

CLIFFS NATURAL RESOURCES INC.

Form 8-K

March 15, 2013

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

March 11, 2013

Cliffs Natural Resources Inc.

(Exact name of registrant as specified in its charter)

Ohio

1-8944

34-1464672

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

200 Public Square, Suite 3300, Cleveland,
Ohio

44114-2315

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

216-694-5700

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

- (b) On March 11, 2013, Richard Ross provided notice of his decision to not stand for reelection to the Board of Directors of Cliffs Natural Resources Inc. (the Company) at the Annual Meeting of Shareholders to be held on May 7, 2013, given his new role as Program Director and Inmet Chair in Global Mining Management at the Schulich School of Business and the probable scheduling conflicts that would preclude Mr. Ross from fulfilling his commitments to serve on the Company s Board.
- (e) On March 11, 2013, the Compensation and Organization Committee of Cliffs Natural Resources Inc. (the Company) approved an increase, effective April 1, 2013, to the annual base salary of Terrance M. Paradie, the Company s Chief Financial Officer. Mr. Paradie s annual base salary was increased from \$340,000 to \$440,000 to bring his base salary closer to the median of salaries for our peer companies chief financial officers.
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

March 15, 2013

Cliffs Natural Resources Inc.

By: */s/ Carolyn E. Cheverine*

Name: Carolyn E. Cheverine

Title: Vice President, General Counsel & Secretary