

CLIFFS NATURAL RESOURCES INC.

Form 8-K

September 12, 2014

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): September 9, 2014

Cliffs Natural Resources Inc.  
(Exact name of registrant as specified in its charter)

|   |                                    |   |
|---|------------------------------------|---|
| Ohio<br>(State or Other Jurisdiction<br>of Incorporation) | 1-8944<br>(Commission File Number) | 34-1464672<br>(IRS Employer<br>Identification Number) |
|---|------------------------------------|---|

|   |                          |
|---|--------------------------|
| 200 Public Square, Suite 3300<br>Cleveland, Ohio<br>(Address of Principal Executive<br>Offices) | 44114-2315<br>(Zip Code) |
|---|--------------------------|

Registrant's telephone number, including area code:  
(216) 694-5700  
(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 1.01. Entry into a Material Definitive Agreement.

On September 9, 2014, Cliffs Natural Resources Inc. (the “Company”) entered into Amendment No. 4 (the “Amendment”) to the Amended and Restated Multicurrency Credit Agreement, dated as of August 11, 2011 (as amended, the “Credit Agreement”), among the Company, the foreign subsidiaries of the Company from time to time party thereto, the lenders from time to time party thereto (the “Lenders”) and Bank of America, N.A., as Administrative Agent. The Amendment, among other matters: (i) modified the Credit Agreement to permit a one-time exemption of up to \$200 million in share repurchases (consummated in a single transaction or series of related transactions), effective until December 31, 2015; (ii) reduced the size of the existing unsecured facility on a pro-rata basis from \$1.75 billion to \$1.25 billion; (iii) added restrictions on the granting of certain pledges and guarantees; and (iv) added an obligation to enter into a security agreement, on or before June 30, 2015, to grant security interests to secure obligations under the Credit Agreement on (a) U.S. receivables and inventory, other than receivables and related property subject to certain existing receivable securitization or other facilities, (b) a pledge of 65% of the stock of all material, wholly-owned first-tier foreign subsidiaries and (c) a pledge of all of the stock of all material U.S. subsidiaries, in each case, subject to certain limitations.

The Lenders have in the past provided, and may in the future provide, investment banking, cash management, underwriting, lending, commercial banking, trust, leasing, foreign exchange and other advisory services to, or engage in transactions with, the Company, its subsidiaries or affiliates. These parties have received, and may in the future receive, customary compensation from the Company or its subsidiaries or affiliates for such services.

The summary of the Amendment described above is qualified in its entirety by reference to the Amendment, a copy of which is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit Number | Description  |
|----------------|--|
| 10.1           | Amendment No. 4, dated as of September 9, 2014, to the Amended and Restated Multicurrency Credit Agreement, dated as of August 11, 2011, among the Company, the foreign subsidiaries of the Company from time to time party thereto, the lenders from time to time party thereto and Bank of America, N.A., as Administrative Agent. |

**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.

Cliffs Natural Resources Inc.

Date: September 12, 2014

By: /s/ James D. Graham

Name: James D. Graham

Title: Vice President, Chief Legal Officer & Secretary

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EXHIBIT INDEX

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