

CLIFFS NATURAL RESOURCES INC.

FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 06/28/01

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

CLEVELAND CLIFFS INC

FORM S-8

(Securities Registration: Employee Benefit Plan)

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As filed with the Securities and Exchange Commission on June 28, 2001

Registration No. _____

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
Under
The Securities Act of 1933

CLEVELAND-CLIFFS INC
(Exact Name of Registrant as Specified in Its Charter)

OHIO
(State or Other Jurisdiction
of Incorporation or Organization)

34-1464672
(I.R.S. Employer Identification No.)

18th Floor, Diamond Building
1100 Superior Avenue, Cleveland, Ohio 44114-2589
(Address of Principal Executive Offices Including Zip Code)

Cleveland-Cliffs Inc Nonemployee Directors' Compensation Plan
(AS AMENDED THROUGH MAY 8, 2001)
(Full Title of the Plan)

John E. Lenhard, Esq.
Secretary and Corporate Counsel
Cleveland-Cliffs Inc
18th Floor, Diamond Building
1100 Superior Avenue
Cleveland, Ohio 44114-2589
(Name and Address of Agent For Service)
(216) 694-5700
(Telephone Number, Including Area Code, of Agent For Service)

CALCULATION OF REGISTRATION FEE

Title of Securities to	Amount to be	Proposed Maximum Offering	Proposed Maximum Aggregate	Amount of Registration
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be Registered	Registered (1)	Price Per Share (2)	Offering Price (2)	Fee
Common Shares, par value \$1.00 per share(3)	50,000	\$19.14	\$957,000	\$239.25

- (1) Pursuant to Rule 416 of the Securities Act of 1933 (“Securities Act”), this Registration Statement also covers such additional Common Shares, par value \$1.00 per share (“Common Shares”), as may become issuable pursuant to the anti-dilution provisions of the Cleveland-Cliffs Inc Nonemployee Directors’ Compensation Plan (As Amended through May 8, 2001) (“Plan”).
- (2) Estimated solely for calculating the amount of the registration fee, pursuant to paragraphs (c) and (h) of Rule 457 of the General Rules and Regulations under the Securities Act, on the basis of the average of the high and low sale prices of such securities on the New York Stock Exchange on June 26, 2001, within five business days prior to filing.
- (3) One common share purchase right (“Right”) will also be issued with respect to each Common Share. The terms of the Rights are described in the Form 8-A filed by the Registrant on September 19, 1997.

Exhibit Index Appears on Page 4

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Part II

Pursuant to General Instruction E to Form S-8, the contents of Registration Statement No. 333-06049 on Form S-8 as filed by Cleveland-Cliffs Inc (the “Registrant”) with the Securities and Exchange Commission (“SEC”) on June 16, 1996, is incorporated herein by reference.

Item 8. Exhibits

- 4(a) Articles of Incorporation, as amended, of the Registrant (filed as Exhibit 3(a) to the Registrant’s Annual Report on Form 10-K filed on February 2, 2001 and incorporated by reference)
- 4(b) Regulations of the Registrant (filed as Exhibit 3(b) to the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2000 and incorporated herein by reference)
- 4(c) Cleveland-Cliffs Inc Nonemployee Directors’ Compensation Plan, effective July 1, 1996 (filed as Exhibit 10 (vv) to the Registrant’s Annual Report on Form 10-K filed on February 2, 2001 and incorporated by reference)
- 4(d) First Amendment to Cleveland-Cliffs Inc Nonemployee Directors’ Compensation Plan, effective as of November 12, 1996 (filed as Exhibit 10(dd) to Registrant’s Form 10-K filed on March 26, 1997 and incorporated by reference)
- 4(e) Second Amendment to Cleveland-Cliffs Inc Nonemployee Directors’ Compensation Plan, effective as of May 13, 1997 (filed as Exhibit 10(m) to Registrant’s Form 10-Q filed on August 13, 1997 and incorporated by reference)
- 4(f) Third Amendment to Cleveland-Cliffs Inc Nonemployee Directors’ Compensation Plan, effective as of January 1, 1999 (filed as Exhibit 10(qq) to Form 10-K of Cleveland-Cliffs Inc filed on March 25, 1999 and incorporated by reference)

