
UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549

> SCHEDULE 13D (Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a) (AMENDMENT NO. 9)*

> CLIFFS NATURAL RESOURCES INC. (Name of Issuer)

COMMON SHARES (PAR VALUE \$0.125 PER SHARE) (Title of Class of Securities)

> 185896107 (CUSIP Number)

PHILIP FALCONE 555 MADISON AVENUE 16TH FLOOR NEW YORK, NEW YORK 10022 (Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

APRIL 14, 2009 (Date of Event which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [_]

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

IMPORTANT NOTE: THE SECURITIES SET FORTH IN THIS REPORT ARE DIRECTLY BENEFICIALLY OWNED BY HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD. AND/OR HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS FUND, L.P. (COLLECTIVELY, THE "FUNDS"). ALL OTHER ENTITIES AND PERSONS ARE INCLUDED WITHIN THIS REPORT DUE TO THEIR AFFILIATION WITH ONE OR BOTH OF THE FUNDS.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO	. 185896107	Page 2	of 13
	SCHEDULE 13D		
1	NAME OF REPORTING PERSONS		
	Harbinger Capital Partners Master Fund I, Ltd.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)	[_] [X]
3	SEC USE ONLY		
4	SOURCE OF FUNDS		
	WC		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIR ITEMS 2(d) or 2(e)	ED PURSU	ANT TO

0	CITIZENSHIP OR PLACE	OF ORG	ANIZATION	
	Cayman Islands			
		7	SOLE VOTING POWER	
	NUMBER OF		-0-	
	SHARES	8	SHARED VOTING POWER	
	BENEFICIALLY OWNED		2,544,480	
	BY EACH REPORTING	9	SOLE DISPOSITIVE POWER	
	PERSON		-0-	
	WITH	10	SHARED DISPOSITIVE POWER	
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12	CHECK BOX IF THE AGGE		AMOUNT IN ROW (11) EXCLUDES CER:	FAIN SHARES
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 13			D BY AMOUNT IN ROW (11)	
	2.24%			
 14	TYPE OF REPORTING PER	RSON		
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2.38% L4 TYPE OF REPORTING PERSON	[_]
4 TYPE OF REPORTING PERSON	
PN	

		SCH	EDULE 13D		
1	NAME OF REPORTING PER	RSONS			
	Harbinger Capital Par	rtners	Special Situations GP, LLG	С	
2	CHECK THE APPROPRIATE	E BOX I	F A MEMBER OF A GROUP	(a) (b)	[_] [X]
 3	SEC USE ONLY				
4	SOURCE OF FUNDS				
	AF				
5	CHECK BOX IF DISCLOSU ITEMS 2(d) or 2(e)	JRE OF	LEGAL PROCEEDINGS IS REQU	IRED PURS	UANT TO
					[_]
5	CITIZENSHIP OR PLACE	OF ORG	ANIZATION		
	Delaware				
		7	SOLE VOTING POWER		
	NUMBER OF		-0-		
	SHARES	8	SHARED VOTING POWER		
	BENEFICIALLY OWNED		2,698,276		
	BY EACH REPORTING	9	SOLE DISPOSITIVE POWER		
	PERSON		-0-		
	WITH	10	SHARED DISPOSITIVE POWER	R	
			2,698,276		
1	AGGREGATE AMOUNT BENE	EFICIAL	LY OWNED BY EACH REPORTING	G PERSON	
	2,698,276				
.2	CHECK BOX IF THE AGGE	REGATE	AMOUNT IN ROW (11) EXCLUD	ES CERTAI	N SHARES
					[_]
3	PERCENT OF CLASS REPH	RESENTE	D BY AMOUNT IN ROW (11)		
	2.38%				
4	TYPE OF REPORTING PER				
	CO				
	? NO. 185896107				6 of 13
		SCH	EDULE 13D		
	NAME OF REPORTING PEF	RSONS			
	Harbinger Holdings, I				
			F A MEMBER OF A GROUP	(a) (b)	[_] [X]
	SEC USE ONLY				
	SEC USE UNEI				
·					
t	SOURCE OF FUNDS				
	AF				

