

CLIFFS NATURAL RESOURCES INC.

Form 8-K

February 15, 2017

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): February 9, 2017

Cliffs Natural Resources Inc.  
(Exact name of registrant as specified in its charter)

|   |  |   |
|---|--|---|
| Ohio<br>(State or Other Jurisdiction<br>of Incorporation) | 1-8944<br><br>(Commission File Number) | 34-1464672<br><br>(IRS Employer<br>Identification Number) |
|---|--|---|

|  |                              |
|--|------------------------------|
| 200 Public Square, Suite 3300<br>Cleveland, Ohio<br>(Address of Principal Executive Offices) | 44114-2315<br><br>(Zip Code) |
|--|------------------------------|

Registrant's telephone number, including area code: (216) 694-5700  
Not Applicable  
(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. 333-215980):

1. Underwriting Agreement, dated February 9, 2017, by and between the Company and Goldman, Sachs & Co., as representative of the several underwriters named therein;
2. Opinion and Consent of Jones Day.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit Number | Description  |
|----------------|--|
| 1.1            | Underwriting Agreement, dated February 9, 2017, by and between the Company and Goldman, Sachs & Co., as representative 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.

Date: February 15, 2017 By: /s/ James D. Graham

Name: James D. Graham

Title: Executive Vice President, Chief Legal Officer & Secretary

---

EXHIBIT INDEX

| Exhibit<br>Number | Description  |
|-------------------|--|
| 1.1               | Underwriting Agreement, dated February 9, 2017, by and between the Company and Goldman, Sachs & Co., as representative of the several underwriters named therein |
| 5.1               | Opinion of Jones Day   |
| 23.1              | Consent of Jones Day (included in Exhibit 5.1)   |