

CLIFFS NATURAL RESOURCES INC.

Form 8-K

March 22, 2011

**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 16, 2011**

**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, Suite 3300,**

**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 (Registration No. 333-165376):

1. Underwriting Agreement, dated as of March 16, 2011, by and among the Company and Citigroup Global Markets Inc., J.P. Morgan Securities LLC and Merrill Lynch, Pierce, Fenner and Smith Incorporated, acting as representatives of the several underwriters named therein.
2. Opinion of Jones Day.

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

- (d) Exhibits.

**Exhibit**

**Number**

**Description**

- |      |   |
|------|---|
| 1.1  | Underwriting Agreement, dated as of March 16, 2011, by and among the Company and Citigroup Global Markets Inc., J.P. Morgan Securities LLC and Merrill Lynch, Pierce, Fenner and Smith Incorporated, acting as representatives of the several underwriters named therein. |
| 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/ Gina K. Gunning  
Name: Gina K. Gunning  
Title: General Counsel, Corporate Affairs and

Secretary

Date: March 22, 2011

**Exhibit Index**

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