

# CLIFFS NATURAL RESOURCES INC.

## FORM 8-K (Current report filing)

Filed 07/12/13 for the Period Ending 07/08/13

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

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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):

July 8, 2013

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

On July 8, 2013, Joseph A. Carrabba announced that he will retire as the president and chief executive officer of Cliffs Natural Resources Inc. (the “**Company**”) by December 31, 2013. James F. Kirsch, who currently serves as the lead director on the Company’s Board of Directors (“**Board**”), was elected non-executive chairman of the Board on July 9, 2013, replacing Mr. Carrabba as chairman.

On and effective July 8, 2013, Laurie Brlas announced her retirement as executive vice president and president, global operations of the Company.

A copy of the press release relating to the retirements of Mr. Carrabba and Ms. Brlas is attached hereto as Exhibit 99.1.

On July 8, 2013, the Board elected Mark E. Gaumont, former Senior Vice Chair – Americas of Ernst & Young, to the Board effective as of July 8, 2013. The Board has determined that Mr. Gaumont has no material relationship with the Company (directly or as a partner, shareholder or officer of an organization that has a relationship with the Company) and is 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. Mr. Gaumont has been designated as a “financial expert” as defined by applicable Securities and Exchange Commission rules and regulations. Effective July 8, 2013, Mr. Gaumont will become a member of the Audit Committee and Compensation and Organization Committee.

As a non-employee director, Mr. Gaumont will receive compensation in the same manner as the Company’s other non-employee directors, which compensation the Company previously disclosed under the heading “Director Compensation” in its most recent proxy statement filed with the Securities and Exchange Commission on April 1, 2013 (the “**2013 Proxy Statement**”). Mr. Gaumont will participate in the Company’s Nonemployee Directors’ Compensation Plan (Amended and Restated as of December 31, 2008) (the “**Plan**”). Pursuant to the Plan, Mr. Gaumont is to receive a prorated annual equity grant of 4,421 restricted shares as calculated using the grant date fair value and also will be entitled to quarterly and per meeting director fees.

The Company also expects to enter into an Indemnification Agreement with Mr. Gaumont, the form of which is included as Exhibit 10.1 to this Current Report on Form 8-K. The Indemnification Agreement provides that, to the extent permitted by Ohio law, the Company will indemnify Mr. Gaumont against all expenses, costs, liabilities and losses (including attorneys’ fees, judgments, fines or settlements) incurred or suffered by him in connection with any suit in which he is a party or otherwise involved as a result of his 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 appointment of Mr. Gaumont as a director is attached here to as Exhibit 99.2.

## Item 9.01. Financial Statements and Exhibits.

### (d) Exhibits.

#### Exhibit

<b>Number</b>	<b>Description</b>
10.1	Form of Indemnification Agreement between Cliffs Natural Resources Inc. and Directors (filed as Exhibit 10.5 to the Cliffs Natural Resources Inc. Annual Report on Form 10-K on February 16, 2012 and incorporated by reference)
99.1	Cliffs Natural Resources Inc. published a new release on July 9, 2013 captioned, “Cliffs Natural Resources Inc. Announces CEO Succession Plan”
99.2	Cliffs Natural Resources Inc. published a news release on July 9, 2013 captioned, “Cliffs Natural Resources Inc. Board Elects New Director”

**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.

*July 12, 2013*

Cliffs Natural Resources Inc.

*By: /s/ James D. Graham*

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*Name: James D. Graham*

*Title: Vice President & Chief Legal Officer*

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Exhibit Index

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99.2	Cliffs Natural Resources Inc. published a news release on July 9, 2013 captioned, "Cliffs Natural Resources Inc. Board Elects New Director"



# CLIFFS

## NEWS RELEASE

### **Cliffs Natural Resources Inc. Announces CEO Succession Plan**

- Joseph Carrabba Announces Plan to Retire as President and CEO by the End of 2013
- James Kirsch Named Non-Executive Chairman
- Laurie Brlas to Retire as EVP & President, Global Operations, Effective Immediately
- Office of the Chairman Formed to Facilitate Smooth Transition

**CLEVELAND – July 9, 2013** – Cliffs Natural Resources Inc. (NYSE: CLF) (Paris: CLF) today announced that Joseph Carrabba has informed the Board of Directors of his plans to retire as the Company’s president and chief executive officer by Dec. 31, 2013. James Kirsch, who currently serves on Cliffs’ Board as lead director, has been elected non-executive chairman of the Board, effectively immediately, replacing Mr. Carrabba as chairman.

Mr. Carrabba will continue to serve as president and CEO and a Director of the Company until a successor has been elected, after which point he will also step down from the Board. Cliffs’ Board has retained an executive search firm, Heidrick & Struggles, to help identify candidates to lead the Company. To facilitate the transition, Cliffs has formed an Office of the Chairman, led by Mr. Kirsch. The Company also announced today that Laurie Brlas has retired as executive vice president and president, global operations and is leaving the Company, effective immediately.

Mr. Carrabba said, “It has been a privilege to lead this great Company over the last eight years. I am proud of the global operational footprint we have established and believe now is the right time to begin this leadership transition. I look forward to working with the Office of the Chairman during this period as we continue to provide world-class iron ore and coal products to the world’s largest steel markets.”

Mr. Carrabba added, “We thank Laurie for her service over the past seven years as chief financial officer and most recently as executive vice president and president, global operations. We wish her well in her future endeavors.”

Mr. Kirsch said, “We are fortunate to have a strong executive team in place with a deep bench of leadership talent to aid in a seamless transition. On behalf of the entire Board of Directors, I want to thank Joe for his dedication to Cliffs over the last eight years. We greatly appreciate his contributions and look forward to his continued leadership during the transition period ahead.”

