

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): February 9, 2017

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Cliffs Natural Resources Inc **71**

Item 8.01. Other Events.

Greenshoe Exercise

On February 10, 2017, the underwriter of the previous

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: February 13, 2017

By: /s/ James D. Graham

Name: James D. Graham

Title: Executive Vice President (4edn of rB P%itecurpovy

EXHIBIT INDEX

Exhibit Number	Description
99.1	Press release announcing senior notes offering, dated February 9, 2017
99.2	Press release announcing pricing of senior notes offering, dated February 10, 2017



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Cliffs Natural Resources Inc. Announces Pricing of \$500,000,000 Senior Notes due 2025

CLEVELAND, February 10, 2017 - Cliffs Natural Resources Inc. (NYSE: CLF) announced today that it has priced an offering of \$500 million aggregate principal amount of Senior Notes due 2025 (the "Notes") in an offering that is exempt from the registration requirements of the Securities Act of 1933 (the "Securities Act"). The Notes will bear interest at an annual rate of 5.75 percent and will be issued at a price of 100.00 percent of their principal amount. The Notes will be guaranteed on a senior unsecured basis by the Company's material direct and indirect wholly-owned domestic subsidiaries. The offering is expected to close on February 27, 2017, subject to customary closing conditions.

The Company intends to use the net proceeds from the offering for general corporate purposes.

by law, to update these statements. Uncertainties and risk factors that could affect Cliffs' future performance and cause results to differ from the forward-looking statements in this release include, but are not limited to: uncertainty and weaknesses in global economic conditions, including downward pressure on prices caused by oversupply or imported products, the impact of any reduced barriers to trade, the outcomes of recently filed and forthcoming trade cases, reduced market demand and any change to the economic growth rate in China; continued volatility of iron ore and steel prices and other trends, including the supply approach of the major iron ore producers, affecting our financial condition, results of operations or future prospects, specifically the impact of price-adjustment factors on our sales contracts; our level of indebtedness could limit cashshsht ns antysireait el