



AGAINST
ABSTAIN
BROKER NON-VOTES

214,285
66,702
0

Item 8.01 Other Events.

Cliffs Natural Resources

5

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has filed this Form S-1 with the Securities and Exchange Commission (SEC) on [Date].

10.4 *Adjus*

(i) The words "DefeHr

(II) The word "Vested" means that the time has been reached, with respect to Stock Options, when the option to purchase Shares first becomes exercisable; with respect to Stock Appreciation Rights, when the Stock Appreciation Right first becomes exercisable for payment; with respect to Restricted Shares, when the Shares are no longer subject to forfeiture and restrictions on transferability; with respect to Deferred Shares when the Shares are deliverable to the Participant; with respect to Restricted Share Units and Performance Shares with respect to

one can be exercised, the number of Shares available for issuance under the Plan shall be reduced by one Share for each tandem pair of Stock OptsM

on or after the fifth anniversary of the Date of Grant.

(d) *Limitation on Grants.* The aggregate Fair Market Value (determined with $\$1$ $\$1$ ~

(f) earnings before interest and/or taxes;

(g) earnings before interest

