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UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**Form S-4**  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT

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**ALPHA NATURAL RESOURCES, INC.**

One Alpha Place, P.O. Box 2345  
Abingdon, Virginia 24212

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS  
TO BE HELD ON \_\_\_\_\_, 2008**

To our fellow Stockholders of Alpha Natural Resources, Inc.:

We will hold our special meeting of stockholders at \_\_\_\_\_, on \_\_\_\_\_, 2008, at \_\_\_\_\_, unless adjourned to a later date. This special meeting will be held for the following purposes:

1. To adopt the Agreement and Plan \_\_\_\_\_,









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- \$22.23 in cash, without interest; and
  - 0.95 of a fully paid, nonassessable common share of Cleveland-
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**Q:** What should I do now?

**A:** You should read this joint proxy statement/prospectus carefully, incl





If your shares are held in a "street





**SUMMARY**

*This summary highlights selected information from this joint proxy stateE*

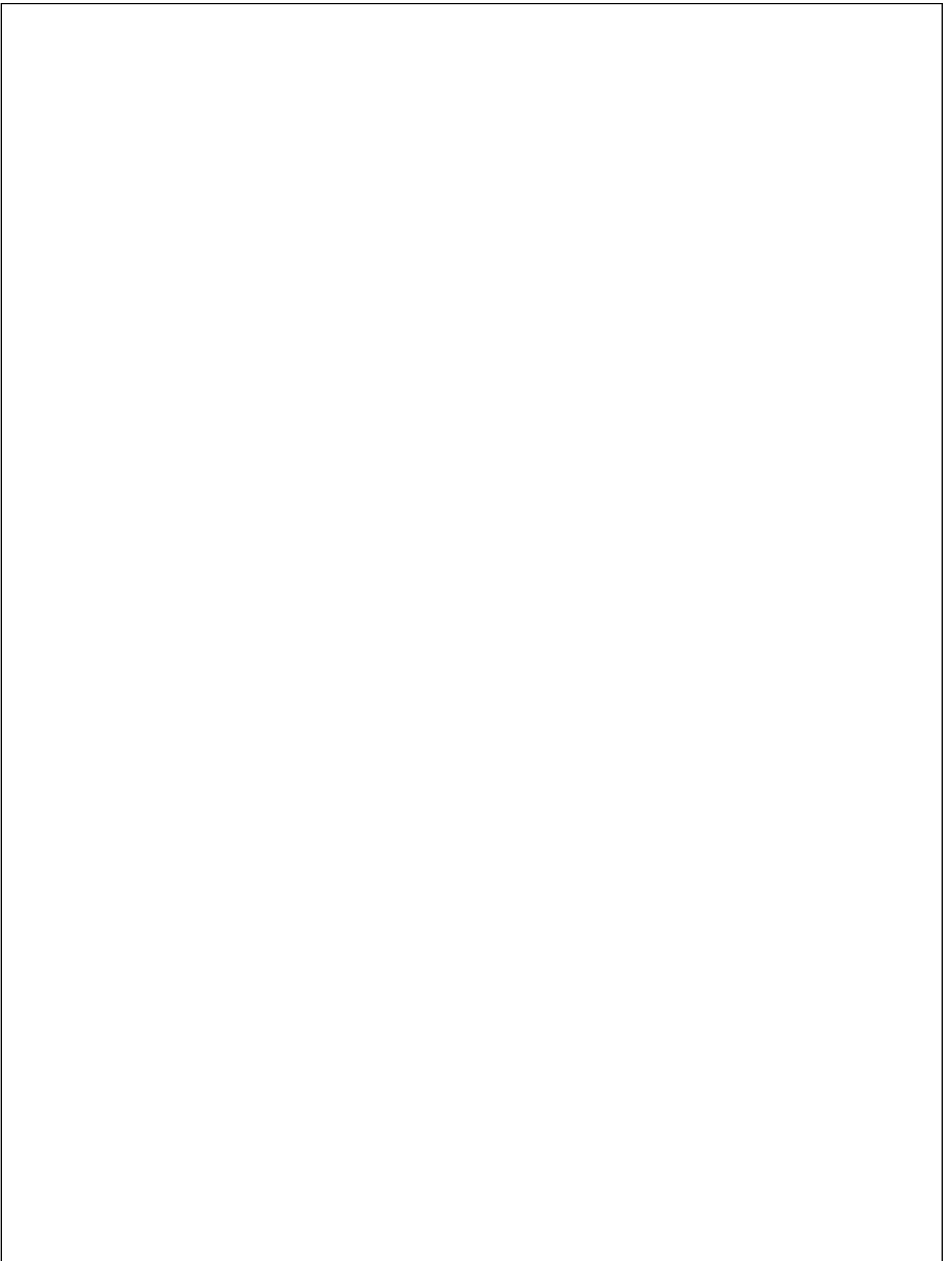




























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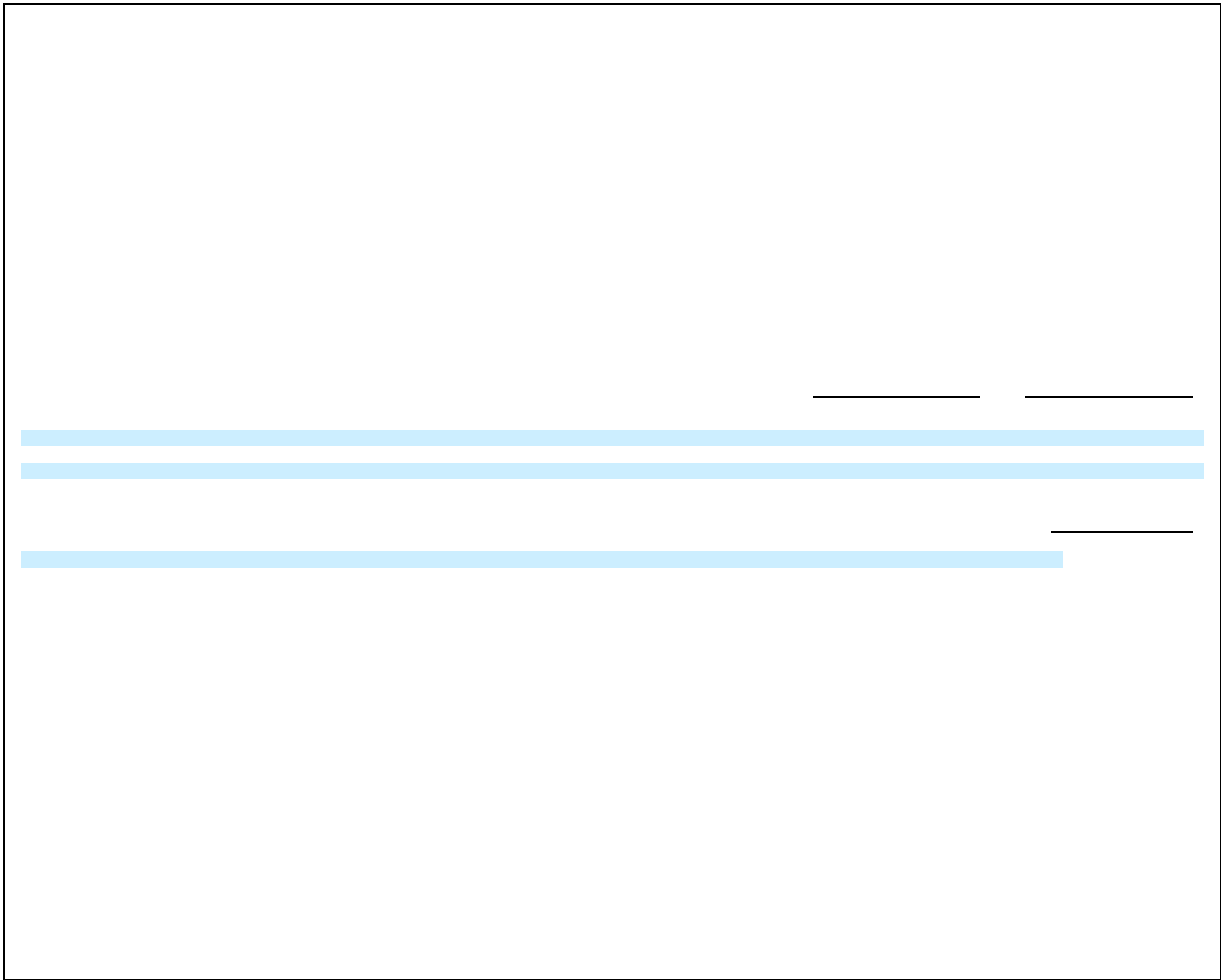
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During



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Partnership, or Empire, mines; and Cleveland-Cliffs' Northshore Mining Company, or Northshore, mine is largely dependent on its wholly-owned power facility for its electrical supply. A significant interruption in service from Cleveland-Cliffs' energy suppliers due to terrorism, weather conditions, natural disasters, or any other cause can result in substantial losses that may not be fully recoverable, either from its business interruption insurance or responsible third parties.

