### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

s of Reporting P	erson*	2														
	Name and Address of Reporting Person*  Koci Keith				2. Issuer Name and Ticker or Trading Symbol CLEVELAND-CLIFFS INC. [CLF]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner				
(Last) (First) (Middle) 200 PUBLIC SQUARE, SUITE 3300			3. Date of Earliest Transaction (Month/Day/Year) 03/12/2020							X Officer (give title below) Other (specify below)  EVP, Chief Financial Officer						
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)							6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person						
OH 44114										_	FOIIII IIIE	d by More man	One Reporting	reison		
(State)	(Zip)			Table	I - No	n-De	erivative S	Securiti	ies Ac	quir	ed, Dispo	osed of, or l	Beneficially (	Owned		
1.Title of Security (Instr. 3)		ear) Exec	any		Code (Instr. 8)					))	Beneficially Owned Followin Reported Transaction(s)		Following	Ownership Form:	Beneficial	
		(Mor	nth/Day/Yea		Code	v	Amount	(A) or (D)	Prio	ce	(Instr. 3 a	and 4)	,		Ownership (Instr. 4)	
	03/12/2020				P		25,000	A	\$ 4.08	399	124,649			D		
	Tabl					the ed, I	form dis	splays of, or B	a cui Benefic	rren <sup>.</sup> cially	tly valid		•			
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on Date se (Month/Day	Execution (Year)	on Date, if	Transactio Code	n Num of Den Sec Acc (A) Dis of ( (Ins	Number		nd Expiration Date		E A L S	Amount of Underlying Securities (Instr. 3 and 4)			Derivative Securities Beneficially Owned Following Reported	Ownersh Form of Derivating Security Direct (I or Indirects)	of Indirect Beneficia Ownershi (Instr. 4)	
						Dat	te ercisable	Expirat Date	tion T	Title	Amount or Number of					
i	(Street) OH 44114 (State)  a a separate line  3. Transacti ion Date	(Street)  OH 44114  (State)  2. Transaction Date (Month/Day/Y)  03/12/2020  1 a separate line for each class of Table  ion Date (Month/Day/Year)  3. Transaction Date Execution any (Month/Day/Year)	(Street)  (Street)  (Street)  (State)  (Zip)  2. Transaction Date Execution Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (e.g., Month/Day/Year)  (Month/Day/Year)  3. Deemed Execution Date, if any (Month/Day/Year)	(Street)  OH 44114  (State)  2. Transaction Date (Month/Day/Year)  O3/12/2020  Table II - Derivative Secur (e.g., puts, calls, or code (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)	(Street)  OH 44114  (State)  2. Transaction Date (Month/Day/Year)  O3/12/2020  Table II - Derivative Securities beneficially owners (e.g., puts, calls, warrative (Month/Day/Year)  Table II - Derivative Securities beneficially owners (e.g., puts, calls, warrative (Month/Day/Year))  Table II - Derivative Securities (e.g., puts, calls, warrative (e.g., puts, calls, warrative (Month/Day/Year))  (Month/Day/Year)  (Month/Day/Year)  (Instr. 8)  (Instr. 8)  (Instr. 8)  (Instr. 8)	(Street)  OH 44114  (State)  2. Transaction Date (Month/Day/Year)  Date (Month/Day/Year)  A Deemed Execution Date, if any (Month/Day/Year)  Code  O3/12/2020  P  Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, or of Date (Month/Day/Year)  Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, or of Date (Month/Day/Year)  (Month/Day/Year)  S. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Instr. 8)	(Street)  OH 44114  (State)  2. 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Transaction Execution Date, if (A) or D (Instr. 3)  (Month/Day/Year)  Code V Amount  Persons where the form distributed in the form dis	(Street)  4. If Amendment, Date Original Filed(Month/Day/Ye  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Instr. 8)  (Month/Day/Year)  2. Transaction Date (Instr. 8)  (A) or Code (Instr. 8)  (A) or Code (Instr. 8)  (A) or Date (Instr. 8)  (A) or Derivative Securities Acquired, Disposed of the form displays  Table II - Derivative Securities Acquired, Disposed of the form displays  Table II - Derivative Securities Acquired, Disposed of the form displays  (Month/Day/Year)  3. Transaction Date (e.g., puts, calls, warrants, options, convertible securities (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Instr. 8)  Persons who respectively.  Code (Instr. 8)  6. Date Exercisable and Expiration Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)	(Street)  4. If Amendment, Date Original Filed(Month/Day/Year)  4. If Amendment, Date Original Filed(Month/Day/Year)  Table I - Non-Derivative Securities Acquired (A) or Disposed of (Date (Instr. 8))  (Month/Day/Year)  2. Transaction Execution Date, if (Instr. 8)  (Month/Day/Year)  2. Transaction Execution Date, if (Instr. 8)  (Month/Day/Year)  P 25,000 A \$ 4.08  Persons who respond contained in this form the form displays a cu  Table II - Derivative Securities Acquired, Disposed of, or Benefic (e.g., puts, calls, warrants, options, convertible securities (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  4. 5. Transaction Ode (Instr. 8)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)	(Street)  OH 44114  (State)  (Zip)  Table I - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (Instr. 8)  (A) Or Disposed of (D) (Instr. 8)  (A) Or Or Disposed of (D) (Instr. 8)  (A) Or Or Disposed of (D) (Instr. 8)  Persons who respond to the contained in this form are the form displays a current (Month/Day/Year)  (A) Securities Acquired (A) or Disposed of (D) (Instr. 8)  (A) Or Disposed of (D) (Instr. 8)  Persons who respond to the contained in this form are the form displays a current (Instr. 8)  3. Transaction  Date  (Month/Day/Year)  3. Transaction  Code  (E.g., puts, calls, warrants, options, convertible securities)  (Instr. 8)  A Deemed  Execution Date, if Code (Instr. 8)  (Instr. 8)  (Instr. 8)  (Month/Day/Year)  (Month/Day/Year)  (Instr. 8)  (Instr. 8)	(Street) OH 44114  (State)  (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  (Instr. 3 a separate line for each class of securities beneficially owned directly or indirectly.  Table II - Derivative Securities Acquired, Disposed of (Instr. 3)  Table II - Derivative Securities Acquired, One of (Instr. 3)  (Month/Day/Year)  A. If Amendment, Date Original Filed(Month/Day/Year)  Table I - Non-Derivative Securities Acquired, One Date, (A) or Disposed of (D) (Instr. 3)  (Instr. 3)  (Instr. 3)  (Instr. 3)  (A)  Or  Code  V Amount (D)  Price  Persons who respond to the collect contained in this form are not requested from displays a currently valid securities.  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Amount of Underlying Securities (Instr. 3)  Amount of Underlying Securities (Instr. 3)  Amount or	(Street)  (Street)  (State)  (A)  (A)  (Code  (A) or Disposed of (D)  (Instr. 3, 4 and 5)  (Instr. 3 and 4)  (Instr. 5)  (Instr. 5)  (Instr. 5)	State   Stat	Street   S	

D 41 0 V 4	Relationships								
Reporting Owner Name / Address	Director	10% Owner	Officer	Other					
Koci Keith 200 PUBLIC SQUARE SUITE 3300 CLEVELAND, OH 44114			EVP, Chief Financial Officer						

# **Signatures**

/s/ James D. Graham, By Power of Attorney	03/13/2020
**Signature of Reporting Person	Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.