

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

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): August 11, 2014

Cliffs Natural Resources Inc.

(Exact name of registrant as specified in its charter)

Ohio
(State or Other Jurisdiction
of Incorporation)

1-8944
(Commission File Number)

34-1464672
(IRS Employer
Identification Number)

200 Public Square, Suite 3300
Cleveland, Ohio
(Address of Principal Executive Offices)

44114-2315
(Zip Code)

Registrant's telephone number, including area code:
(216) 694-5700

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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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.

On August 11, 2014, Timothy W. Sullivan notified Cliffs Natural Resources Inc. (the "Company") of his decision to resign immediately from the Board of Directors (the "Board") of the Company after serving on the Board since January 14, 2013. Mr. Sullivan served as the chair of the Compensation and Organization Committee of the Board and was a member of the Strategy and Sustainability Committee.

Attached hereto as Exhibit 99.1 is a letter Mr. Sullivan furnished to the Company concerning the circumstances he describes surrounding his resignation.

Item 9.01. Financial Statements and Exhibits.

(d) **Exhibits.**

<u>Exhibit Number</u>	<u>Description</u>
99.1	Resignation letter of T. W. Sullivan dated August 11, 2014

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Cliffs Natural Resources Inc.

Date: August 15, 2014

By: /s/ James D. Graham

Name: James D. Graham

Title: Vice President, Chief Legal Officer & Secretary

EXHIBIT INDEX

**Exhibit
Number**

Description

99.1

Resignation letter of T. W. Sullivan dated August 11, 2014

August 11, 2014

Dear Mr. Goncalves,

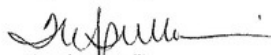
I hereby tender my resignation from the board of directors of Cliffs Natural Resources, effective immediately. I believe that I would be remiss if I did not provide you with the basis for my decision.

Prior to our telephonic board meeting last week, I was looking forward to continuing my service to the shareholders of Cliffs. This desire was based on my intimate knowledge of the mining industry for over 38 years and of Cliffs as well as the reputation of some of the new incoming board members. During the meeting, it was clear that neither you nor the new directors wanted to hear anything that might be contrary to your pre-scripted plan.

In my relatively short-term on the Cliffs board, a great deal of work was done by the reconstituted board and management team to improve a very bad situation. I believe you have done yourself, your fellow directors and the shareholders of Cliffs a disservice by your unwillingness to engage the legacy directors in a meaningful way and by ignoring Gary Halverson's accomplishments since he joined the company a mere nine months ago.

As I have always understood it, directors of Ohio corporations owe a fiduciary duty to all shareholders. I have served on many boards in my career, both public and private. I can assure you that I have never experienced anything like what transpired in our initial board meeting. Based on the flaws of cumulative voting, Casablanca won the right to have a majority of the seats on the board and therefore control of the company with a mere 5% ownership position. That does not change the fiduciary obligations of the directors to all shareholders. Therefore, I have concluded that I have no choice but to resign because I cannot continue to adequately represent the interests of all shareholders as a director in light of the decisions and approach the new board of directors is taking.

Very truly yours,



Timothy W. Sullivan

cc: James Graham, Esq.
All Directors
David A. Katz, Esq.