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

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

- (b) On March 11, 2013, Richard Ross provided notice of his decision to not stand for reelection to the Board of Directors of Cliffs Natural Resources Inc. (the “Company”) at the Annual Meeting of Shareholders to be held on May 7, 2013, given his new role as Program Director and Inmet Chair in Global Mining Management at the Schulich School of Business and the probable scheduling conflicts that would preclude Mr. Ross from fulfilling his commitments to serve on the Company’s Board.
  - (e) On March 11, 2013, the Compensation and Organization Committee of Cliffs Natural Resources Inc. (the “Company”) approved an increase, effective April 1, 2013, to the annual base salary of Terrance M. Paradie, the Company’s Chief Financial Officer. Mr. Paradie’s annual base salary was increased from \$340,000 to \$440,000 to bring his base salary closer to the median of salaries for our peer
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