## FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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

(Print or Ty	pe Response	s)															
1. Name and Address of Reporting Person * HARLAN M ANN				2. Issuer Name and Ticker or Trading Symbol CLEVELAND-CLIFFS INC. [CLF]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  X Director 10% Owner				
(Last) (First) (Middle) 200 PUBLIC SQUARE, SUITE 3300				3. Date of Earliest Transaction (Month/Day/Year) 01/28/2019							y/Year)		Office	er (give title belo	ow)	Other (specify b	elow)
(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 Form filed by More than One Reporting Person							
CLEVEL	LAND, OH	[ 44114												ed by whole man	One Reporting	CISOII	
(City	·)	(State)	(Zip)			Ta	ıble I	- Nor	ı-Deri	ivative :	Securities	Acqu	ired, Disp	osed of, or I	Beneficially (	Owned	
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	Exec	2A. Deemed Execution Date, if any (Month/Day/Year)		Code (Instr. 8)		ction	4. Securities Acquire (A) or Disposed of (D) (Instr. 3, 4 and 5)		of	Beneficial	of Securities ly Owned Following Fransaction(s) ad 4)		Ownership Form: Direct (D)	Beneficial Ownership	
							C	ode	V	Amoui	(A) or (D)	Price		or Indirect (I) (Instr. 4)		(Instr. 4)	
Common	Shares		01/28/2019					A		2,493 (1)	A	\$ 0	2,493			D	
			Table II - I					quire	the fo	orm dis	splays a o	curre eficial	ntly valid	OMB conf	spond unle trol numbe	SS	1474 (9-02)
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		3A. Deemed Execution Da Year) any	e.g., puts, calls, w 4. te, if Transaction Code Year) (Instr. 8)		tion)	5.		6. Date Ex and Expire (Month/Da		Exercisable ration Date Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4) Amount or	Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction ((Instr. 4)	Ownershi Form of Derivativ Security: Direct (D or Indirect	Beneficia Ownershi (Instr. 4)
									Date		Expiration Date	Title	e Number				

#### **Reporting Owners**

D 4 0 V /	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
HARLAN M ANN 200 PUBLIC SQUARE SUITE 3300 CLEVELAND, OH 44114	X					

#### **Signatures**

/s/ James D. Graham by Power of Attorney	01/30/2019
**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).
- (1) Reflects the number of restricted shares granted to the Reporting Person as the 2018 Director Restricted Shares pursuant to the Amended and Restated 2014 Nonemployee Directors' Compensation Plan.

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.

#### LIMITED POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints James D. Graham, Traci L. Forrester and Madeline M. Costanzo and each of them, as the true and lawful at The undersigned acknowledges that neither the Company nor such attorney-in-fact assumes (i) any liability for the undersigned's responsibility to comply with the requirement of the Exchange This Power of Attorney shall remain in full force and effect as long as the undersigned is subject to the reporting requirements of Section 16 with respect to the undersigned's holdings and IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 25th day of January, 2019.

/s/ M. Ann Harlan Director