

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): December 4, 2017

Cleveland-Cliffs Inc.

(Exact name of registrant as specified in its charter)

**Ohio
(State or Other Jurisdiction
of Incorporation)**

**1-8944
(Commission File Number)**

**34-1464672
(IRS Employer
Identification Number)**

**200 Public Square, Suite 3300
Cleveland, Ohio
(Address of Principal Executive Offices)**

**44114-2315
(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))

Indicate

Item 8.01. Other Events.

Secured Notes Offering

On December 4, 2017, Cleveland-Cliffs Inc. (the "Company") announced that it intends to offer to sell \$400.0 million aggregate principal amount of senior secured notes due 2024 (the "Secured Notes") in an offering exempt from the registration requirements of the Securities Act of 1933 (the "Securities Act"). This announcement was contained in a press release, a copy of which is filed as Exhibit 99.1 and is incorporated herein by reference.

This Current Report on Form 8-K does not constitute an offer to purchase, nor a solicitation of an offer to sell, the Secured Notes or any other securities. The Secured Notes have not been, and will not be, registered under the Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

Convertible Notes Offering

On December 4, 2017, the Company also announced that it intends to offer to sell \$275.0 million aggregate principal amount of convertible senior notes due 2025 (the "Convertible Notes") or up to \$316.25 million aggregate principal amount of Convertible Notes if the underwriters exercise their over-allotment option in full, in a registered public offering under the Securities Act. This announcement was contained in a press release, a copy of which is filed as Exhibit 99.2 and is incorporated herein by reference.

This Current Report on Form 8-K does not constitute an offer to purchase, nor a solicitation of an offer to sell, the Convertible Notes or any other securities.

The Secured Notes offering and the Convertible Notes offering are not contingent upon one another.

Item 9.01. Financial Statements and Exhibits.

(d) **Exhibits.**

Exhibit Number	Description
99.1	Press release announcing secured notes offering, dated December 4, 2017
99.2	Press release announcing convertible notes offering, dated December 4, 2017

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.

CLEVELAND-CLIFFS INC.

EXHIBIT INDEX

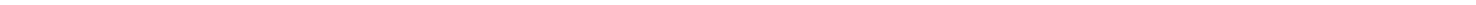
**Exhibit
Number**

Description



NEWS RELEASE

Cleveland-Cliffs Inc. Announces Proposed Offering of w Hn



new customers beyond our traditional blast furnace clientele; our actual economic iron ore reserves or reductions in current mineral estimates, including whether any mineralized material qualifies as a reserve; our ability to cost-effectively achieve planned production rates or levels, including at our HBI production plant; our ability to successfully identify and consummate any strategic investments or development projects, including our HBI production plant; our ability to obtain the investments necessary for our HBI production plant; changes in sales volume or mix; events or circumstances that could impair or adversely impact



NEWS RELEASE

Cleveland-Cliffs Inc. Annual Report 2014

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New York, NY

ability to reach agreement with our customers regarding any modifications to sales contract provisions, renewals or new arrangements; our actual levels of capital spending; our ability to successfully diversify our product mix and add new customers beyond our traditional blast furnace clientele; our actual economic iron ore reserves or reductions in current mineral estimates, including whether any mineralized material qualifies as a reserve; our ability to cost-effectively achieve planned production rates or levels, including at our HBI production plant; our ability to successfully identify and consummate