					[_]
	CITIZENSHIP OR PLAC	E OF ORG	ANIZATION		
	Delaware				
		7	SOLE VOTING POWER		
	NUMBER OF		-0-		
	SHARES	8	SHARED VOTING POWER		
I	BENEFICIALLY OWNED		5,242,756		
I	BY EACH REPORTING	9	SOLE DISPOSITIVE POWER		
	PERSON		-0-		
	WITH	10	SHARED DISPOSITIVE POWE	 Er	
			5,242,756		
.1	AGGREGATE AMOUNT BE	NEFICIAL	LY OWNED BY EACH REPORTIN	IG PERSON	
	5,242,756				
.2	CHECK BOX IF THE AG	GREGATE	AMOUNT IN ROW (11) EXCLUI	DES CERTA	IN SHARES
					[_]
	PERCENT OF CLASS RE	PRESENTE	D BY AMOUNT IN ROW (11)		
	4.62%				
4	TYPE OF REPORTING P	PERSON			
	СО				
CUSIP	NO. 185896107	-		Page	7 of 13
		-			
		SCH			
 	NAME OF REPORTING F				
 	NAME OF REPORTING F Philip Falcone				
	Philip Falcone	PERSONS	EDULE 13D F A MEMBER OF A GROUP	(a)	[]
	Philip Falcone	PERSONS		(a) (b)	[_] [X]
 2	Philip Falcone	PERSONS			
2	Philip Falcone CHECK THE APPROPRIA	PERSONS			
 2 	Philip Falcone CHECK THE APPROPRIA SEC USE ONLY	PERSONS		(b)	[X]
 2 	Philip Falcone CHECK THE APPROPRIA SEC USE ONLY	PERSONS	F A MEMBER OF A GROUP	(b)	[X]
 2 1 	Philip Falcone CHECK THE APPROPRIA SEC USE ONLY SOURCE OF FUNDS AF	PERSONS TE BOX I	F A MEMBER OF A GROUP	(b)	[X]
 2 3 4 	Philip Falcone CHECK THE APPROPRIA SEC USE ONLY SOURCE OF FUNDS AF	PERSONS TE BOX I	F A MEMBER OF A GROUP	(b)	[X]
 2 1 	Philip Falcone CHECK THE APPROPRIA SEC USE ONLY SOURCE OF FUNDS AF CHECK BOX IF DISCLC ITEMS 2(d) or 2(e)	PERSONS	F A MEMBER OF A GROUP	(b)	[X]
	Philip Falcone CHECK THE APPROPRIA SEC USE ONLY SOURCE OF FUNDS AF CHECK BOX IF DISCLC ITEMS 2(d) or 2(e)	PERSONS	F A MEMBER OF A GROUP	(b)	[X]
	Philip Falcone CHECK THE APPROPRIA SEC USE ONLY SOURCE OF FUNDS AF CHECK BOX IF DISCLC ITEMS 2(d) or 2(e)	PERSONS	F A MEMBER OF A GROUP LEGAL PROCEEDINGS IS REQU	(b)	[X] SUANT TO
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	Philip Falcone CHECK THE APPROPRIA SEC USE ONLY SOURCE OF FUNDS AF CHECK BOX IF DISCLC ITEMS 2(d) or 2(e) CITIZENSHIP OR PLAC	PERSONS TE BOX I	F A MEMBER OF A GROUP LEGAL PROCEEDINGS IS REQU CANIZATION SOLE VOTING POWER -0-	(b)	[X]
	Philip Falcone CHECK THE APPROPRIA SEC USE ONLY SOURCE OF FUNDS AF CHECK BOX IF DISCLC ITEMS 2(d) or 2(e) CITIZENSHIP OR PLAC U.S.A.	PERSONS TE BOX I	F A MEMBER OF A GROUP LEGAL PROCEEDINGS IS REQU CANIZATION SOLE VOTING POWER	(b)	[X]
	Philip Falcone CHECK THE APPROPRIA SEC USE ONLY SOURCE OF FUNDS AF CHECK BOX IF DISCLC ITEMS 2 (d) or 2 (e) CITIZENSHIP OR PLAC U.S.A. NUMBER OF	PERSONS TE BOX I OSURE OF CE OF ORG 7	F A MEMBER OF A GROUP LEGAL PROCEEDINGS IS REQU ANIZATION SOLE VOTING POWER -0- SHARED VOTING POWER 5,242,756	(b)	[X]
	Philip Falcone CHECK THE APPROPRIA SEC USE ONLY SOURCE OF FUNDS AF CHECK BOX IF DISCLO ITEMS 2 (d) or 2 (e) CITIZENSHIP OR PLAC U.S.A. NUMBER OF SHARES	PERSONS TE BOX I OSURE OF CE OF ORG 7	F A MEMBER OF A GROUP LEGAL PROCEEDINGS IS REQU ANIZATION SOLE VOTING POWER -0- SHARED VOTING POWER 5,242,756	(b)	[X]

	WITH	10	SHARED DISPOSITI	VE POWER		
			5,242,756			
11	AGGREGATE AMOUNT BENEF	ICIALL	Y OWNED BY EACH RI	EPORTING E	PERSON	
	5,242,756					
12	CHECK BOX IF THE AGGRE	GATE A	MOUNT IN ROW (11)	EXCLUDES	CERTAIN	SHARES
						[_]
13	PERCENT OF CLASS REPRE	SENTED	BY AMOUNT IN ROW	(11)		
	4.62%					
14	TYPE OF REPORTING PERS	ON				
	IN					
CUSIP NO	. 185896107				Page 8	of 13
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Item 1. SECURITY AND ISSUER.

