## 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

(Print or Type Responses)  1. Name and Address of Reporting Person*  Colorle B. Cheidank and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
Cebula R Christopher  (Last) (First) (Middle)  200 PLIPLIC SOLIA PE SULTE 3200			3. Date of Earliest Transaction (Month/Day/Year)							Director 10% Owner Officer (give title below) Other (specify below)					
(Street)  CLEVELAND, OH 44114			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						
	(State)	(Zip)		Т	able I	- Nor	ı-Der	ivative S	Securities	Acqu	ired, Dispe	osed of, or l	Beneficially	Owned	
(Instr. 3)		Date	any		f Code (Instr. 8)		ction	4. Securities Acquir (A) or Disposed of (D) (Instr. 3, 4 and 5)		of	Beneficial Reported	lly Owned Following Transaction(s)		Form: Direct (D)	7. Nature of Indirect Beneficial Ownership
					C	Code	V	Amour	(A) or nt (D)	Price				or Indirect (I) (Instr. 4)	(Instr. 4)
Shares	I	01/23/2020				A		14,52 (1)	9 A S	\$ 0	88,261.6	38,261.6468		D	
Common Shares 01/23/2020					F		7,916 (2)			80,345.6468			D		
Report on a s	separate line for	Table II - I	Derivative	e Securi	ties A	cquire	Pers conta the f	ons whained in orm dis	no respor n this for splays a o	m are curre eficial	e not requently valid	uired to res OMB con	spond unle	ess	1474 (9-02)
2. Conversion or Exercise Price of Derivative Security	se (Month/Day/Yea	3A. Deemed Execution Date Year) any	4. Transaction Code Year) (Instr. 8)		5. Number of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. T Ame Und Seco	Amount of Underlying Securities Instr. 3 and	Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported	Owners Form o Derivat Security Direct ( or Indir	Beneficia Ownershi (Instr. 4)	
							Date		Expiration	,	Amount or e Number				
	AND, OH ccurity  Shares  Shares  Conversion or Exercise Price of Derivative	AND, OH 44114  (State)  Currity  Shares  Conversion or Exercise Price of Derivative  (First)  (First)  (Street)  (Street)  AND, OH 44114  (State)  (State)  (State)  (Street)  AND, OH 44114  (State)  (State)  (Month/Day/Young)	AND, OH 44114  (State)  Curity  Christopher  (First)  (Middle)  (Street)  AND, OH 44114  (State)  (Zip)  Curity  2. Transaction Date (Month/Day/Year)  Shares  01/23/2020  Conversion of Exercise Price of Derivative  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. A. Deemed Execution Date (Month/Day/Year)  3. A. Deemed Execution Date (Month/Day/Year)  (Month/Day/Year)	Christopher  CLEVE  Christopher  CLEVE  3. Date of 01/23/2  4. If Amount of Annoth (Month/Day/Year)  Conversion of Exercise Price of Derivative  CLEVE  CLEVE  CLEVE  CLEVE  CMiddle)  3. Date of 01/23/2  4. If Amount of Annoth (Month/Day/Year)  2. Transaction Date (Execution any (Month/III)  CLEVE  CLEVE  CLEVE  CLEVE  CLEVE  CLEVE  CAL Deer Exercise  Execution any (Month/III)  Annoth (Month/Day/Year)  Cleption  CLEVE  Conversion Date (Exercise Price of Derivative (Month/Day/Year)  Conversion Date (Month/Day/Year)  Conversion (Month/Day/Year)  Conversion (Month/Day/Year)  Conversion (Month/Day/Year)	Address of Reporting Person*  Christopher  C	Address of Reporting Person*  Christopher  Christopher  Christopher  CLEVELAND-CL  CLEVELAND-CL  3. Date of Earliest Tran 01/23/2020  (Street)  4. If Amendment, Date  AND, OH 44114  (State)  Curity  2. Transaction Date (Month/Day/Year)  Conversion Opate  Conversion Opate  Conversion Opate  Conversion Opate  Conversion Opate  (Month/Day/Year)  Conversion Opate  (Month/Day/Year)  Conversion Opate  (Month/Day/Year)  A. Deemed Execution Date, if any (Month/Day/Year)  Conversion Opate  (Month/Day/Year)  Conversion Opate  (Month/Day/Year)  A. Deemed Execution Date, if any (Month/Day/Year)  Conversion Opate  (Month/Day/Year)  A. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Instr. 8)  Conversion Opate  (A) Conversion Opate  (Code of Code (Instr. 8)  (Code (Instr. 8)	Address of Reporting Person*  Christopher  (First) (Middle)  LIC SQUARE, SUITE 3300  (Street)  AND, OH 44114  (State)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Instr. 8)  Code  Shares  01/23/2020  A  Shares  01/23/2020  A  Shares  01/23/2020  F  Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, op of Exercise (Month/Day/Year)  Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, op of Exercise (Month/Day/Year)  AND, OH 44114  State)  2. Transaction Date (e.g., puts, calls, warrants, op of Exercise (Month/Day/Year)  Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, op of Exercise (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Instr. 