*Cleveland-Cliffs is subject to extensive governmental regulation, which imposes, and will continue to impose, significant costs and liabilities on Cleveland-Cliffs, sgñii dC*

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*Underground mining is subject to increased safety regulation and may require Cleveland-Cliffs to incur additional cost.*

Recent mine disasters have led to the enactment and consideration of



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prevent fraud, Cleveland-Cliffs' financial statements could become materially misleading, which could adversely affect the trading price of Cleveland-Cliffs common shares. Implementing new internal control





merger. The increased indebtedness and higher debt-l







Adoption of the merger agreement requires the affirmative









cast by the holders of out









Other Business

Cleveland-Cliffs special meeting of any other business to be acted upon at the special meeting. If, however, other matters are properly brought before the special meeting, your proxies will process all









During the first

















- the overall competitive positioning of the combined company, which is w



certain circumstances (which Alpha's board of directors understood was a condition to Cleveland-Cliffs' willingness to enter into thg t

















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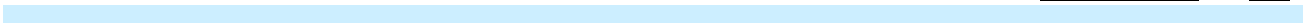




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appraisal rights under Section 262 of the DGCL in connection with the merger. A person having a beneficial interest in shares of Alpha common stock held of record in the





and with whom agreements as to valu



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THE MERGER AGREEMENT































opportunities and employee benefits th ~ ;







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designed to cause the t















If, at the end of the umbrella agreement term in 2010, a new









*Environment*

*General*

§

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North American Coal

Cleveland-

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alternative, general damages in the amount of CS 6 billion



consent order provides for technical review by the













operating segment is comprised



















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restricted share units, restricted shares, retirem





used by the Compensation Committee reflected these factors


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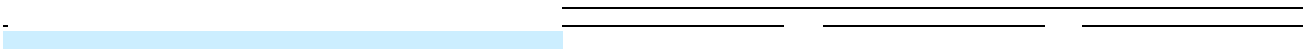


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are related to Cleveland-Cliffs' annual business plan and current strategic priorities. For 2008, the Compensation Comm cò









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performance metrics are not disclosed as Cleveland-Cliffs believes, and the Compensation Committee concurs, that providing detailed information





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benefits, salary reduction contributions to the Savings Plan and salary reduction contributions to the VNQDC Plan. The VNQDC Plan is described





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foregoing, th









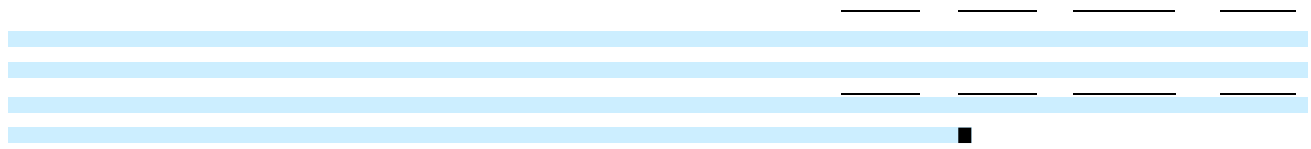










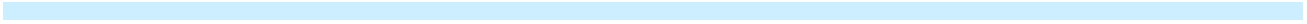


















annual meeting, the stockholder must be entitled to vote at the meeting, must provide a w



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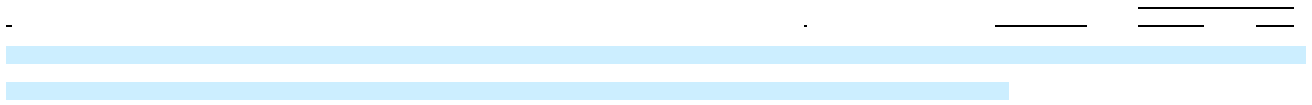
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Cleveland-Cliffs Inc and Consolidated Subsidiaries  
Notes to Consolidated Financial Statements — (Continued)

access to an ore body. The stripping of dirt and





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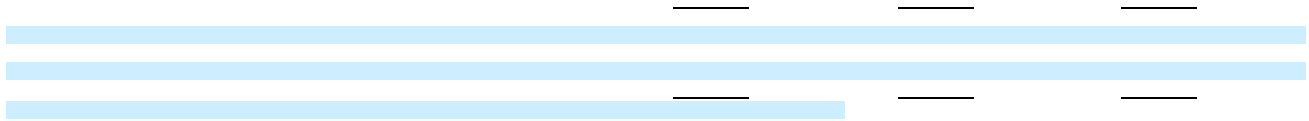












