

CLIFFS NATURAL RESOURCES INC.

FORM 8-K

(Current report filing)

Filed 01/14/09 for the Period Ending 01/13/09

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):

January 13, 2009

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.

Cliffs Natural Resources Inc. ("Company") published two news releases on January 13, 2009 reporting the declaration by the Board of Directors of the Company of the Common Stock dividend and the convertibility of the Company's Preferred Stock for the first quarter of 2009. The Company also provided a Redemption Notice to redeem 205 shares of its Preferred Stock outstanding.

The news releases captioned, "Cliffs Natural Resources Declares Regular Cash Dividend on Common Stock" and "Cliffs Natural Resources Announces Convertibility of Preferred Stock and Provides Redemption Notice" are contained in Item 9.01 as Exhibits 99(a) and 99(b), respectively, on Form 8-K and are incorporated into this Item 8.01 by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99(a) The Company published a news release on January 13, 2009 captioned, "Cliffs Natural Resources Declares Regular Cash Dividend on Common Stock"

99(b) The Company published a news release on January 13, 2009 captioned, "Cliffs Natural Resources Announces Convertibility of Preferred Stock and Provides Redemption Notice"

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, 2009

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)	The Company published a news release on January 13, 2009 captioned, "Cliffs Natural Resources Declares Regular Cash Dividend"
99.(b)	The Company published a news release on January 13, 2009 captioned, "Cliffs Natural Resources Announces Convertibility of Preferred Stock and Provides Redemption Notice"

NEWS RELEASE

Cliffs Natural Resources Declares Regular Cash Dividend on Common Stock

CLEVELAND – Jan. 13, 2009 – Cliffs Natural Resources Inc. (NYSE: CLF) today announced that its Board of Directors has declared a regular quarterly cash dividend of \$0.0875 per common share. The cash dividend will be payable on March 2, 2009, to shareholders of record as of the close of business on Feb. 17, 2009.

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 wholly owns 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&1=1

SOURCE: Cliffs Natural Resources Inc.

CONTACT:

Steve Baisden
Director, Investor Relations and Corporate Communications
(216) 694-5280
steve.baisden@cliffsnr.com

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NEWS RELEASE

Cliffs Natural Resources Announces Convertibility of Preferred Stock and Provides Redemption Notice

CLEVELAND — Jan. 13, 2009 - Cliffs Natural Resources Inc. (NYSE: CLF) , a global mining and natural resources company, today announced that the trading price condition for the conversion right of its 3.25% redeemable cumulative convertible perpetual preferred stock is satisfied and, as a result, holders can surrender their shares for conversion at any time.

The trading price condition for the preferred shares was satisfied because the closing share price of Cliffs' common shares for at least 20 of the last 30 trading days of the fiscal 2008 fourth quarter exceeded 110% of the then applicable conversion price of the preferred stock. The preferred stock was also convertible during each of the previous 16 fiscal quarters due to the satisfaction of the trading price condition during the applicable periods of the relevant preceding fiscal quarters.

Company Provides Redemption Notice

In addition to announcing the convertibility of the shares, Cliffs said it has provided the required notice of its intent to redeem the 205 convertible preferred shares that remain outstanding. As a result, if holders of the preferred stock wish to convert their shares in lieu of having them redeemed, they should surrender them for conversion on or prior to Feb. 11, 2009.

The conversion rate is currently 133.0646 common shares per share of preferred stock. This equates to a conversion price of approximately \$7.52 per common share, subject to adjustment in certain circumstances, including payment of dividends on the common shares.

Should holders choose not to surrender their shares on or prior to Feb. 11, 2009, Cliffs will redeem the securities for common shares valued at a discount of 2.5% from their market price in an amount equal to the liquidation preference, or \$1,000 per share, plus any accumulated and unpaid dividends up to the redemption date. Specific terms can be found in the related prospectus dated July 22, 2004, and filed with the Securities and Exchange Commission on July 22, 2004.

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>

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