

# CLIFFS NATURAL RESOURCES INC.

## FORM 8-K

(Current report filing)

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Address	200 PUBLIC SQUARE STE. 3300 CLEVELAND, OH 44114-2315
Telephone	216-694-5700
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Sector	Basic Materials
Fiscal Year	12/31

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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):

November 17, 2008

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.)

1100 Superior Avenue, 15th Floor, Cleveland,  
Ohio

44114-2544

(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 1.02 Termination of a Material Definitive Agreement.**

Effective as of November 17, 2008, Cliffs Natural Resources Inc. (formerly known as Cleveland-Cliffs Inc), an Ohio corporation ("Cliffs"), Alpha Merger Sub, Inc. (formerly known as Daily Double Acquisition, Inc.), a Delaware corporation and a wholly-owned subsidiary of Cliffs ("Merger Sub"), and Alpha Natural Resources, Inc., a Delaware corporation ("Alpha"), entered into a Termination, Settlement and Release Agreement (the "Termination Agreement"), pursuant to which the parties have agreed to terminate that certain Agreement and Plan of Merger dated as of July 15, 2008, by and among Cliffs, Merger Sub, and Alpha (the "Merger Agreement"), and to release the other parties from any potential or actual claims and liabilities relating to or arising from the Merger Agreement, as well as the facts or subject matter which were asserted or could have been asserted in a lawsuit styled Alpha Natural Resources, Inc. v. Cliffs Natural Resources, Inc., C.A. No. 4133-VCL, currently pending in the Court of Chancery of the State of Delaware (the "Lawsuit"), in consideration of payment by Cliffs to Alpha of \$70,000,000 and the mutual agreements of the parties set forth in the Termination Agreement.

A copy of the press release regarding the Termination Agreement and the matters contemplated thereby, including the termination of the Merger Agreement and settlement of the Lawsuit, is filed as Exhibit 99(a) to this report and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

99(a) Press Release of Cliffs Natural Resources Inc. dated November 17, 2008

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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.

*November 17, 2008*

Cliffs Natural Resources Inc.

By: *George W. Hawk, Jr.*

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*Name: George W. Hawk, Jr.*

*Title: General Counsel and Secretary*

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Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.(a)	Press Release of Cliffs Natural Resources Inc. dated November 17, 2008

CLIFFS

Alpha Natural Resources

**JOINT NEWS RELEASE****Cliffs Natural Resources and Alpha Natural Resources Announce Litigation Settlement and Termination of Definitive Merger Agreement**

CLEVELAND and ABINGDON, Va. – Nov. 17, 2008 – Cliffs Natural Resources Inc. (NYSE: CLF) and Alpha Natural Resources, Inc. (NYSE: ANR) today announced that the boards of directors of both companies have approved settlement of litigation brought by Alpha in Delaware Chancery Court and termination of the previously announced definitive merger agreement, under which Cliffs would have acquired all outstanding shares of Alpha.

The companies said each board's decision was made after considering various issues, including the current macroeconomic environment, uncertainty in the steel industry, shareholder dynamics and risks and costs of potential litigation. Considering these issues, each board determined that settlement of the litigation and termination of the merger agreement were in the best interests of its equity holders.

Alpha and Cliffs added that, going forward, the companies plan to work together to find ways to realize synergies in their respective coal operations.

Under the terms of the settlement agreement, the merger agreement will be terminated, Cliffs will pay Alpha \$70 million, Alpha will dismiss the Delaware litigation with prejudice and the parties will release each other from all obligations with respect to the proposed transaction as well as from any claims arising out of or relating to the merger agreement.

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., headquartered in Cleveland, is an international mining company, the largest producer of iron ore pellets in North America and a major supplier of metallurgical coal to the global steelmaking industry. The Company operates six iron ore mines in Michigan, Minnesota and Eastern Canada, and three coking coal mines in West Virginia and Alabama. Cliffs also is majority owner of Portman Limited, a large iron ore mining company in Australia, serving the Asian iron ore markets with direct-shipping fines and lump ore. In addition, the Company has a 30% interest in the Amapá Project, a Brazilian iron ore project, and a 45% economic interest in the Sonoma Project, an Australian coking and thermal coal project.

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)

**ABOUT ALPHA NATURAL RESOURCES**

Alpha Natural Resources is a leading supplier of high-quality Appalachian coal to electric utilities, steel producers and heavy industry. Approximately 89 percent of the company's reserve base is high Btu coal and 82 percent is low sulfur, qualities that are in high demand among electric utilities which use steam coal. Alpha is also the nation's largest supplier and exporter of metallurgical coal, a key ingredient in steel manufacturing. Alpha and its subsidiaries currently operate mining complexes in four states, consisting of 57 mines supplying 11 coal preparation and blending plants. The company and its subsidiaries employ more than 3,600 people.

News releases and other information on the Company are available on the Internet at:

<http://www.alphanr.com>

**“Safe Harbor” Statement under the Private Securities Litigation Reform Act of 1995**

Certain matters discussed in this document that are not historical or current facts and deal with potential future circumstances and developments, in particular, the statement about expectations that Cliffs and Alpha will explore opportunities to work together for their mutual benefit. The discussion of such matters is qualified by the inherent risks and uncertainties surrounding future expectations generally, and also may materially differ from actual future experience involving any one or more of such matters. Risks and uncertainties relating to Cliffs and/or Alpha include: changes in demand for iron ore pellets by North American

integrated steel producers; changes in Asian iron ore demand due to changes in steel utilization rates, operational factors, electric furnace production and imports into the United States and Canada of semi-finished steel or pig iron; the impact of consolidation and rationalization in the steel industry; timing of changes in customer coal inventories; changes in, renewal of and acquiring new long-term coal supply arrangements; inherent risks of coal mining beyond either company's control; environmental laws, including those directly affecting coal mining production and those affecting customers' coal usage; competition in coal markets; railroad, barge, truck and other transportation performance and costs; the geological characteristics of Central and Northern Appalachian coal reserves; availability of mining and processing equipment and parts; assumptions concerning economically recoverable coal reserve estimates; difficulties in maintaining relationships with customers, employees or suppliers; and the risks that are described from time to time in Cliffs' and Alpha's respective reports filed with the SEC, including each of Cliffs' and Alpha's annual report on Form 10-K for the year ended Dec. 31, 2007, and quarterly report on Form 10-Q for the quarter ended Sept. 30, 2008, as such reports may have been amended. This document speaks only as of its date, and Cliffs and Alpha each disclaims any duty to update the information herein.

ANRG

**Contact Information:**

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