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

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

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

| pe Responses | S) | | | | | | | | | | | | | | |
|--|--|--|---|--|--|--|---|--|--|--|--|--|--|---|--|
| 1. Name and Address of Reporting Person * GONCALVES LOURENCO | | | | 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) 02/23/2021 | | | | | | | X Officer (give title below) Other (specify below) Chairman, President & CEO | | | | |
| (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 | | | | | |
| (City) (State) (Zip) | | | | Table I - Non-Derivative Securities Acou | | | | | | cauir | ured Disposed of or Reneficially Owned | | | | |
| 1.Title of Security (Instr. 3) | | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, any | 3. Transac Code (Instr. 8) | | etion 4. Securities Acquir | | ired 5. Amour Beneficia Reported | | nt of Securities ally Owned Following Transaction(s) | | 6. Ownership Form: | Beneficial | | |
| | | | (Month/Day/Yea | | Code | V | Amou | o | or | | (Instr. 3 a | nd 4) | | or Indirect (I) | ct (Instr. 4) |
| Shares | | 02/23/2021 | | | A | | - | 00 A | \$ | 0 6 | 4,248,59 | 92 | | D | |
| | | | | | | the f | orm dis | splays of, or l | s a cu Benef | urren ficially | tly valid | | | | |
| | T | | e.g., puts, calls, v | | nts, op | | | | | | | | ı | | |
| | Date | Execution Da /Day/Year) any | e, if Transaction Num Code of (ara) (Instr. 8) Deriv Secu Acqu (A) c Disp | | ivative urities uired or oosed D) tr. 3, | and Expiration Dat (Month/Day/Year) attive ities ired r ssed) 3, | | ate Amo Und Secu | | ount of Derivative Security (Instr. 5) | | Derivative Securities Beneficially Owned Following Reported | Owners Form of Derivati Security Direct (or Indirects) | Beneficia Ownershi (Instr. 4) | |
| | | | | | | | | | | | | | | | |
| 3 | nd Address of LVES LOI BLIC SQUA CAND, OH Security 1 Shares Report on a s Conversion or Exercise Price of Derivative | nd Address of Reporting Per LVES LOURENCO (First) BLIC SQUARE, SUITE (Street) LAND, OH 44114-231 (State) Security 2. (State) Conversion of Exercise Price of Derivative 3. Transaction Date (Month/Day/North) | Address of Reporting Person LVES LOURENCO (First) (Middle) BLIC SQUARE, SUITE 3300 (Street) LAND, OH 44114-2315 (State) (Zip) Security 2. Transaction Date (Month/Day/Year) Table II - 1 Conversion or Exercise Price of Derivative 1. The security of | 2. Issuer Name CLEVELANI (Middle) 3. Date of Earlier (02/23/2021 (Street) 4. If Amendment (Month/Day/Year) Security 2. Transaction Date (Month/Day/Year) 1. Shares 2. Shares 2. Shares 2. Shares 3. Transaction Date Shares 1. Shares 1. Shares 1. Shares 2. Shares 3. Shares 3. Shares 3. Deemed Shares 3. Deemed Shares 3. Deemed Shares 1. Shares 2. Shares 3. Shares 4. If Amendment 4. If Amendment 5. Shares 5. Shares 6. | Address of Reporting Person LVES LOURENCO (First) (Middle) (State) 3. Date of Earliest Tra 02/23/2021 (Street) 4. If Amendment, Date (Month/Day/Year) (State) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (In Shares 02/23/2021 Table II - Derivative Securities A. Deemed Execution Date, if (any (Month/Day/Year)) (In Shares 02/23/2021 Table II - Derivative Securities Deneficially owned Execution Date, if (Linear Price of Derivative Securities Acquired Price of Derivative Security (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Linear Price of Derivative Securities Deneficially Owned Date (Instr. 8) (Month/Day/Year) 3. Deemed Execution Date, if Transaction Date (Instr. 8) (Month/Day/Year) 3. Deemed Execution Date, if Transaction Date (Instr. 8) (Month/Day/Year) 3. Deemed Execution Date, if Transaction Date (Instr. 8) (Month/Day/Year) 3. 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Deemed Execution Date (Instr. 8) | and Address of Reporting Person* LVES LOURENCO BLIC SQUARE, SUITE 3300 (Street) (Street) (State) (State) (State) (Zip) (State) (Zip) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A) Report on a separate line for each class of securities beneficially owned direct (e.g., puts, calls, warrants, op of Derivative Security (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A) (Instr. 8) 2. Issuer Name and Ticker CLEVELAND-CLIFFS 3. Date of Earliest Transaction 02/23/2021 4. If Amendment, Date Original Code (Instr. 8) (Month/Day/Year) (A) Table I - Non Code (Instr. 8) (A) Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, op of Code (Instr. 