This Amendment No. 9 to Schedule 13D ("Amendment No. 9") is being filed by the undersigned to amend the Schedule 13D filed by the Reporting Persons on July 17, 2008, as amended by Amendment No. 1 filed on August 14, 2008, Amendment No. 2 filed on January 12, 2009, Amendment No. 3 filed on January 16, 2009, Amendment No. 4 filed on February 5, 2009, Amendment No. 5 filed on March 6, 2009, Amendment No. 6 filed on March 27, 2009, Amendment No. 7 filed on April 6, 2009, amendment No. 8 filed on April 13, 2009 (as amended, the "Schedule 13D"), with respect to the Common Shares, \$0.125 par value per share (the "Issuer"). The address of the Issuer is 1100 Superior Avenue, Cleveland, Ohio 44114-2544.

Item 2. IDENTITY AND BACKGROUND.

No material change.

Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Item 3 of the Schedule 13D is hereby amended and restated in its entirety as follows:

"As of the date hereof the Master $% \lambda =0.01$ Fund may be deemed to beneficially own 2,544,480 Shares.

As of the date hereof Harbinger LLC may be deemed to be neficially own 2,544,480 Shares.

As of the date hereof the Special Fund may be deemed to beneficially own 2,698,276 Shares.

As of the date hereof HCPSS may be deemed to be neficially own 2,698,276 Shares.

As of the date hereof Harbinger Holdings may be deemed to beneficially own 5,242,756 Shares.

As of the date hereof Philip Falcone may be deemed to be neficially own 5,242,756 Shares.

No borrowed funds were used to purchase the Shares, other than any borrowed funds used for working capital purposes in the ordinary course of business."

Item 4. PURPOSE OF TRANSACTION.

Item 4 of the Schedule 13D is hereby amended and restated in its entirety as follows:

"As of April 15, 2009, the Reporting Persons ceased to be beneficial owners of more than 5% of the Shares."

Item 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 of the Schedule 13D is hereby amended by deleting paragraphs (a), (b), (c) and (e) thereof and replacing such items with the following:

"References to percentage ownerships of Shares in this Schedule 13D are based upon the 113,527,411 Shares stated to be outstanding as of February 23, 2009 by the Issuer in the Issuer's Annual Report on Form 10-K for the fiscal year ended December 31, 2008.

(a, b) As of the date hereof, the Master Fund may be deemed to be the beneficial owner of 2,544,480 Shares, constituting 2.24% of the Shares outstanding of the Issuer.

The Master Fund has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 2,544,480 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 2,544,480 Shares.

The Master Fund specifically disclaims beneficial ownership in the Shares reported herein except to the extent it actually exercises voting or dispositive power with respect to such Shares.

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(a, b) As of the date hereof, Harbinger LLC may be deemed to be the beneficial owner of 2,544,480 Shares, constituting 2.24% of the Shares outstanding of the Issuer.

Harbinger LLC has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 2,544,480 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 2,544,480 Shares.

Harbinger LLC specifically disclaims beneficial ownership in the Shares reported herein except to the extent it actually exercises voting or dispositive power with respect to such Shares.

(a, b) As of the date hereof, the Special Fund may be deemed to be the beneficial owner of 2,698,276 Shares, constituting 2.38% of the Shares outstanding of the Issuer.

The Special Fund has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 2,698,276 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 2,698,276 Shares.

The Special Fund specifically disclaims beneficial ownership in the Shares reported herein except to the extent it actually exercises voting or dispositive power with respect to such Shares.

(a, b) As of the date hereof, HCPSS may be deemed to be the beneficial owner of 2,698,276 Shares, constituting 2.38% of the Shares outstanding of the Issuer.

HCPSS has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 2,698,276 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 2,698,276 Shares.

HCPSS specifically disclaims beneficial ownership in the Shares reported herein except to the extent it actually exercises voting or dispositive power with respect to such Shares.

