

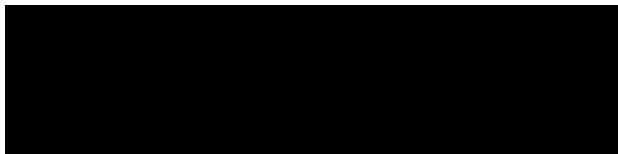
Item 8. Exhibits

Exhibit Number	Exhibit Description	Exhibit ⁱ
4.1	Third Amenu	

SIGNATURES

Pursuant to the re^o ^o N ^o A

EXH



July 29, 2014

Cliffs Natural Resources Inc.
200 Public Square, Suite 3300
Cleveland, Ohio 44114-2315

Re: Registration Statement on Form S-8 Filed by Cliffs Natural Resources Inc.

Ladies and Gentlemen:

We have acted as counsel for Cliffs Natural Resources Inc., an Ohio corporation (the "*Company*"), in connection with the Cliffs Natural Resources Inc. Amended and Restated 2012 Incentive Equity Plan (the "*Plan*"). In connection with the opinion expressed herein, we have examined such documents, records and matters of law as we have deemed relevant or necessary for purposes of such opinion. Based on the foregoing, and subject to the further limitations, qualifications and assumptions set forth herein, we are of the opinion that the 5,000,000 common shares (the "*Shares*"), par value \$0.125 per share, of the Company that may be issued or delivered and sold pursuant to the Plan and the authorized forms i 2315

