBF Energy Inc. and subsidiaries which may not necessarily be indicative of the conditions that would have existed or results of operations if these entities had been operated as unaffiliated entities), which is incorporated herein by reference. Such consolidated 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 audited historical combined financial statements of the Philadelphia Terminals included in Exhibit 99.1 of PBF Logistics LP s Current Report on Form 8-K/A dated April 29, 2016 have been so incorporated in reliance on the report of PricewaterhouseCoopers LLP, independent accountants, given on the authority of said firm as experts in auditing and accounting.

WHERE YOU CAN FIND MORE INFORMATION; INCORPORATION OF

CERTAIN DOCUMENTS BY REFERENCE

We have filed a registration statement on Form S-3 with the SEC with respect to the common units offered by this prospectus supplement and the accompanying prospectus. This prospectus supplement and the accompanying prospectus do not include all of the information contained in the registration statement. You should refer to the registration statement and its exhibits for additional information. Whenever we make reference in this prospectus supplement or the accompanying prospectus to any of our contracts, agreements or other documents, the references are not necessarily complete and you should refer to the exhibits attached to the registration statement for copies of the actual contract, agreement or other document. We are subject to the information and periodic reporting requirements of the Exchange Act and are required to file annual, quarterly and current reports and other information with the SEC.

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.pbflogistics.com*. Information on or accessible through our website does not constitute a part of this prospectus.

The SEC allows us to "incorporate by reference" information into this prospectus supplement, which means that we can disclose important information about us by referring you to another document filed separately with the SEC. The information incorporated by reference is considered to be a part of this prospectus supplement. This

Table of Contents

prospectus supplement incorporates by reference the documents and reports listed below (other than documents or portions of these documents that are deemed to have been furnished and not filed):

We incorporate by reference the documents listed below:

- Our Current Reports on Form 8-K and 8-K/A (excluding Item 7.01 and related Exhibit 99.1) filed on February 4, 2016, April 1, 2016, May 5, 2016, May 27, 2016 and July 12, 2016;
- Our Annual Report on Form 10-K for the fiscal year ended December 31, 2015, as filed with the SEC on February 22, 2016;
- Our Quarterly Report on Form 10-Q for the quarter ended March 31, 2016, as filed with the SEC on May 5, 2016;
- Our Quarterly Report on Form 10-Q for the quarter ended June 30, 2016, as filed with the SEC on August 4, 2016; and
- The description of our common units, which is contained in Item 1 of our registration statement on Form 8-A filed with the SEC on May 8, 2014.

We also incorporate by reference the information contained in all other documents we file with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act (other than portions of these documents that are deemed to have been furnished and not filed in accordance with SEC rules, including current reports on Form 8-K furnished under Item 2.02 and Item 7.01 (including any financial statements or exhibits relating thereto furnished pursuant to Item 9.01)) after the date of this prospectus supplement and prior to the termination of this offering. The information contained in any such document will be considered part of this prospectus supplement from the date the document is filed with the SEC.

Any statement contained in a document incorporated or deemed to be incorporated by reference in this prospectus supplement will be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference in this prospectus supplement modifies or supersedes that statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement.

We undertake to provide without charge to any person, including any beneficial owner, to whom a copy of this prospectus supplement is delivered, upon oral or written request of such person, a copy of any or all of the documents that have been incorporated by reference in this prospectus supplement, excluding any exhibits to those documents unless the exhibit is specifically incorporated by reference as an exhibit in this prospectus. You should direct requests for documents to us at the following address: PBF Logistics GP LLC, One Sylvan Way, Second Floor, Parsippany, New Jersey 07054, Attn: Secretary; or by telephoning us at (973) 455-7500.

S-29

Table of Contents

PROSPECTUS

PBF LOGISTICS LP

Common Units

Preferred Units

Partnership Securities

Warrants

Rights

PBF Logistics LP (the *Partnership*, *we*, *our* or *us*) may from time to time, in one or more offerings, offer and sell th following securities under this prospectus: (i) common units representing limited partner interests in the Partnership, (ii) preferred units representing preferred limited partner interests in the Partnership, (iii) partnership securities representing limited partner interests in the Partnership, (iv) warrants to purchase common units, preferred units or partnership securities and (v) rights to purchase common units, preferred units, partnership securities or warrants in amounts, at prices and on terms to be determined by market conditions and other factors at the time of our offerings. We refer to the common units, the preferred units, the partnership securities, the warrants and the rights collectively as the securities. We may offer and sell these securities to or through one or more underwriters, dealers and agents, or directly to purchasers, on a continuous or delayed basis, in amounts, at prices and at terms to be determined by market conditions and other factors at the time of the offering. The aggregate initial offering price of all securities sold by us under this prospectus will not exceed $500,000,000.

