

CLIFFS NATURAL RESOURCES INC.

Form DFAN14A

February 14, 2014

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a)

of the Securities Exchange Act of 1934 (Amendment No. __)

Filed by the Registrant ☐

Filed by a Party other than the Registrant ☒

Check the appropriate box:

☐ Preliminary Proxy Statement

☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

☐ Definitive Proxy Statement

☐ Definitive Additional Materials

☒ Soliciting Material Under Rule 14a-12

Cliffs Natural Resources, Inc.

(Name of Registrant as Specified In Its Charter)

Casablanca Capital LP

Donald G. Drapkin

Douglas Taylor

Celso Lourenco Goncalves

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (check the appropriate box):

☒ No fee required.

☐ Fee computed on table below per Exchange Act Rule 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

☐ Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for
☐ which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the
Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

On February 13, 2014, Casablanca Capital LP provided the following statement to several media sources in response to inquiries regarding the announcement on February 13, 2014 by Cliffs Natural Resources, Inc. (the "Company") that it had appointed Gary Halverson to serve as Chief Executive Officer of the Company:

“The decision to name Gary Halverson CEO following months of leaving an empty chair comes just one day after we announced our support for Lourenco Goncalves to lead Cliffs. Mr. Halverson has never run a public company, and in our view does not have the relevant experience to fundamentally reshape and refocus the company. The board’s action today only underscores its disregard for shareholders and why we intend to reconstitute the board and bring in Mr. Goncalves, a proven value creator, to lead Cliffs.”