

CLIFFS NATURAL RESOURCES INC.

Form 8-K

March 16, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of report (Date of earliest event reported) March 10, 2010

**Cliffs Natural Resources Inc.**

(Exact Name of Registrant as Specified in Charter)

**Ohio**  
(State or Other Jurisdiction

of Incorporation)

**1-8944**  
(Commission

File Number)

**34-1464672**  
(IRS Employer

Identification No.)

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**200 Public Square, Cleveland, Ohio**  
(Address of Principal Executive Offices)

**44114-2315**  
(Zip Code)

**Registrant's telephone number, including area code 216-694-5700**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events.**

Cliffs Natural Resources Inc. (the Company ) is filing herewith the following exhibits to its Registration Statement on Form S-3 (File No. 333-165376):

1. Underwriting Agreement, dated as of March 10, 2010, by and among the Company and Banc of America Securities LLC and J.P. Morgan Securities Inc., acting as representatives of the several underwriters named therein.
2. Form of First Supplemental Indenture relating to the Company s 5.900% Notes due 2020.
3. Opinion of Jones Day.

**Item 9.01. Financial Statements and Exhibits.**

- (d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
1.1	Underwriting Agreement, dated as of March 10, 2010, by and among the Company and Banc of America Securities LLC and J.P. Morgan Securities Inc., acting as representatives of the several underwriters named therein.
4.2	Form of First Supplemental Indenture relating to the Company s 5.900% Notes due 2020.
5.1	Opinion of Jones Day.
23.1	Consent of Jones Day (included in Exhibit 5.1).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**CLIFFS NATURAL RESOURCES INC.**

By: /s/ George W. Hawk, Jr.  
Name: George W. Hawk, Jr.  
Title: General Counsel and Secretary

Date: March 16, 2010

**Exhibit Index**

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