This prospectus describes only the general terms of the securities and the general manner in which we will offer the securities. The specific terms of any securities that we may offer will be included in a supplement to this prospectus. The prospectus supplement will describe the specific manner in which we will offer the securities and also may add, update or change information contained in this prospectus. The names of any underwriters and the specific terms of a plan of distribution will be stated in the prospectus supplement. You should carefully read this prospectus and any prospectus supplement before you invest. You should also read the documents to which we refer in the Where You Can Find More Information section of this prospectus and any prospectus supplement for information on us and our financial statements. This prospectus may not be used to consummate sales of our securities unless it is accompanied by a prospectus supplement.

Our common units are traded on the New York Stock Exchange under the symbol PBFX. We will provide information in the prospectus supplement for the trading market, if any, for any other securities we may offer.

Investing in our securities involves risks. Limited partnerships are inherently different from corporations. You should carefully consider the risks related to investing in our securities and each of the risk factors described under Risk Factors beginning on page 2 of this prospectus and in the applicable prospectus supplement and in the documents incorporated herein and therein before you make an investment in our securities.

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 October 20, 2015.

Table of Contents

TABLE OF CONTENTS

In making your investment decision, you should rely only on the information contained in this prospectus, any prospectus supplement and the documents we have incorporated by reference in this prospectus. We have not authorized anyone else to give you different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not offering these securities in any state where the offer is not permitted.

You should not assume that the information in this prospectus or any prospectus supplement is accurate as of any date other than the date on the front of those documents, regardless of the time of delivery of this prospectus or any sale of a security. Our business, financial condition, results of operations and prospects may have changed since those dates. We will disclose any material changes in our affairs in an amendment to this prospectus, a prospectus supplement, or a future filing with the SEC, incorporated by reference in this prospectus.

i

Table of Contents

ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement on Form S-3 that we have filed with the SEC using a shelf registration process or continuous offering process. Under this shelf registration process, we may, from time to time, sell the securities described in this prospectus in one or more offerings. Each time securities are offered, you will be provided with this prospectus and a prospectus supplement that will describe, among other things, the specific amounts, types and prices of the securities being offered and the terms of the offering.

This prospectus provides you with a general description of the Partnership and the securities that are registered hereunder that may be offered by us. Each time we sell any securities offered by this prospectus, we will provide a prospectus supplement that will contain specific information about the terms of that offering and the securities being offered. Any prospectus supplement may also add to, update or change information contained or incorporated by reference in this prospectus. To the extent information in this prospectus is inconsistent with the information contained in a prospectus supplement, you should rely on the information in the prospectus supplement.

The information in this prospectus is accurate as of its date. Additional information, including our financial statements and the notes thereto, is incorporated in this prospectus by reference to our reports filed with the SEC. Before you invest in our securities, you should carefully read this prospectus, including the information in the Risk Factors section, any prospectus supplement, the information incorporated by reference in this prospectus and any prospectus supplement (including the documents described under the heading Where You Can Find More Information in both this prospectus and any prospectus supplement), and any additional information you may need to make your investment decision.

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and other reports and other information with the SEC. You may read and copy any document we file at the SEC s public reference room at 100 F Street, NE, Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on its Public Reference Room. Our SEC filings are also available at the SEC s web site at *http://www.sec.gov* which contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC. You can also obtain information about us at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005, or on our website at *http://www.pbflogistics.com.* Our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and our other filings with the SEC are available, free of charge, through our website, as soon as reasonably practicable after those reports or filings are electronically filed with or furnished to the SEC. Information on, or accessible through, our website or any other website is not incorporated by reference into this prospectus and does not constitute a part of this prospectus unless specifically so designated and filed with the SEC.

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 and reports listed below:

- The Partnership s Current Reports on Form 8-K and Form 8-K/A (excluding Items 2.02 and 7.01 and related exhibits) filed on January 21, 2015, May 4, 2015, May 5, 2015, May 11, 2015, May 18, 2015, July 13, 2015, September 2, 2015 (three reports filed on such date) and October 1, 2015;

- The Partnership s Annual Report on Form 10-K for the fiscal year ended December 31, 2014, 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;

- The Partnership s Quarterly Report on Form 10-Q for the quarter ended March 31, 2015, 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;

- The Partnership s Quarterly Report on Form 10-Q for the quarter ended June 30, 2015, 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

- The description of the Partnership s common units contained in the Registration Statement on Form 8-A, filed with the SEC on May 8, 2014, and any subsequently filed amendments and reports updating such description.