(a, b) As of the date hereof, Harbinger Holdings may be deemed to be the beneficial owner of 5,242,756 Shares, constituting 4.62% of the Shares outstanding of the Issuer.

Harbinger Holdings has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 5,242,756 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 5,242,756 Shares.

Harbinger Holdings specifically disclaims beneficial ownership in the Shares reported herein except to the extent it actually exercises voting or dispositive power with respect to such Shares.

(a, b) As of the date hereof, Philip Falcone may be deemed to be the beneficial owner of 5,242,756 Shares, constituting 4.62% of the Shares outstanding of the Issuer.

Mr. Falcone has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 5,242,756 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to

dispose or direct the disposition of 5,242,756 Shares.

 $$\rm Mr.\ Falcone\ specifically\ disclaims\ beneficial\ ownership\ in\ the\ Shares\ reported\ herein\ except\ to\ the\ extent\ he\ actually\ exercises\ voting\ or\ dispositive\ power\ with\ respect\ to\ such\ Shares.$

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(c) The trading dates, number of Shares purchased and sold and price per share for all transactions in the Shares by the Reporting Persons since the filing of Amendment No. 8 are set forth in Exhibit U.

(e) As of April 15, 2009, the Reporting Persons ceased to be beneficial owners of more than 5% of the Shares."

Item 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

No material change.

Item 7. MATERIAL TO BE FILED AS EXHIBITS.

Exhibit T: Joint Filing Agreement

Exhibit U: Transactions in the Common Shares of Cliffs Natural Resources Inc.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD.

By: Harbinger Capital Partners LLC

By: Harbinger Holdings, LLC, Managing Member

By: /s/ Philip Falcone Name: Philip Falcone Title: Managing Member

HARBINGER CAPITAL PARTNERS LLC

By: Harbinger Holdings, LLC, Managing Member

By: /s/ Philip Falcone Name: Philip Falcone Title: Managing Member

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HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS FUND, L.P.

By: Harbinger Capital Partners Special Situations GP, LLC

By:	Harbinger Holdings, LLC, Managing Member
By:	/s/ Philip Falcone
	Name: Philip Falcone Title: Managing Member
HARB GP,	INGER CAPITAL PARTNERS SPECIAL SITUATIONS LLC
By:	Harbinger Holdings, LLC, Managing Member
By:	/s/ Philip Falcone
	Name: Philip Falcone Title: Managing Member
HARB	INGER HOLDINGS, LLC
By:	/s/ Philip Falcone
	Name: Philip Falcone Title: Managing Member

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/s/ Philip Falcone Philip Falcone

April 16, 2009

Attention: Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001)

JOINT FILING AGREEMENT

The undersigned agree that this Amendment No. 9 executed April 16, 2009 relating to the Common Shares (par value \$0.125 per share) of Cliffs Natural Resources Inc. shall be filed on behalf of the undersigned.

HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD.

- By: Harbinger Capital Partners LLC
- By: Harbinger Holdings, LLC, Managing Member
- By: /s/ Philip Falcone Name: Philip Falcone Title: Managing Member
- HARBINGER CAPITAL PARTNERS LLC
- By: Harbinger Holdings, LLC, Managing Member
- By: /s/ Philip Falcone Name: Philip Falcone Title: Managing Member

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HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS FUND, L.P.

- By: Harbinger Capital Partners Special Situations GP, LLC
- By: Harbinger Holdings, LLC, Managing Member
- By: /s/ Philip Falcone Name: Philip Falcone Title: Managing Member

HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS GP, LLC

- By: Harbinger Holdings, LLC, Managing Member
- By: /s/ Philip Falcone Name: Philip Falcone Title: Managing Member

HARBINGER HOLDINGS, LLC

By: /s/ Philip Falcone Name: Philip Falcone Title: Managing Member

T-2

Philip Falcone

April 16, 2009

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TRANSACTIONS IN THE COMMON SHARES OF CLIFFS NATURAL RESOURCES INC.

TRANSACTIONS BY HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD.

Date of	Number of Shares	
Transaction	Purchased / (Sold)	Price per Share
4/13/2009	(912,000)	\$20.1441
4/14/2009	(250,000)	\$19.6296
4/14/2009	(40,320)	\$18.9861
4/14/2009	(36,300)	\$18.9861
4/14/2009	(250,000)	\$20.0299
4/14/2009	(425,000)	\$18.9943
4/15/2009	(500,000)	\$18.4926
4/15/2009	(366,900)	\$18.8543
4/15/2009	(250,000)	\$18.7431

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