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

City Cap	(Print or Ty	pe Response	s)																
200 PUBLIC SQUARE, SUITE 3300 01/02/2020 4. If Amendment, Date Original FiledMonth/Day/Year) 4. If Amendment, Date Original FiledMonth/Day/Year) 5. Date Original FiledMonth/Day/Year) 4. If Amendment, Date Original FiledMonth/Day/Year) 6. Individual or Joint/Group FilingsCheck Applicable Line). From filed by More than One Reporting Person. From filed by More than One Reported Transaction (None of Indirect (Unstr. 4)) From filed by More than One Reported Transaction (None of Indirect (Unstr. 4)) From filed by More than One Reported Transaction (None of Indirect (Unstr. 4)) From filed by More than One From Filed Morth Day One of Indirect (Instr. 4) From filed by More than	1 &												(Check all applicable)						
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City Cap	, ,			4. If Amendment, Date Original Filed(Month/Day/Year)							_X_ Form filed by One Reporting Person					Line)			
Code (Month/Day/Year) Code				(Zip)			Та	ıble I	- Non	-Deri	vative	Securities	Acqu	ired, Disp	osed of, or l	Beneficially	Owned		
Common Shares O1/02/2020 A 893			Date	2A. Deemed Execution Date, if any		3. Transaction Code (Instr. 8)			tion 4. Securities Acqui (A) or Disposed of (D)		uired of	5. Amoun Beneficia Reported	ant of Securities ally Owned Following Transaction(s)		Ownership Form: Direct (D)		Beneficial Ownership		
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Title of Derivative or Exercise (Month/Day/Year) Amount of Derivative Securities (Instr. 3) Derivative Securities (Instr. 4) Derivative Securities (Instr. 5) Derivative Securities (Instr. 4) Derivative Securities (Instr. 5) Derivative Securities (Instr. 4) Derivative Securities (Instr. 5) Derivative Securities (Instr. 4) Derivative Securities (Instr. 4) Derivative Securities (Instr. 5) Derivative Securities (Instr. 4) Derivative Securities								C	ode	V	Amou	· /	Price				(I)	(1)	
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Code V (A) (D) Code V (A) (D) Shares	Derivative Security	Conversion or Exercise Price of Derivative	Date	3A. Deemed Execution Day Year) any	4. Tri C. Year) (In	ransact ode instr. 8)	on)	5. Numl of Deriv Secur Acqu (A) o Dispo of (D (Instr 4, and	rative rities ired rosed) . 3, . 15)	6. Da and E (Mon	tte Exer Expirati hth/Day	rcisable on Date /Year)	7. T Amound Secon (Ins 4)	Amount of Amount or Number of	Derivative Security	Derivative Securities Beneficiall Owned Following Reported Transaction	Owner Form Deriv Secur Direct or Inc n(s) (I)	of ative ity:	11. Nature of Indirec Beneficia Ownershi (Instr. 4)

Reporting Owners

D. C. O. N. /	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Miller Janet L 200 PUBLIC SQUARE SUITE 3300 CLEVELAND, OH 44114	X						

Signatures

/s/ James D. Graham by Power of Attorney	01/06/2020
**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).
- Reflects the number of common shares issued to the Reporting Person in payment of the Reporting Person's quarterly retainer in lieu of cash for the first quarter pursuant to (1) the Reporting Person's election to participate in the Cleveland-Cliffs Inc. Nonemployee Director Retainer Share Election Program. The Reporting Person elected to participate in the Retainer Election Program at 25%.

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.