

CLIFFS NATURAL RESOURCES INC.

FORM 8-K (Current report filing)

Filed 01/14/11 for the Period Ending 01/11/11

Address	200 PUBLIC SQUARE STE. 3300 CLEVELAND, OH 44114-2315
Telephone	216-694-5700
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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):

January 11, 2011

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

Election of Two New Directors

On January 11, 2011, the Board of Directors (“Board”) of Cliffs Natural Resources Inc. (the “Company”) elected Andres Ricardo Gluski and Richard A. Ross to the Board. The Board has determined that both Messrs. Gluski and Ross have no material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company) and are independent within the Company’s director independence standards, which are consistent with the New York Stock Exchange’s director independence standards as currently in effect. Effective July 1, 2011, Mr. Gluski will become a member of the Strategy and Operations Committee and the Audit Committee. Effective July 1, 2011, Mr. Ross will become a member of the Governance and Nominating Committee and Audit Committee.

As non-employee directors, Messrs. Gluski and Ross will receive compensation in the same manner as the Company’s other non-employee directors, which compensation the Company previously disclosed in its definitive proxy statement on Schedule 14A as filed with the SEC on March 26, 2010 (the “2010 Proxy Statement”). Since the 2010 Proxy Statement, a change in the Board’s meeting and committee fees occurred, effective April 1, 2010, increasing Board fees from \$1,500 to \$2,000 and committee fees from \$1,000 to \$1,500. Messrs. Gluski and Ross will participate in the Company’s Nonemployee Directors’ Compensation Plan (Amended and Restated as of December 31, 2008) (the “Plan”), a copy of which is included as Exhibit 10(a) to this Current Report on Form 8-K and is incorporated herein by reference. The Plan provides, among other things, for an annual equity grant to non-employee directors. The Plan also provides, among other things, for the opportunities for non-employee directors, in certain circumstances, to receive a portion of their annual retainer fee in common shares, par value \$0.125 per share, of the Company (the “Shares”), to invest additional amounts of their compensation payable for services as a non-employee director in Shares and to defer all or a portion of their compensation payable as a non-employee director. Pursuant to the Plan, Messrs. Gluski and Ross are to receive a prorated annual equity grant of 290 restricted shares each.

The Company also expects to enter into Indemnification Agreements with Messrs. Gluski and Ross, the form of which is included as Exhibit 10(b) to this Current Report on Form 8-K and is incorporated herein by reference. The Indemnification Agreements provide that, to the extent permitted by Ohio law, the Company will indemnify Messrs. Gluski and Ross against all expenses, costs, liabilities, and losses (including attorneys’ fees, judgments, fines or settlements) incurred or suffered by them in connection with any suit in which they are a party or otherwise involved as a result of their service as a member of the Board. The foregoing discussion of the terms of the form of Indemnification Agreement is qualified in its entirety by reference to the full text of the Indemnification Agreement.

A copy of the press release relating to the appointments of Messrs. Gluski and Ross is attached hereto as Exhibit 99(a).

Item 9.01. Financial Statements and Exhibits.

(d) Exhibit Number	Exhibits.
10(a)	Cliffs Natural Resources Inc. Nonemployee Directors’ Compensation Plan (Amended and Restated as of December 31, 2008)(filed as Exhibit 10(nnn) to Form 10-K of Cliffs Natural Resources Inc. on February 26, 2009 and incorporated by reference)
10(b)	Form of Indemnification Agreement between Cliffs Natural Resources Inc. (formerly Cleveland-Cliffs Inc) and Directors (filed as Exhibit 10(f) to Form 10-K of Cliffs Natural Resources Inc. on February 2, 2001 and incorporated by reference)
99(a)	Press Release dated January 11, 2011



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.

January 14, 2011

Cliffs Natural Resources Inc.

By: */s/ Gina K. Gunning*

Name: Gina K. Gunning

Title: General Counsel, Corporate Affairs and Secretary

Exhibit Index

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99.(a)	Press Release dated January 11, 2011

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Form of Indemnification Agreement between Cliffs Natural Resources Inc. (formerly Cleveland-Cliffs Inc) and Directors (filed as Exhibit 10(f) to Form 10-K of Cliffs Natural Resources Inc. on February 2, 2001 and incorporated by reference)

NEWS RELEASE**Cliffs Natural Resources Board Elects Two New Directors***Andres Ricardo Gluski and Richard A. Ross to Join Company's Board*

CLEVELAND – Jan. 11, 2011 – Cliffs Natural Resources Inc. (**NYSE: CLF**) (**Paris: CLF**) announced today that the Board of Directors has elected Andres Ricardo Gluski, 53, executive vice president and chief operating officer of The AES Corporation (**NYSE: AES**), and Richard A. Ross, 53, former chairman and chief executive officer of Inmet Mining Corporation (**TSX: IMN**), to the Board. The appointments are effective immediately. With the additions of Messrs. Gluski and Ross, Cliffs' Board will increase to a total of 13 directors.

