

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or S²r

On April 25, 2014, Casablanca Capital LP ("Casablanca") issued a press release (the "Press Release") regarding the scheduling of the 2014 annual meeting of Cliffs Natural Resources Inc. A copy of the Press Release is attached hereto as Exhibit 1. Casablanca also posted a link to the Press Release on the "Press Releases" page of www.FixCliffs.com via the following reference:

04.25.2014

Casablanca Capital Statement Regarding Scheduling of Cliffs Natural Resources Annual Meeting

Casablanca Capital Statement Regarding Scheduling of Cliffs Natural Resources Annual Meeting

New York – April 25, 2014 – Casablanca Capital LP, (“Casablanca”) the beneficial owner of approximately 5.2% of Cliffs Natural Resources Inc. (NYSE: CLF), today commented on Cliffs Natural Resources’ announcement that it will hold its annual meeting of shareholders on July 29, 2014, with shareholders of record as of the close of business on June 2, 2014 entitled to vote at the meeting.

“While we are pleased that Cliffs has finally set a date for its annual meeting after many weeks of delay, we remain deeply concerned by the severe value destruction suffered by shareholders under the incumbent board,” said Donald Drapkin, Chairman of Casablanca Capital. “The fact that Cliffs scheduled the meeting only after Casablanca had threatened a consent solicitation to force the Board to face its annual election – and the fact that the meeting won’t be held until the end of July even though every year previously since 2008 the meeting has been held in early May – further underscores this Board’s appalling lack of urgency and what we view as its attempt to avoid the judgment of the shareholders. We look forward to giving shareholders a strong voice in restoring value at Cliffs by electing our slate of highly-qualified director candidates.”

Other announcements, filings, and background materials related to Casablanca’s investment in Cliffs can be found at www.fixcliffs.com.

About Casablanca Capital LP

Casablanca Capital is an Event Driven and Activist investment manager based in New York, founded in 2010 by Donald G. Drapkin and Douglas Taylor. Casablanca invests in high quality but underperforming public companies that have multiple levers to unlock shareholder value. The firm seeks to engage with the management, boards, and shareholders of those companies in a constructive dialogue in order to enhance shareholder value through improved operational efficiencies, strategic divestitures, capital structure optimization and increased corporate focus. In 2011, Casablanca successfully initiated a campaign at Mentor Graphics Corporation to improve profitability and

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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 2020 ANNUAL MEETING.