

UNITED STATES
Securities and Exchange Commission
Washington D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934 (Amendment No. __)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14A-6(E)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

CLIFFS NATURAL RESOURCES INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):


- No fee required.**
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- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.**
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On July 22, 2014, Cliffs Natural Resources Inc. updated various soliciting materials located at www.cliffsnr.com/annualmeeting (the "Website"). Copies of the updated materials posted to the Website are filed herewith as Exhibit 1.

LANGUAGE: Select CLIFFS NATURAL RESOURCES SEARCH:

CLIFFS [Annual Meeting](#) [Your Vote](#) [Shareholder Letters](#) [Media](#) [SEC Filings](#) [Contacts](#)

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Voting Process
Meeting Information
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Cliffs Natural Resources > Home > Annual Meeting > Your Vote > Voting Process

Voting Process

Answers to commonly-asked questions about the voting process at the upcoming Annual Meeting are listed below. This information is referenced from [Cliffs Natural Resources Inc. – 2014 Proxy Statement](#).

1. Why haven't I received any of my proxy materials?
2. Can I attend the Annual General Meeting in person?
3. What proposals are to be presented at the meeting?
4. Why is the Board of Directors nominating a slate of seven directors for the available 11 seats at the 2014 Annual Meeting?
5. Who is soliciting my vote?
6. How does the Cliffs Board recommend that I vote?
7. What are the possible effects if all six of Casablanca's nominees are elected to the Cliffs Board of Directors?
8. What is the difference between a "shareholder of record" and a "beneficial owner"?
9. What information will be sent to shareholders?
10. Who is entitled to vote at the meeting?
11. How do I vote?
12. Has Cliffs been notified that a shareholder intends to propose its own director nominees at the meeting in opposition to the Board of Directors' nominees?
13. What should I do if I receive a gold proxy card from Casablanca?
14. What can I do if I change my mind after I vote?
15. What vote is required to approve each proposal?

4. Why is the Board of Directors nominating a slate of seven directors for the available 11 seats at the 2014 Annual Meeting?

The Board has nominated a slate of seven directors for the available 11 seats at the 2014 Annual Meeting and is soliciting proxies for only the seven nominees named herein. If cumulative voting rights are in effect for the election of directors, allocating 11 votes among the seven director nominees named herein will ensure that the maximum number of such nominees are elected at the 2014 Annual Meeting.

Based on its discussions with various shareholders and the practical effect of cumulative voting on the election of directors, the Board of Directors currently believes that it is in the best interest of all Cliffs' shareholders for the Board of Directors to nominate a slate of seven directors. The seven Cliffs nominees include: Gary B. Halverson, Mark E. Gaumont, Susan M. Green, Janice K. Henry, James F. Kirsch, Richard K. Riederer and Timothy W. Sullivan. The Cliffs Board does not currently intend to nominate Susan M. Cunningham, Barry J. Eldridge, Andrés R. Gluski or Stephan M. Johnson for re-election as a director of Cliffs at the 2014 Annual Meeting, and does not currently intend to nominate replacement candidates. Because the Board of Directors has nominated a slate of seven directors for the available 11 seats at the 2014 Annual Meeting of Shareholders, we expect that four nominees that were not nominated by Cliffs will be elected at the 2014 Annual Meeting. At this time, Casablanca Capital LP, a Delaware limited partnership (together with its affiliates, "Casablanca"), is the only shareholder that has notified Cliffs of its intention to nominate directors for election at the 2014 Annual Meeting. Therefore, the Board of Directors expects that the remaining four board seats will be filled by four of the Casablanca nominees.

13. What should I do if I receive a gold proxy card from Casablanca?

The Board urges you **NOT** to sign or return any gold proxy card sent to you by or on behalf of Casablanca. Voting against Casablanca's nominees on its proxy card is not the same as voting for the Cliffs Board's nominees, because a vote against Casablanca's nominees on its proxy card will revoke any previous proxy card submitted by you. If you have voted previously using the gold proxy card sent to you by or on behalf of Casablanca, you can change your vote by executing the **WHITE** proxy card or by voting by telephone or Internet by following the instructions shown on the **WHITE** proxy card. Only the latest dated proxy you submit will be counted. If you have any questions or need assistance voting, please contact our proxy solicitor, D.F. King & Co., Inc., toll free at (800) 487-4870, call collect at (212) 269-5550 or email at cliffs@dfking.com.

Because the Board has nominated a slate of seven directors for the available 11 seats at the 2014 Annual Meeting, four nominees that were not nominated by Cliffs will be elected at the 2014 Annual Meeting. At this time, Casablanca is the only shareholder that has notified Cliffs of its intention to nominate directors for election at the 2014 Annual Meeting. Therefore, the Board expects that the remaining four board seats will be filled by four of the Casablanca nominees. Even if you vote **FOR ALL** of our seven Director nominees on the **WHITE** proxy card, we expect that at least four nominees that are nominated by Casablanca and/or another shareholder will be elected as directors at the 2014 Annual Meeting.