

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): September 12, 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 September 16, 2014, the Board of Directors (the "Board") of Cliffs Natural Resources Inc. (the "Company") elected Michael D. Siegal to the Board, effective immediately. The Board has determined that Mr. Siegal has no material relationship with the Company (directly or as a partner, shareholder or officer of an organization that has a relationship with the Company) and is independent within the Company's director independence standards, which are consistent with the New York Stock Exchange's director independence standards as currently in effect. Mr. Siegal has been appointed as a member of the Governance and Nominating Committee. In connection with Mr. Siegal's appointment, the Board appointed Robert P. Fisher, Jr. as a member of the Audit Committee of the Company and Mr. Fisher resigned from the Governance and Nominating Committee.

As a non-employee director, Mr. Siegal will receive compensation in the same manner as the Company's other non-employee directors, which compensation the Company previously disclosed under the heading "Director Compensation" in its most recent proxy statement filed with the Securities and Exchange Commission on June 10, 2014 (the "2014 Proxy Statement"). Mr. Siegal will participate in the Company's Nonemployee Directors' Compensation Plan, as amended (the "Plan"), and, following its effectiveness on December 1, 2014, the Company's 2014 Nonemployee Directors' Compensation Plan. Pursuant to the Plan, Mr. Siegal is to receive a prorated annual equity grant of restricted shares as calculated using the grant date fair value and also will be entitled to quarterly and per meeting director fees.

The Company also expects to enter into an Indemnification Agreement with Mr. Siegal, the form of which is included as Exhibit 10.1 to this Current Report on Form 8-K. The Indemnification Agreement provides that, to the extent permitted by Ohio law, the Company will indemnify Mr. Siegal against all expenses, costs, liabilities and losses (including attorneys' fees, judgments, fines or settlements) incurred or suffered by him in connection with any suit in which he is a party or otherwise involved as a result of his service as a member of the Board. The foregoing discussion of the terms of the form of Indemnification Agreement is qualified in its entirety by reference to the full text of the Indemnification Agreement.

A copy of the press release relating to the appointment of Mr. Siegal as a director is attached hereto as Exhibit 99.1.

On September 12, 2014, Mark E. Gaumond notified the Company of his decision to resign from the Board, effective immediately. Mr. Gaumond served as a director since July 2013 and recently served as a member of the Audit Committee.

Attached hereto as Exhibit 99.2 is a letter Mr. Gaumond furnished to the Company concerning the circumstances he described surrounding his resignation. In response to Mr. Gaumond's letter, the Board expressed its appreciation for the work Mr. Gaumond had done since joining the Board in 2013 and thanked him for his participation in and contributions to the newly constituted Board.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
10.1	Form of Indemnification Agreement between Cliffs Natural Resources Inc. and Directors (filed as Exhibit 10.5 to the Cliffs Natural Resources Inc. Annual Report on Form 10-K on February 16, 2012 and incorporated by reference)
99.1	Cliffs Natural Resources Inc. published a news release on September 16, 2014 captioned, "Cliffs Natural Resources Inc. Appoints Michael Siegal to Board of Directors"
99.2	Resignation letter of Mark E. Gaumont, dated September 12, 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: September 16, 2014

By: /s/ James D. Graham

Name: James D. Graham

Title: Vice President, Chief Legal Officer & Secretary

EXHIBIT INDEX

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NEWS RELEASE**Cliffs Natural Resources Inc. Appoints Michael Siegal to Board of Directors**

CLEVELAND – Sept. 16, 2014 – Cliffs Natural Resources Inc. (NYSE: CLF) today announced that it has appointed Michael D. Siegal to its Board of Directors, effective immediately. Mr. Siegal is Chairman & CEO of Olympic Steel, a company focused on the value-added processing of flat-rolled metals. Mr. Siegal joined Olympic Steel in 1974 and has directed the company since being named President in 1984.

Lourenco Goncalves, Chairman, President and Chief Executive Officer of Cliffs stated, "I'm honored that Michael Siegal is now a member of Cliffs' Board. Michael brings to Cliffs not only his 30 years of experience as CEO of a publicly traded company operating in diverse geographies throughout the United States, but also the perspective of a local Cleveland native."

Commenting on his appointment, Mr. Siegal said, "I am very pleased to join Cliffs' Board. I look forward to working with management and my fellow board members to enhance shareholder value."

Under Mr. Siegal's leadership, Olympic Steel experienced consistent growth and has been transformed from a family-owned steel distributor to a publicly traded fully integrated, value added processor and supply chain manager serving the outsourcing needs of America's largest manufacturers. Olympic Steel has grown from \$35 million to more than \$1 billion in revenues. Mr. Siegal received his Bachelor of Science degree from Miami University. He has been recognized with numerous business awards including Ernst & Young Entrepreneur of the Year and Metal Center News' Steel Man of the Year. He is the Chair of the Board of Trustees of the Jewish Federations of North America and the former Board Chair of the Jewish Federation of Cleveland. Currently he serves on the board for the Development Corporation for Israel and the Rock & Roll Hall of Fame in Cleveland.

Cliffs also announced that Mark E. Gaumont resigned from the Company's Board of Directors, effective September 12, 2014. Mr. Gaumont had served as a director since July 2013. On behalf of the Cliffs' Board Mr. Goncalves stated, "We appreciate all the work Mark has done since joining the Cliffs' Board in 2013. We also thank him for his participation and important contributions to the newly constituted Board."

About Cliffs Natural Resources Inc.

Cliffs Natural Resources Inc. is a leading mining and natural resources company. The Company is a major iron ore producer in the Great Lakes region and a significant producer of high-and low-volatile metallurgical coal in the U.S. Additionally, Cliffs operates iron ore mines in Eastern Canada and an iron mining complex in Western Australia. Driven by the core values of social, environmental and capital stewardship, Cliffs' employees endeavor to provide all stakeholders operating and financial transparency. News releases and other information on the Company are available at: <http://www.cliffsnaturalresources.com>.

Contact:
Patricia Persico
Director, Global Communications
(216) 694-5316

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Mr. Lourenco Goncalves
Chairman, President and Chief Executive Officer
Cliffs Natural Resources Inc.
200 Public Square
Cleveland, Ohio 44114-2544

September 12, 2014

Dear Mr. Goncalves:

I hereby tender my resignation as a director of Cliffs Natural Resources Inc., effective immediately.

I respect the recent decision by the Cliffs' shareholders to elect you and a majority of new directors to the company's board. After careful consideration, I have concluded that under the current circumstances, my ability to influence Cliffs' future direction and thereby serve the interests of all of its shareholders has become limited.

I have great admiration for Cliffs and have thoroughly enjoyed working with its dedicated employees. I wish Cliffs success in the future.

Very truly yours,

Mark Gaumont

cc: James D. Graham