8)  Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, op of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, op of (D) (Instr. 3, op of (D))  (Instr. 3)	Address of Reporting Person*  Christopher  Code  Christopher  Christopher  Code  Christopher  Christopher  Code  Code  Contestion  Code  Code	2. Issuer Name and Ticker or Trading Sy CLEVELAND-CLIFFS INC. [CLI (Middle) 201/23/2020  (Street)  AND, OH 44114  (State)  2. Transaction (Month/Day/2021)  2. Transaction (Month/Day/2021)  4. If Amendment, Date Original Filed(Month (Month/Day/2021))  4. If Amendment, Date Original Filed(Month (Month/Day/2021))  5. Transaction Date (Execution Date, if (Month/Day/Year))  Code (Instr. 8)  Code (Instr. 8)  Code (Instr. 8)  Table II - Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, conversion of cor Exercise Price of Derivative Security  Code (Month/Day/Year)  3. Transaction Date (e.g., puts, calls, warrants, options, conversion any (Month/Day/Year)  AND, OH 44114  (State)  2. Transaction Date (Execution Date, if (Instr. 8)  Code (Instr. 8)  Code (Instr. 8)  Persons where the form distribution of the form distribution of Code (Instr. 8)  Persons where the form of the	And dress of Reporting Person*  Christopher  Christopher	AND, OH 44114  (State)  2. Issuer Name and Ticker or Trading Symbol CLEVELAND-CLIFFS INC. [CLF]  3. Date of Earliest Transaction (Month/Day/Year)  (Street)  4. If Amendment, Date Original Filed(Month/Day/Year)  4. If Amendment, Date Original Filed(Month/Day/Year)  (Street)  4. If Amendment, Date Original Filed(Month/Day/Year)  (Month/Day/Year)  2. Transaction Date Original Filed(Month/Day/Year)  (Month/Day/Year)  2. Transaction Date Original Filed(Month/Day/Year)  (Month/Day/Year)  2. Transaction Date Original Filed(Month/Day/Year)  (Month/Day/Year)  3. Transaction Date, if any (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date Original Filed(Month/Day/Year)  (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Exercise (e.g., puts, calls, warrants, options, convertible securities (e.g., puts, calls, warrants, options, convertible securities)  (Month/Day/Year)  3. Transaction Date (A) or Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities)  (Month/Day/Year)  And Expiration Date (Instr. 8)  (Instr. 8)  And Expiration Date (Instr. 8)  (Instr. 8)  And Expiration Date (Instr. 8)  (Instr. 8)  And Expiration Date (Instr. 8)  And Ex	AND, OH 44114  (State)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Instr. 3, 4 and 5)  Code V Amount (D) Price  Shares  01/23/2020  A 14,529 A \$ 0 88,261.6  (Instr. 3)  Code V Amount (D) Price  (Instr. 3)  (I	Address of Reporting Person	Address of Reporting Person	Address of Reporting Persons   2. Issuer Name and Ticker or Trading Symbol CLEVELAND-CLIFES INC. [CLF]   5. Relationship of Reporting Person(s) to Issue (Cherk all applicable)   1/23/2020   3. Date of Earliest Transaction (Month/Day/Year)   4. If Amendment, Date Original Filed(Month/Day/Year)   5. Relationship of Reporting Person(s) to Issue (Check all applicable)   1/23/2020   4. If Amendment, Date Original Filed(Month/Day/Year)   5. Relationship of Reporting Person (other (specific Person)   1/23/2020   4. If Amendment, Date Original Filed(Month/Day/Year)   5. Individual or Joint/Group Filing Check Applica   1/24   1

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Cebula R Christopher 200 PUBLIC SQUARE, SUITE 3300 CLEVELAND, OH 44114			VP, Corporate Controller & CAO				

# **Signatures**

/s/ James D. Graham by Power of Attorney	01/27/2020	
**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).
- (1) Reflects a payout of performance shares for the 2017-2019 performance period earned under the Issuer's 2015 Equity and Incentive Compensation Plan, as amended.
- (2) Reflects the mandatory surrender of 5,180 shares underlying performance shares and 2,736 shares underlying restricted stock units in payment of the related tax liability incurred on January 23, 2020.

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, Adam D. Munson and Madeline M. Costanzo and each of them, as the true and lawful attorn 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 21st day of October, 2019.

/s/ R. Christopher Cebula R. Christopher Cebula, Vice President, Corporate Controller & Chief Accounting Officer