- 4(g) Fourth Amendment to Cleveland-Cliffs Inc Nonemployee Directors' Compensation Plan, effective May 8, 2001 (filed as Appendix B to the Registrant's Proxy Statement dated March 26, 2001 and incorporated herein by reference)
- 4(h) The Registrant's Form 8-A with respect to the Rights (filed on September 19, 1997 and incorporated herein by reference)
- 4(i) Rights Agreement, dated September 19, 1997 between the Registrant and First Chicago Trust Company of New York (filed as Exhibit 4.1 to the Registrant's Form 8-K filed on September 19, 1997 and incorporated herein by reference)
- 23 Consent of Independent Auditors
- 24 Power of Attorney

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Cleveland, State of Ohio, on June 28, 2001.

CLEVELAND-CLIFFS INC

By: /s/ John S. Brinzo

John S. Brinzo, Chairman and Chief Executive Officer

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Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities as of June 28, 2001.

Signature	Title
* _____ J. S. Brinzo	Chairman and Chief Executive Officer and Director (Principal Executive Officer)
* _____ C. B. Bezik	Senior Vice President-Finance (Principal Financial Officer)
* _____ R. J. Leroux	Vice President and Controller (Principal Accounting Officer)
*	Director

R. C. Cambre

* Director

R. Cucuz

* Director

J. D. Ireland, III

* Director

L. L. Kanuk

* Director

F. R. McAllister

* Director

J. C. Morley

* Director

S. B. Oresman

* Director

A. Schwartz

* John E. Lenhard, the undersigned attorney-in-fact, by signing his name hereto, does hereby sign and execute this Registration Statement on behalf of the above indicated officers and directors thereof (constituting a majority of the directors) pursuant to a power of attorney filed with the Securities and Exchange Commission.

June 28, 2001

By: /s/ John E. Lenhard

John E. Lenhard, Attorney-in-Fact

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Exhibit 23

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Cleveland-Cliffs Inc Nonemployee Directors' Compensation Plan (As Amended through May 8, 2001) of our report dated January 24, 2001, with respect to the consolidated financial statements and schedule of Cleveland-Cliffs Inc and consolidated subsidiaries included in its Annual Report (Form 10-K) for the year ended December 31, 2000, filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

*Cleveland, Ohio
June 26, 2001*

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POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned officers and directors of Cleveland-Cliffs Inc, an Ohio corporation ("the Company"), hereby constitutes and appoints John S. Brinzo, Cynthia B. Bezik and John E. Lenhard, and each of them, as true and lawful attorney or attorneys-in-fact for the undersigned, with full power of substitution and revocation, for him or her and in his or her name, place and stead, to sign on his or her behalf as an officer or director of the Company a Registration Statement or Registration Statements on Form S-8 pursuant to the Securities Act of 1933 concerning certain Common Shares of the Company to be offered in connection with the Company's Nonemployee Directors' Compensation Plan (As Amended through May 8, 2001), and to sign any and all amendments or post-effective amendments to such Registration Statement(s), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission or any state regulatory authority, granting unto said attorney or attorneys-in-fact, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as they might or could do in person, hereby ratifying and confirming all that said attorney or attorneys-in-fact or any of them or their substitute or substitutes may lawfully do or cause to be done by virtue hereof.

This Power of Attorney may be executed in multiple counterparts, each of which shall be deemed an original with respect to the person executing it.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands as of the 27th day of June, 2001.

/s/ J. S. Brinzo

J. S. Brinzo
Chairman and Chief Executive Officer
and Director (Principal Executive Officer)

/s/ L. L. Kanuk

L. L. Kanuk
Director

/s/ C. B. Bezik

C. B. Bezik
Senior Vice President-Finance
(Principal Financial Officer)

/s/ F. R. McAllister

F. R. McAllister
Director

/s/ R. J. Leroux

R. J. Leroux
Vice President and Controller (Principal Accounting
Officer)

/s/ J. C. Morley

J. C. Morley
Director

/s/ R. C. Cambre

R. C. Cambre
Director

/s/ S. B. Oresman

S. B. Oresman
Director

/s/ R. Cucuz

R. Cucuz
Director

/s/ A. Schwartz

A. Schwartz
Director

/s/ J. D. Ireland, III

J. D. Ireland, III
Director