8) (Month/Day/Year) (Month/Day/Year) (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) | And Address of Reporting Person* LVES LOURENCO (First) (Middle) BLIC SQUARE, SUITE 3300 (Street) (Street) (State) (State) | Address of Reporting Person* LVES LOURENCO CLEVELAND-CLIFFS INC. 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[CLI CLI CLI CLI CLI CLI CLI CLI CLI CLI | And Address of Reporting Person — LVES LOURENCO (Middle) BLIC SQUARE, SUITE 3300 (Street) (State) (State) (Zip) (A) Deemed Execution Date, if on Shares (Month/Day/Year) (Month/Day/Year) (A) Or Disposed of, or Carbon displays (A) Code (A) or Disposed of, or Date (Cag., puts, calls, warrants, options, convertible security (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A) Derivative Securities Acquired, Disposed of, or Disposed of, or Disposed of, or Disposed of (D) (Month/Day/Year) (Month/Day/Year) | Ad Address of Reporting Person* LVES LOURENCO (Middle) (B) (First) (Middle) (Street) (Street) (AnD, OH 44114-2315 (Month/Day/Year) (Security) (State) (Zip) (Zip) (State) (Zip) (Zip) (And Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A) (Instr. 8) (A) (Instr. 8) (A) (Instr. 3, 4 and 5) (A) (Instr. 3) (A) (Instr. 4) (Instr. 4) (A) (Instr. 4) (A) (Instr. 4) (A) (Instr. 5) (Instr. 6) (Instr. 8) (Instr. 6) (Instr. 8) (| 2. Issuer Name and Ticker or Trading Symbol CLEVELAND-CLIFFS INC. [CLF] 3. Date of Earliest Transaction (Month/Day/Year) 02/23/2021 4. If Amendment, Date Original Filed(Month/Day/Year) 1. Oate Code V Amount Code V Amount Code Conversion or Exercise 2. Transaction Date (e.g., puts, calls, warrants, options, convertible securities) 3. Transaction Date Code V Amount Code Conversion or Exercise 3. Transaction Date Code V Amount Code Conversion or Exercise 3. Transaction Date Code V Amount Code Code | And Address of Reporting Person* LVES LOURENCO Clevel And Clevel And Ticker or Trading Symbol Clevel And Transaction (Month/Day/Year) Security | 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) (Street) 4. Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) (Instr. 3, 4 and 5 | Address of Reporting Person* LVES LOURENCO 2. Issuer Name and Ticker or Trading Symbol CLEVELAND-CLIFFS INC. [CLF] 3. Date of Earliest Transaction (Month/Day/Year) O2/23/2021 4. If Amendment, Date Original Filed(Month/Day/Year) O2/23/2021 4. If Amendment, Date Original Filed(Month/Day/Year) O2/23/2021 4. If Amendment, Date Original Filed(Month/Day/Year) O2/23/2021 5. Relationship of Reporting Person (Check all applic X_Director X_Officer give title below) O2/23/2021 6. Individual or Joint/Group Filing X_Form filed by One Reporting Person. Form filed by One | Address of Reporting Person LVES LOURENCO LVES LOURENCO CLEVELAND-CLIFFS INC. [CLF] BLIC SQUARE, SUITE 3300 (Street) AND, OH 44114-2315 (State) 2. Transaction Date (Month/Day/Year) Date (Month/Day/Year) A I flash are spearate line for each class of securities beneficially owned directly or indirectly. Table II - Derivative Securities Acquired (A) or Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Date (Gode (Month/Day/Year) A South of 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 (A) or Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) A South of 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 (A) or Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 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 (A) or Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Code (Instr. 3) A Deemed (e.g., puts, calls, warrants, options, convertible securities) A South of 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 (A) or Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) A Disposed of (D) Derivative Securities (Instr. 3) B A. Deemed (e.g., puts, calls, warrants, options, convertible securities) Code (Instr. 4) A Disposed of (D) Derivative Securities (Instr. 5) B A. Diecetor (Check all applicable) Cod |

Reporting Owners

| | Relationships | | | | | | | |
|---|---------------|--------------|---------------------------|-------|--|--|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | | | |
| GONCALVES LOURENCO 200 PUBLIC SQUARE SUITE 3300 CLEVELAND, OH 44114-2315 | X | | Chairman, President & CEO | | | | | |

Signatures

| /s/ James D. Graham by Power of Attorney | 02/23/2021 | |
|--|------------|--|
| **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 share units granted to the Reporting Person on February 23, 2021 from the Issuer's Amended and Restated 2015 Equity and Incentive Compensation Plan. This grant vests on December 31, 2023.

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.