

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Cliffs Natural Resources Inc.

(Exact Name of f

CALCULATION OF REGISTRATION FEE

Title				

Item 6. Indemnification of Directors and Officers.

We will indemnify, to the full extent permitted by law, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director, officer, employee or agent of the Registrant, or is or was serving at the Registrant's request as a director, trustee, officer, employee or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise; provided, however, that we will indemnify any such agent (as opposed to any director, officer or employee) of the Registrant only to the extent greater than required by law only if and to the extent that the directors may, in their discretion, so determine. The indemnification we give will not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any law, our articles of incorporation or any other instrument governing the Registrant.

(3) To remove from registration by means of a pw ~

EXHIBIT INDEX

**Exhibit
Number**

Description

4.1 Amended Articles of Incwicles of ¹

(xi) construe, interpret and implement the terms and provisions of this Plan, any Award and any related agreements;

pursuant to a formula or other method established by the Committee which provides a floor not less than Fair Market Value as of the Date of Grant. Except as otherwise provided in Section 3.4 hereof, no subsequent amendment of an outstanding Stock Option may reduce the Exercise Price to less than 100% of the Fair Market Value of the Shares as of the Date of Grant either by lower Val

portions thereof) whichof

group of management in accordance with the terms of a deferred compensation plan sponsored by the Company.

(g) *Forfeiture of Restricted Share Units.* If a Participant who holds Restricted Share Units or Retention Units fails to satisfy the restrictions, Vesting requirements and other conditions relating to the Units prior to the lapse, satisfaction or waiver of such restrictions and conditions, the Participant shall

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- (i) gross or operating margins;
 - (j) return measures, including pre-tax or after-tax, before or after depreciation and amortization: return on assets, capital, investment, equity, sales or revenue;
 - (k) economic profit or economic value added;
 - (l) cash f

made in the records of the Company to evidence the issuance of such Shares. Such Company records are, absent manifest error, bin^aw

CONSENT OF INDEPENDENT REGI

CLIFFS NATURAL RESOURCES INC.
