

CLIFFS NATURAL RESOURCES INC.

Form 8-K

December 13, 2012

**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) December 6, 2012

**Cliffs Natural Resources Inc.**

(Exact name of registrant as specified in its charter)

Ohio 1-8944 34-1464672  
(State or Other Jurisdiction of Incorporation) (Commission File Number) (IRS Employer Identification No.)

200 Public Square, Suite 3300, Cleveland, Ohio 44114-2315  
(Address of Principal Executive Offices) (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):

Underwriting Agreement, dated as of December 6, 2012, by and among the Company and J.P. Morgan Securities 1.LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Citigroup Global Markets Inc., acting as representatives of the several underwriters listed therein.

2. Form of Sixth Supplemental Indenture relating to the Company's 3.95% Notes due 2018.

3. Opinion of Jones Day.

4. Ratio of Earnings to Fixed Charges.

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

(d) Exhibits.

**Exhibit**

**Number Description**

- |      |  |
|------|--|
| 1.1  | Underwriting Agreement, dated as of December 6, 2012, by and among the Company and J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Citigroup Global Markets Inc., acting as representatives of the several underwriters listed therein. |
| 4.1  | Form of Sixth Supplemental Indenture between the Company and U.S. Bank National Association, as trustee.   |
| 5.1  | Opinion of Jones Day.  |
| 12.1 | Ratio of Earnings to Fixed Charges.  |
| 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/ Carolyn E. Cheverine

Name: Carolyn E. Cheverine

Title: General Counsel - Corporate Affairs & Secretary

Date: December 13, 2012

## Exhibit Index

### Exhibit

#### Number Description

- |      |  |
|------|--|
| 1.1  | Underwriting Agreement, dated as of December 6, 2012, by and among the Company and J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Citigroup Global Markets Inc., acting as representatives of the several underwriters listed therein. |
| 4.1  | Form of Sixth Supplemental Indenture between the Company and U.S. Bank National Association, as trustee.   |
| 5.1  | Opinion of Jones Day.  |
| 12.1 | Ratio of Earnings to Fixed Charges.  |
| 23.1 | Consent of Jones Day (included in Exhibit 5.1).  |