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Cleveland-Cliffs Inc and Consolidated Subsidiaries  
Notes to Consolidated Financial Statements — (Continued)

*The Rio Tinto Mine Site*

The Rio Tinto Mine Site is a historic underground copper mine loc

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Cleveland-Cliffs Inc and Consolidated Subsidiaries  
Notes to Consolidated Financial Statements — (Continued)

The following summarizes our asset retirement obligation liability at December 31:

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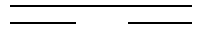
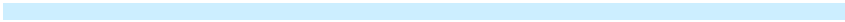
Cleveland-Cliffs Inc and Consolidated Subsidiaries  
Notes to Consolidated Financial Statements — (Continued)

Nil to

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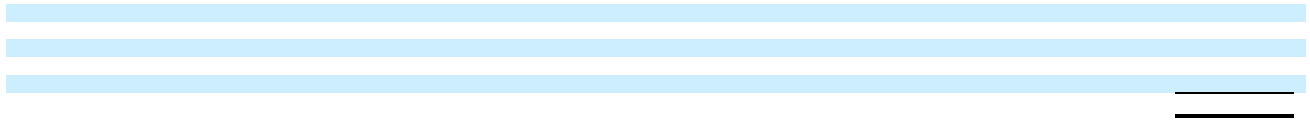














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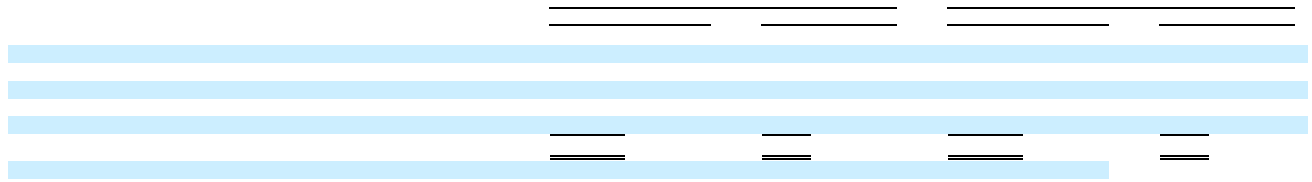




CLEVELAND-CLIFFS INC AND CONSOLIDATED SUBSIDIARIES  
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

As of June 30, 2008, \$160 millio

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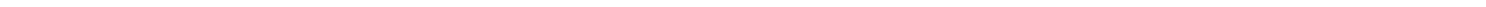
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ARTICLE I  
Section 1.1  
Section 1.2

THE MERGER  
The Merger

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operated or otherwise used properties in violation of applicable Environmental, Health and Safety Laws or Environmental













At the close of business on July 14, 2008: (i) 104,145,300 shares of Parent Common Stock were issued and outstanding (i

