

SCHEDULE 14A  
Proxy Statement Pursuant to Section 14(a)  
of the Securities Exchange Act of 1934 (Amendment No. \_\_)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12

[ ] Fee paid previously with preliminary materialy^

On February 12, 2014, Casablanca submitted a letter (the "Letter") to Cliffs Natural Resources Inc. (the "Issuer") indicating its intent to nominate a number of persons for election as directors at the 2014 annual meeting of shareholders of the Issuer (the "Annual Meeting") that, if elected, would constitute at least a majority of the board of directors of the Issuer (the "Board").

Also on February 12, 2014, Casablanca issued a press release (the "Press Release") announcing its intention to nominate a majority of directors for election to the Board, including Mr. Goncalves, and expressing its support of Mr. Goncalves as Chief Executive Officer of the Issuer. The foregoing summary of the Press Release is qualified in its entirety by reference to the full text of the Press Release, a copy of which is attached hereto as Exhibit 1 and is incorporated by reference herein.

Also on February 12, 2014, Casablanca filed an amendment to its Schedule 13D ("Amendment No. 1") with respect to the Company, in which the reporting persons therein disclose their interest in the Company.





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CASABLANCA CAPITAL LP, DONALD G. DRAPKIN AND DOUGLAS TAYLOR (COLLECTIVELY, "CASABLANCA") INTEND TO FILE WITH THE SECURITIES AND EXCHANGE COMMISSION (THE "SEC") A DEFINITIVE PROXY STATEMENT AND ACCOMPANYING FORM OF PROXY CARD TO BE USED IN CONNECTION WITH THE SOLICITATION OF PROXIES FROM STOCKHOLDERS OF CLIFFS NATURAL RESOURCES, INC. (THE "COMPANY") IN CONNECTION WITH THE COMPANY'S 2014 ANNUAL MEETING OF STOCKHOLDERS. ALL STOCKHOLDERS OF THE COMPANY ARE ADVISED TO READ THE DEFINITIVE PROXY STATEMENT AND OTHER DOCUMENTS RELATED TO THE SOLICITATION OF PROXIES BY CASABLANCA AND CELSO LOURENCO GONCALVES (COLLECTIVELY, THE "PARTICIPANTS"), WHEN THEY BE THEY BE BLL

Item 4 of the Schedule 13D is hereby amended and supplemented by the addition of the following:

On February 12, 2014, Casablanca submitted a letter to the Issuer (the "February 12 Letter") indicating its intent to nominate a number of persons for election as directors at the 2014 annual meeting of shareholders of the Issuer (the "Annual Meeting") that, if elected, would constitute at least a majority of the board of directors of the Issuer (the "Board"). The foregoing summary of the February 12 Letter is qualified in its entirety by reference to the full text of the February 12 Letter, a copy of which is attached hereto as Exhibit 4 and is incorporated by reference herein.

Also on February 12, 2014, Casablanca issued a press release (the "February 12 Press Release") announcing its intention to nominate a majority of directors for election to the Board, including Mr. Goncalves. In addition, Casablanca expressed its support of Mr. Goncalves as Chief Executive Officer of the Issuer. The foregoing summary of the February 12 Press Release is qualified in its entirety by reference to the full text of the February 12 Press Release, a copy of which is attached hereto as Exhibit 5 and is incorporated by reference herein.





any, provided by or on behalf of Mr. Drapkin or any of his affiliates to the Company from and after the date hereof shall be deemed to constitute (i) an admission by Mr. Drapkin or any of his affiliates that this letter is in any way defective, (ii) an admission as to the legality or enforceability of any particular provision of the Third Amended Certificate of Incorporation of the Company (the "Charter") or the Regulations of the Company (the "Regulations") or any other matter, (iii) a waiver by Mr. Drapkin or any of his affiliates of the right to, in any way, contest or challenge the enforceability of any provision of the Charter or Regulations, or of any other matter or (iv) an acknowledgement by Mr. Drapkin or any of his affiliates that any requirement exists, whether pursuant to Rule 14a-4(c) promulgated under the Exchange Act or otherwise, pursuant to which Mr. Drapkin was required to provide the Corporation with notice of his intentions described herein as a result of the content or character of such stated intentions.

Very truly yours,

By: /s/ Dougladou

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The principal business address of Casablanca is 450 Park Avenue, Suite 1403, New York, NY 10022. The principal business address of Mr. Drapkin and Mr. Taylor is c/o Casablanca Capital LP, 450 Park Avenue, Suite 1403, New York, NY 10022. The principal business address of Mr. Goncalves is 2716 Aqua Vista Blvd., Fort Lauderdale, Florida 33301.

As of the close of business on February 12, 2014, the Participants may be deemed to beneficially own an aggregate of 7,957,520 shares of common stock, par value \$0.125 per share (the "Common Stock"), constituting approximately 5.2% of the Company's outstanding Common Stock. The aggregate number and percentage of shares of Common Stock reported herein are based upon the 153,124,101 shares of Common Stock outstanding as of October 21, 2013, as reported in the Company's Quarterly Report on Form 10-Q for the period ended September 30, 2013, filed with the Securities and Exchange Commission on October 25, 2013.

Of the 7,907,520 shares of Common Stock beneficially owned (within the meaning of Rule 13d-3 under the Exchange Act) in the aggregate by the Casablanca Parties: (a) 1,000 shares of Common Stock are held by Mr. Drapkin in record name; (b) 7,906,520 shares of Common Stock may be deemed to be beneficially owned by Casablanca by virtue of investment management agreements with a separate managed account; (c) 7,907,520 shares of Common Stock (including the 1,000 shares of Common Stock held by Mr. Drapkin in record name) may be deemed to be beneficially owned by Mr. Drapkin, a United States citizen, by virtue of his direct ownership and his direct and indirect control of Casablanca; and (d) 7,906,520 shares of Common Stock may be deemed to be beneficially owned by Mr. Taylor, a United States citizen, by virtue of his direct and indirect control of Casablanca. In addition, Mr. Goncalves, a United States citizen, may be deemed to beneficially own 50,000 shares of Common Stock.

As a result of the Proxy Solicitation, the Casablanca Parties and Mr. Goncalves may be deemed to be a "group" pursuant to Rule 13d-5(b)(1) promulgated under the Securities Exchange Act of 1934, as amended. Collectively, the Casablanca Parties and Mr. Goncalves may be deemed to beneficially own 7,957,520 shares of Common Stock, representing approximately 5.2% of the outstanding shares of Common Stock.