

CLIFFS NATURAL RESOURCES INC.

FORM 8-K (Current report filing)

Filed 10/16/08 for the Period Ending 10/15/08

Address	200 PUBLIC SQUARE STE. 3300 CLEVELAND, OH 44114-2315
Telephone	216-694-5700
CIK	0000764065
Symbol	CLF
SIC Code	1000 - Metal Mining
Industry	Metal Mining
Sector	Basic Materials
Fiscal Year	12/31

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):

October 15, 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 8.01 Other Events.

On October 15, 2008, Cliffs Asia-Pacific Pty Limited (a subsidiary of Cliffs Natural Resources Inc.) filed an announcement with the Australian Stock Exchange declaring its off-market unconditional takeover bid for all the shares in Portman Limited not already owned. The announcement is contained in Item 9.01 as Exhibit 99(a) on Form 8-K and incorporated into this Item 8.01 by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99(a) Cliffs Asia-Pacific Pty Limited filed an announcement with the Australian Stock Exchange on October 15, 2008 captioned "Cliffs Asia-Pacific Pty Limited declares its off-market takeover bid unconditional"

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.

October 16, 2008

Cliffs Natural Resources Inc.

By: *George W. Hawk, Jr.*

Name: George W. Hawk, Jr.

Title: General Counsel and Secretary

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.(a)	Cliffs Asia-Pacific Pty Limited filed an announcement with the Australian Stock Exchange on October 15, 2008 captioned "Cliffs Asia-Pacific Pty Limited declares its off-market takeover bid unconditional"

P

**Portman
Limited**

ABN 22 007 871 892

15 October 2008

Level 11
The Quadrant
1 William Street
Perth 6000
Western Australia
GPO Box W2017
Perth, 6846
Tel: 61 8 9426 3333
Fax: 61 8 9426 3344

(2 pages in total)

The Announcements Officer
ASX Limited
Level 10
20 Bond Street
SYDNEY NSW 2001

Electronically Lodged

Dear Sir

Please find attached an announcement regarding Cliffs Asia-Pacific Pty Limited's off-market bid for all the shares in Portman Limited it does not already own.

Yours faithfully

/s/ Caroline Rainsford
Caroline Rainsford
Company Secretary

PORTMAN LIMITED

P

**Portman
Limited**

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15 October 2008

Cliffs Asia-Pacific Pty Limited declares its off-market takeover bid unconditional

Portman Limited ('Portman') (ASX:PMM) notes yesterday's announcement by Cliffs Asia-Pacific Pty Limited ('Cliffs') that Cliffs off-market takeover bid for all the shares in Portman that it does not already own ('Offer') has reached the 90% minimum acceptance condition and that Cliffs has declared the Offer free from all remaining conditions.

Cliffs has advised that as of yesterday, Cliffs' voting power in Portman was 90.12%.

The Offer is currently scheduled to close at 7.00pm (Sydney time) on 3 November 2008 ('Closing Date').

Cliffs has now received sufficient acceptances of its Offer to become entitled to compulsorily acquire all remaining Portman shares under the relevant provisions of the Corporations Act.

In order for shareholders to receive payment of their cash consideration under the Offer at the earliest opportunity, the Independent Directors of Portman encourage all shareholders who have not yet accepted the Offer to do so as soon as possible.

For further information, shareholders can contact the Cliffs Offer Information Line on 1800 24 23 00 (toll-free, from within Australia) or on +61 2 9207 3622 (from outside Australia).

/s/ M. D. Perrott

M D Perrott AM

Independent Director