We also incorporate by reference the information contained in all other documents filed by the Partnership with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (other than portions of these documents that are deemed to have been furnished and not filed in accordance with SEC rules, including current reports on Form 8-K furnished under Item 2.02 and Item 7.01 (including any financial statements or exhibits relating thereto furnished pursuant to Item 9.01)) after the date of the initial registration statement and prior to effectiveness of the registration statement and after the date of this prospectus and until the completion or termination of each offering under this prospectus.

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

Table of Contents

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus and any prospectus supplement and the documents we incorporate by reference herein or therein may contain 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 sim 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 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;

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

ABOUT PBF LOGISTICS LP

Unless the context otherwise requires, references in this prospectus to PBF Logistics LP, PBFX, the Partnership, we, us or our may refer to PBF Logistics LP, one or more of its consolidated subsidiaries or all of them taken as a whole. 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.

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. On May 14, 2014, we completed the initial public offering, or IPO, of our common units representing limited partner interests. 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 general partner, PBF GP, is wholly-owned by PBF LLC, a subsidiary of PBF Energy. 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, a majority ownership of our limited partnership interests, all of our incentive distribution rights, or IDRs, and is entitled to appoint the entire board of directors of our general partner. PBF Energy (NYSE: PBF) is one of the largest independent petroleum refiners and suppliers of unbranded transportation fuels, heating oil, petrochemical feedstocks, 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.

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*. For additional information as to our business, properties and financial condition please refer to the documents cited in Incorporation by Reference.

Table of Contents

RISK FACTORS

An investment in the securities involves a significant degree of risk. Limited partner interests are inherently different from shares of capital stock of a corporation, although many of the business risks to which we are subject are similar to those that would be faced by a corporation engaged in similar businesses. Before you invest in the securities you should carefully consider those risk factors included in our most recent Annual Report on Form 10-K, as supplemented by our Quarterly Reports on Form 10-Q and other subsequent filings to the extent applicable, each of which is incorporated herein by reference, and those risk factors that may be included in any applicable prospectus supplement, together with all of the other information included in this prospectus, any prospectus supplement and the documents we incorporate by reference in evaluating an investment in the securities. When we offer and sell any securities pursuant to a prospectus supplement, we may include additional risk factors relevant to such securities in the prospectus supplement. Also, please read Cautionary Note Regarding Forward-Looking Statements.

If any of the risks discussed in the foregoing documents were to occur, our business, financial condition, results of operations and cash flows could be materially adversely affected. In that case, we may be unable to pay distributions to our unitholders. In that event, the trading price of our securities could decline and you could lose all or part of your investment.

USE OF PROCEEDS

Except as otherwise provided in an applicable prospectus supplement, we will use the net proceeds we receive from the sale of the securities covered by this prospectus for general partnership purposes, which may include, among other things, repayment or refinancing of outstanding debt, acquisitions, capital expenditures and additions to working capital.

The actual application of proceeds we receive from any particular offering of securities using this prospectus will be determined at the time of the offering and will be described in the applicable prospectus supplement relating to such offering.

Table of Contents

DESCRIPTION OF THE COMMON UNITS

The Units

The common units and the subordinated units are separate classes of limited partner interests in us. The holders of these units are entitled to participate in partnership distributions and exercise the rights or privileges available to limited partners under our partnership agreement. For a description of the relative rights and preferences of holders of common units and subordinated units in and to partnership distributions, please read this section and Our Cash Distribution Policy. For a description of other rights and privileges of limited partners under our partnership agreement, including voting rights, please read The Partnership Agreement.

Transfer Agent and Registrar

Duties

American Stock Transfer & Trust Company, LLC serves as the registrar and transfer agent for the common units. We pay all fees charged by the transfer agent for transfers of common units except the following, which must be paid by unitholders:

- surety bond premiums to replace lost or stolen certificates, taxes and other governmental charges;
- special charges for services requested by a holder of a common unit; and
- other similar fees or charges.

There is no charge to unitholders for disbursements of our cash distributions. We indemnify the transfer agent, its agents and each of their respective stockholders, directors, officers and employees against all claims and losses that may arise out of acts performed or omitted for its activities in that capacity, except for any liability due to any gross negligence or intentional misconduct of the indemnified person or entity.

Resignation or Removal

The transfer agent may resign, by notice to us, or be removed by us. The resignation or removal of the transfer agent will become effective upon our appointment of a successor transfer agent and registrar and its acceptance of the appointment. If no successor has been appointed, or an appointed successor has not accepted its appointment, within 30 days after the notice of resignation or removal, our general partner may act as the transfer agent and registrar until a successor is appointed.

Transfer of Common Units

Upon the transfer of a common unit in accordance with our partnership agreement, the transferee of the common unit shall be admitted as a limited partne