Joseph Carrabba, Cliffs' chairman, president and chief executive officer, said: "I am extremely enthusiastic that both Andres and Richard are joining Cliffs' Board. With our increased international exposure, we need experienced executives who will enhance our global perspective. Andres' background in international finance and economics, along with his knowledge of the power industry, will be extremely helpful going forward. Likewise, Richard brings an in-depth understanding of the mining industry, having gained experience in various metals and geographic regions around the world, including Canada, where we are increasingly active in executing our growth strategies."

Biographical information follows:

Andres Ricardo Gluski

Andres Ricardo Gluski is the executive vice president and chief operating officer of The AES Corporation, one of the world's largest independent power producers, with operations on five continents in 29 countries and 2009 revenues of \$14 billion. Mr. Gluski became AES' executive vice president and chief operating officer in 2007.

Mr. Gluski has worked for AES for nine years. He was named executive vice president and president, Latin America, in 2005 and, before that, was senior vice president of the Caribbean and Central America business. He has also served as chairman and chief executive officer of AES Gener in Chile, the Electricidad de Caracas in Venezuela and as chairman of AES Eletropaulo in Brazil. Mr. Gluski has an extensive career in finance and has held executive positions with Santander Bank, CANTV (GTE) and the International Monetary Fund. He was also the director general of the Ministry of Finance of Venezuela. Mr. Gluski started his professional career at Johnson & Johnson and Procter & Gamble.

Mr. Gluski received a Ph.D. in Economics and International Finance and Masters in Economics from University of Virginia. He is a graduate of Wake Forest University, *magna cum laude*, and Phi Beta Kappa. Currently, he serves as chairman for AES Gener and AES Brasiliana and is a member of the board of the directors for the Council of the Americas, the U.S.-Spain Business Council and the Institute of the Americas at the University of California, San Diego.

Richard A. Ross

Richard Ross is former chairman and chief executive officer of Inmet Mining Corporation, a Canadian-based global mining company that produces copper, zinc and gold.

Mr. Ross worked for Inmet Mining Corporation for 20 years and retired Dec. 31, 2009. He was named chairman and chief executive officer in 2005 and, before that, president and chief executive officer from 2000 until 2005. He held a number of executive positions during his tenure with the company, including vice president and chief financial officer, vice president and treasurer and corporate controller.

Before joining Inmet Mining, Mr. Ross was employed at Placer Dome Inc., the former mining company that specialized in gold and other precious metals, from 1985 to 1989. Mr. Ross worked at PricewaterhouseCoopers from 1980 to 1985, where he held various positions and obtained his Chartered Accountant's designation. Mr. Ross graduated from the University of Toronto with a Bachelor of Commerce.

Mr. Ross is a past chairman of the board of directors for Inmet Mining Corporation, Ok Tedi Mining Limited and the Mining Association of Canada, as well as the past president and director of the Canadian Turkish Business Association. Mr. Ross is currently the chairman of the board of St. Joseph's Health Centre in Toronto.

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 high and low volatile 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 six coal mines 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 American 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&1=1

“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 the Company believes that its 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; availability of capital equipment and component parts; availability of float capacity; ability to maintain adequate liquidity and our ability to access capital markets; changes in the financial condition of our partners and/or customers; rejection of major contracts and/or venture agreements by customers and/or participants under provisions of the U.S. Bankruptcy Code or similar statutes in other countries; events or circumstances that could impair or adversely impact the viability of a mine and the carrying value of associated 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, weather conditions, fluctuations in ore grade, tons mined, changes in cost factors including energy costs, transportation, mine closure obligations and employee benefit costs; the ability to identify, acquire and integrate strategic acquisition candidates; risks associated with operations in multiple countries and the effect of these various risks on our future cash flows, debt levels, liquidity and financial position.

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 the Company's Annual Report and Reports on Form 10-K, 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.

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