Mr. Kirsch continued, “I am honored to have the opportunity to work closely with my fellow board members and Cliffs’ senior management team as non-executive chairman. We are committed to improving our operating performance and increasing our competitiveness in challenging market conditions as we work to create value for our shareholders.”

#### **Second-Quarter 2013 Earnings Conference Call**

As previously announced, the Company intends to report its unaudited 2013 second-quarter financial results after the U.S.-market close on Thursday, July 25, 2013. On Friday, July 26, 2013 at 10:00 a.m. ET, Cliffs will conduct a live conference call with securities analysts and institutional investors to discuss the results. Interested parties are invited to listen online at [www.cliffsnaturalresources.com](http://www.cliffsnaturalresources.com). Participants on the call will include; Mr. Carrabba, Terrance Paradie, executive vice president and chief financial officer, and Jessica Moran, director, investor relations.

#### **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, the Company is a major global iron ore producer and a significant producer of high- and low-volatile metallurgical coal. Cliffs’

strategy is to continually achieve greater scale and diversification in the mining industry through a focus on serving the world's largest and fastest growing steel markets. Driven by the core values of social, environmental and capital stewardship, Cliffs associates across the globe endeavor to provide all stakeholders operating and financial transparency.

The Company is organized through a global commercial group responsible for sales and delivery of Cliffs' products and a global operations group responsible for the production of the minerals the Company markets. Cliffs operates iron ore and coal mines in North America and an iron ore mining complex in Western Australia. In addition, Cliffs has a major chromite project, in the feasibility stage of development, located in Ontario, Canada.

News releases and other information on the Company are available on the Internet at: <http://www.cliffsnaturalresources.com>

SOURCE: Cliffs Natural Resources Inc.

Follow Cliffs on Twitter at: <http://twitter.com/CliffsNR>

### **Forward-Looking Statements**

This release contains forward-looking statements within the meaning of the federal securities laws. Although the Company believes that its forward-looking statements are based on reasonable assumptions, such statements are subject to risks and uncertainties relating to Cliffs' operations and business environment that are difficult to predict and may be beyond Cliffs' control. Such uncertainties and factors may cause actual results to differ materially from those expressed or implied by forward-looking statements for a variety of reasons including without limitation: uncertainty or weaknesses in global economic conditions, including downward pressure on prices, reduced market demand and any slowing of the economic growth rate in China; trends affecting our financial condition, results of operations or future prospects, particularly the continued volatility of iron ore and coal prices; our ability to successfully integrate acquired companies into our operations and achieve post-acquisition synergies, including without limitation, Cliffs Quebec Iron Mining Limited (formerly Consolidated Thompson Iron Mining Limited); and other factors and risks that are set forth in the Company's most recently filed reports with the Securities and Exchange Commission. In addition, the information contained herein speaks as of the date of this release and may be superseded by subsequent events. Except as may be required by applicable securities laws, we do not undertake any obligation to revise or update any forward-looking statements contained in this release.

### **INVESTOR RELATIONS AND GLOBAL COMMUNICATIONS CONTACTS:**

Jessica Moran

Director, Investor Relations

(216) 694-6532

Patricia Persico

Director, Global Communications

(216) 694-5316

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# CLIFFS

## NEWS RELEASE

### **Cliffs Natural Resources Inc. Board Elects New Director**

*Mark E. Gaumond to Join Company's Board and Serve on Compensation and Audit Committees*

**CLEVELAND – July 9, 2013** – Cliffs Natural Resources Inc. (**NYSE: CLF**) (**Paris: CLF**) announced today that its Board of Directors has elected Mark E. Gaumond, 62, former Senior Vice Chair – Americas of Ernst & Young, as a new director. The appointment is effective July 8, 2013. With the addition of Mr. Gaumond, Cliffs' Board will be comprised of a total of 10 directors.

James Kirsch, non-Executive Chairman of Cliffs' Board of Directors, said, "With his strong financial background working with large international companies at both Arthur Andersen and Ernst & Young, Mark is an excellent addition to Cliffs' Board. Mark has worked extensively with senior management and audit committees of many different public and privately held companies."

"I am very pleased to join Cliffs' Board and be part of a highly regarded mining company," stated Mark Gaumond. "I look forward to working with management and my fellow board members to enhance shareholder value."

Mr. Gaumond has functioned as the lead partner on many key accounts, and held senior management positions within two large accounting firms over the course of his career. In 1976, Mr. Gaumond joined Arthur Andersen in New York and was named a Partner in 1986. Over his 27 years with Andersen, Mr. Gaumond was a coordinating partner on Fortune 500 clients. He also served as the Managing Partner of Andersen's Stamford office for eight years.

In 2002, Mr. Gaumond joined Ernst & Young's New York office. He was appointed Americas Senior Vice Chair, in 2006 where he oversaw all revenue generating activities for the Americas. Previously, Mr. Gaumond worked with several large multinational clients and served as the Managing Partner of Ernst & Young's San Francisco Office. He was a member of Ernst & Young's Americas Executive Board and served on the Ernst & Young Partner Advisory Council. He also was Senior Advisory Partner for several of the firm's largest clients.

Mr. Gaumond received a Master of Business Administration from the Leonard N. Stern School of Business, New York University. He received his A.B. in Government from Georgetown University. Currently, he serves as director for Booz Allen Hamilton and Rayonier, Inc. He is a former trustee of the California Academy of Sciences.

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SOURCE: Cliffs Natural Resources Inc.

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