

CLIFFS NATURAL RESOURCES INC.

Form 8-K

January 25, 2010

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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):

January 25, 2010

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)

(I.R.S. 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

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))



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**Item 8.01 Other Events.**

Cliffs Natural Resources Inc. published a news release on January 25, 2010 as follows:

Shareholders of Freewest Resources Canada Approve Plan of Arrangement with Cliffs Natural Resources Inc.

- Acquisition Expected to Close on Jan. 27, 2010
- Cliffs Positioned to Become Sole North American Primary Chromite and Ferrochrome Producer/Exporter

CLEVELAND – Jan. 25, 2010 – Cliffs Natural Resources Inc. (NYSE: CLF) (Paris: CLF) announced that shareholders of Freewest Resources Canada Inc. (TSX-V: FWR) today approved a previously announced plan of arrangement for Cliffs to acquire the Montreal-based exploration company at CAD\$1.00 per share. The plan of arrangement, having been unanimously supported by the board and management of Freewest, was approved by approximately 82% of the votes cast by shareholders present in person or represented by proxy at the special shareholders' meeting held today.

Joseph A. Carrabba, Cliffs chairman, president and chief executive officer, said, "We look forward to developing what we consider to be one of the premier chromite deposits in the world. This long-term project positions Cliffs to become the sole North American primary chromite and ferrochrome producer/exporter. It is also consistent with the Company's strategy to broaden its product offerings and customer base through a mineral regarded as a strategic resource by many countries."

The transaction is expected to close on Jan. 27, 2010, subject to customary conditions and consent of the court. Assuming Jan. 27, 2010, becomes the effective time, Freewest shareholders will receive value equal to CAD\$1.00, comprised of 0.0201 Cliffs shares for each Freewest share owned. Under the plan of arrangement, the fraction of a Cliffs share received is based on the Cliffs volume weighted average price for the five New York Stock Exchange trading days from Jan. 15 to Jan. 22, 2010.

To be added to Cliffs Natural Resources' e-mail distribution list, please click on the link below:  
<http://www.cpg-llc.com/clearsite/clf/emailoptin.html>.

**ABOUT CLIFFS NATURAL RESOURCES INC.**

Cliffs Natural Resources Inc. is an international mining and natural resources company. A member of the S&P 500 Index, we are the largest producer of iron ore pellets in North America, a major supplier of direct-shipping lump and fines iron ore out of Australia and a significant producer of metallurgical coal. With core values of environmental and capital stewardship, our colleagues across the globe endeavor to provide all stakeholders operating and financial transparency as embodied in the Global Reporting Initiative (GRI) framework. Our Company is organized through three geographic business units:

The North American business unit is comprised of six iron ore mines owned or managed in Michigan, Minnesota and Canada and two coking coal mining complexes located in West Virginia and Alabama. The Asia Pacific business unit is comprised of two iron ore mining complexes in Western Australia and a 45% economic interest in a coking and thermal coal mine in Queensland, Australia. The Latin America business unit includes a 30% interest in the Amapá Project, an iron ore project in the state of Amapá in Brazil.

Other projects under development include a biomass production plant in Michigan and Ring of Fire chromite properties in Ontario, Canada. Over recent years, Cliffs has been executing a strategy designed to achieve scale in the mining industry and focused on serving the world's largest and fastest growing steel markets.

News releases and other information on the Company are available on the Internet at:  
<http://www.cliffsnaturalresources.com> or  
[www.cliffsnaturalresources.com/Investors/Pages/default.aspx?b=1041&l=1](http://www.cliffsnaturalresources.com/Investors/Pages/default.aspx?b=1041&l=1).

News releases can also be followed via Cliffs' Twitter feed: <http://twitter.com/CliffsIR>.

"Safe Harbor" Statement under the Private Securities Litigation Reform Act of 1995

This news release contains predictive statements that are intended to be made as "forward-looking" within the safe harbor protections of the Private Securities Litigation Reform Act of 1995. Although we believe that our forward-looking statements are based on reasonable assumptions, such statements are subject to risk and uncertainties.

Actual results may differ materially from such statements for a variety of reasons, including the inability to obtain necessary court approvals for the acquisition. Other factors that could impact actual results include the following: demand for ferrochrome by global integrated steel producers; the impact of consolidation and rationalization in the steel industry; availability of capital equipment and component parts;

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availability of rail and float capacity; availability and cost of capital; ability to maintain adequate liquidity and access capital markets; events or circumstances that could impair or adversely impact the viability and carrying value of the Freewest assets; inability to achieve expected production levels; reductions in current resource estimates; impacts of increasing governmental regulation, including failure to receive or maintain required environmental permits; problems with productivity, third-party contractors, labor disputes, disputes with indigenous tribes in the area, weather conditions, fluctuations in ore grade and changes in other cost factors, including energy costs and transportation.

Reference is also made to the detailed explanation of the many factors and risks that may cause such predictive statements to turn out differently, set forth in our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and previous news releases filed with the Securities and Exchange Commission, which are publicly available on Cliffs Natural Resources' website. The information contained in this document speaks as of the date of this news release and may be superseded by subsequent events.

SOURCE: Cliffs Natural Resources Inc.

### INVESTOR AND FINANCIAL MEDIA CONTACTS:

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**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.

*January 25, 2010*

By: *Traci L. Forrester*

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*Name: Traci L. Forrester*

*Title: Assistant Secretary*