

CLIFFS NATURAL RESOURCES INC.

Form 8-K

August 15, 2014

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): August 11, 2014

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

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

| | |
|---|--------------------------|
| 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))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers:
Compensatory Arrangements of Certain Officers.

On August 11, 2014, Timothy W. Sullivan notified Cliffs Natural Resources Inc. (the "Company") of his decision to resign immediately from the Board of Directors (the "Board") of the Company after serving on the Board since January 14, 2013. Mr. Sullivan served as the chair of the Compensation and Organization Committee of the Board and was a member of the Strategy and Sustainability Committee.

Attached hereto as Exhibit 99.1 is a letter Mr. Sullivan furnished to the Company concerning the circumstances he describes surrounding his resignation.

Item 9.01. Financial Statements and Exhibits.

(d)Exhibits.

| Exhibit Number | Description |
|-------------------|--|
| 99.1 | Resignation letter of T. W. Sullivan dated August 11, 2014 |

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: August 15, 2014

By: /s/ James D. Graham

Name: James D. Graham

Title: Vice President, Chief Legal Officer & Secretary

EXHIBIT INDEX

| Exhibit Number | Description |
|-------------------|--|
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