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have caused or co













proceeding arising under any collec















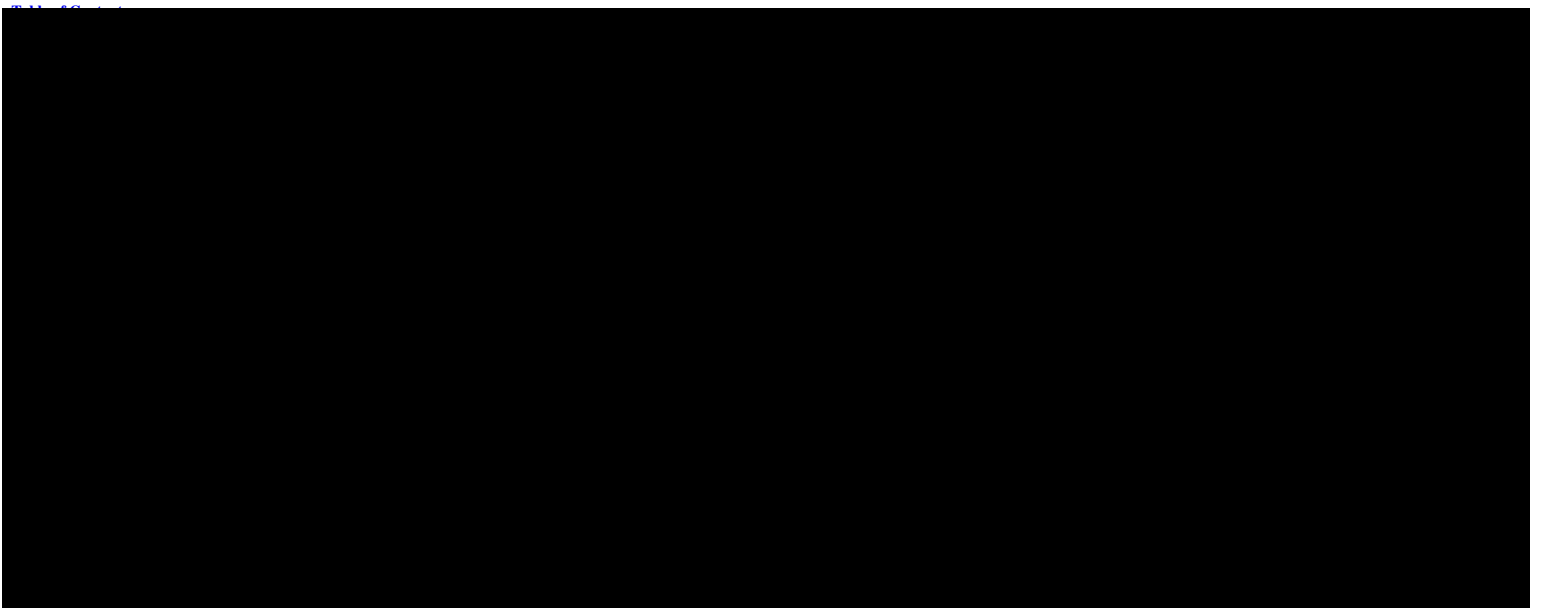
[Table of Contents](#)

offer or exchange offer that if consummated would result i









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each of Parent and the Company agrees to make an appropriate filing under HSR with respect to the transactions contemplated hereby as promptly as practicable and in any event within 20 Business Days following the date hereof and to supply as promptly as practicable any additional information and documentary materia















before dissemination. The Cn





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party to such reorganization within the meaning of Section 368(b) of the Code. In rendering such opinion, counsel for the Company may require delivery of, and rely upon, the Tax Certificates.

ARTICLE VII  
TERMINATION

~~Section 7.01 - Termination~~ vk

(a) *Termination by Mutual Consent.* This Agreement may be terminated at any time prior to the Effective Time, whether before or after the Company Stockholder Approval or the Parent Stockholder Approval, by mutual written consent of Parent and the Company (with any termination by Parent also being an effective termination by Merger Sub).

(b) *Termination by Parent or the Company.* ~~This Agreement~~ This Agreement may be terminated at any time prior to the Effective Time, whether before or after the Company Stockholder Approval or the Parent Stockholder Approval, by either Parent or the Company (with any termination by Parent also being an effective termination by Merger Sub):

(i) if the Merger has not been consummated on or before January 15, 2009, or such n







non-refundable fee equal to \$

















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We have assumed, with your consent, that the Merger will be consummated in accordance with its terms, without waiver, modification or amendment of any material term, condition or agreement and that, in the course of obtaining the necessary regulatory or third party approvals, consents and releases for the Merger, no delay, limitation, restriction or condition will be imtio

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thereof furnished to us. We have also assumed that the representations and warranties made by the Company and the Merger Partner in the Agreement and the related agreements are and will be true and correct in all respects material to our analysis. We are not legal, regulatory or tax experts and have relied on the assessments made by advisors to the Company with respect to such issues. We have further assumed that all material governmental, regulatory or other risks are disclosed in the Agreement.

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Within 120 days after the effective date of the merger or consolidation, any stockholder who has complied with the requirements of subsections (a) and (d) of this section hereof, upon written request, shall be entitled to receive from the corporation surviving the merger or resulting from the consolidation a statement setting forth the aggregate number of shares not voted in favor of the merger or consolidation and with respect to which demands for appraisal have been received and the aggregate number of

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
* _____ R.K. Riederer	Director	August 12, 2008
* _____ A. Schwartz	Director	August 12, 2008
_____		

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Exhibit No.

Exhibit Descr



Exhibit No.

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

W- 1111-11111111

Consent of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders

Alpha Natural Resources, Inc.:

We consent to the incorporation by reference in this registration statement on Form S-4 of Cleveland-Cliffs Inc. of our reports dated February 29, 2008, with respect to the consolidated balance sheets of Alpha Natural Resources, Inc. as of Decle

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**YOUR VOTE IS IMPORTANT!**

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6Ae8



August 12, 2008

VIA EDGAR CORRESPONDENCE

Securi R u