

CLIFFS NATURAL RESOURCES INC.

FORM 8-K (Current report filing)

Filed 12/03/04 for the Period Ending 11/30/04

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):

November 30, 2004

Cleveland-Cliffs 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, Cleveland, Ohio

44114-2589

(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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On November 30, 2004, Cleveland-Cliffs Inc (the "Company"), filed an amendment (the "Amendment") to its Amended Articles of Incorporation with the Secretary of State for the State of Ohio. The Amendment (1) changed each issued and unissued authorized Common Share into two Common Shares, (2) proportionately increased the authorized number of Common Shares from 28,000,000 to 56,000,000 shares, and (3) decreased the par value of the issued and unissued Common Shares from \$1.00 per share to \$0.50 per share. Attached hereto as Exhibit 3(a) is the text of the Amendment. The Company's Board of Directors approved the Amendment on November 9, 2004. The Amendment was effective as of November 30, 2004.

This description of the Amendment is not complete and is qualified by reference to the full text of the Amendment, which is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

EX 3(a) Amendment to Cleveland-Cliffs Inc Amended Articles of Incorporation, dated November 30, 2004

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.

December 3, 2004

Cleveland-Cliffs Inc

By: *D. J. Gallagher*

Name: D. J. Gallagher

*Title: Senior Vice President, Chief Financial Officer and
Treasurer*

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
3.(a)	Amendment to Cleveland-Cliffs Inc Amended Articles of Incorporation, dated November 30, 2004

At a meeting of the Directors of Cleveland-Cliffs Inc held on November 9, 2004, the following resolution was adopted by the Directors pursuant to section 1701.70(B)(9) and (B)(10) of the Ohio Revised Code:

RESOLVED: That pursuant to Sections 1701.70(B)(9) and (10) of the Ohio Revised Code, the Directors hereby adopt an amendment to the portion of Article FOURTH of the Articles that precedes Division A (1) to change each issued and unissued authorized Common Share into two Common Shares, (2) to proportionately increase the authorized number of Common Shares from 28,000,000 to 56,000,000 shares, and (3) to decrease the par value of the issued and unissued Common Shares from \$1.00 per share to \$0.50 per share in order to prevent an increase in the aggregate par value of the outstanding Common Shares as a result of the Stock Split, so that as amended said portion of Article FOURTH shall read in its entirety as follows:

“FOURTH: The maximum number of shares the Corporation is authorized to have outstanding is Sixty-Three Million (63,000,000) shares, consisting of the following:

- (a) Three Million (3,000,000) shares of Serial Preferred Stock, Class A, without par value (“Class A Preferred Stock”);
- (b) Four Million (4,000,000) shares of Serial Preferred Stock, Class B, without par value (“Class B Preferred Stock”); and
- (c) Fifty-Six Million (56,000,000) Common Shares, par value \$0.50 per share (“Common Shares”).

Each Common Share issued or unissued at the close of business on the date on which this amendment becomes effective shall automatically be changed into two Common Shares. Upon the effectiveness of this amendment, each certificate representing Common Shares immediately prior to the effectiveness of this amendment shall continue to represent the same number of Common Shares from and after the effectiveness of this amendment, and as soon as practicable thereafter there shall be distributed to each holder of record of Common Shares at the close of business on the date on which this amendment becomes effective a notification regarding the additional Common Share(s) issued to such holder, which additional Common Share(s) will be issued in book-entry form.”