

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO §240.13D-1(b), (c)
AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO §240.13d-2

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 1) of Statement of Cliffs Natural Resources Inc.

Cliffs Natural Resources Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

18683K101

(CUSIP Number)

December 31, 2013

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this statement is filed:

Rule 13d-1(b) of class of securities
 Pursuant to § 101.13d-102

1. NAME OF REPORTING PERSONS

TIAA-CREF Investment Management, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) £
(b) £

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED
BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER 5,876,169

6. SHARED VOTING POWER 0

7. SOLE DISPOSITIVE POWER 5,876,169

8. SHARED DISPOSITIVE POWER 0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5,876,169

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES£

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.84%

12. TYPE OF REPORTING PERSON

IA

1. NAME OF REPORTING PERSONS

Teachers Advisors, Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) £

(b) £

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED
BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER 3,296,436

6. SHARED VOTING POWER 0

7. SOLE DISPOSITIVE POWER 3,296,436

8. SHARED DISPOSITIVE POWER 0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,296,436

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES£

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.15%

12. TYPE OF REPORTING PERSON

IA

Item 1(a). NAME OF ISSUER:

Cliff's Natural Resources

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:200 Public Square, Suite 3300
Cleveland, OH 44114**Items 2(a)-2(c). NAME, ADDRESS OF PRINCIPAL BUSINESS OFFICE, AND CITIZENSHIP OF PERSONS FILING:**TIAA-CREF Investment Management, LLC ("Investment Management")
730 Third Avenue
New York, NY 10017-3206
Citizenship: DelawareTeachers Advisors, Inc. ("Advisors")
730 Third Avenue
New York, NY 10017-3206
Citizenship: Delaware**Item 2(d). TITLE OF CLASS OF SECURITIES:**

Common Stock

Item 2(e). CUSIP NUMBER: 18683K101**Item 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b), OR 13d-2(b) or (c), CHECK WHETHER THE PERSON FILING IS A:****Investment Management**

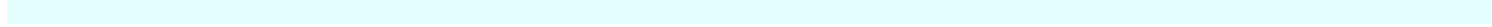
- (a) £ Broker or dealer registered under Section 15 of the Exchange Act.
 - (b) £ Bank as defined in Section 3(a)(6) of the Exchange Act.
 - (c) £ Insurance Company as defined in Section 3(a)(19) of the Exchange Act.
 - (d) £ Investment Company registered under Section 8 of the Investment Company Act of 1940.
 - (e) S An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
 - (f) £ An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
 - (g) £ A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
 - (h) £ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
 - (i) £ A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940.
 - (j) £ Group, in accordance with Rule 13d-1(b)(1)(ii)(
-

Advisors

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- (b) £ Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) £ Insurance Company as defined in Section 3(a)(19) of the Exchange Act.
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- (j) £ **Group**, in accordance with Rule 13d-1(b)(1)(ii)(J). ky

If this statement is filed pursuant to Rule 13d-1(c), check this box. £

Item 4. OWNERSHIP



Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

See Exhibit A attached

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON.

Not Applicable

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not Applicable

Item 9. NOTICE OF DISSOLUTION OF GROUP.

Not Applicable

Item 10. CERTIFICATIONS.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with nomination under §240.14a-11

SIGNATURE.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2014

TIAA-CREF INVESTMENT MANAGEMENT, LLC

By: /s/ Richard S. Biegen
Richard S. Biegen, Chief Compliance Officer

TEACHERS ADVISORS, INC.

By: /s/ Richard S. Biegen
Richard S. Biegen, Managing Director,
Senior Compliance Officer
