

Item 1.01. Entry into a Material Definitive Agreement.

On February 28, 2018, Cleveland-Cliffs Inc., an Ohio corporation (the "Company"), and certain other borrowers party thereto entered into an amended and restated senior secured asset-based revolving credit facility (the "ABL Facility") with Bank of America N.A. ("BAML"), as administrative agent (in such capacity, "Administrative Agent") and a lender, and various other financial institutions.

and ERISA defaults resulting in liability of a specified amount. In the event of a default by the Company (beyond any applicable grace or cure period, if any), the Administrative Agent may and, at the direction of the requisite number of Lenders, shall declare all amounts owing under the ABL Facility immediately due and payable, terminate such Lenders' commitments to make loans under the ABL Facility and/or exercise any and all remedies and other rights under the ABL Facility. For certain defaults related to insolvency and receivership, the commitments of the Lenders will be automatically terminated and all outstanding loans and other amounts will become immediately due and payable.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The terms of the direct financial obligations are summarized in Item 1.01 of this Form 8-K and are incorporated herein by reference.

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.

Date: March 1, 2018

By: /s/ James D. Graham _____

Name: James D. Graham

Title: Executive Vice President, Chief Legal Officer & Secretary