



[\_]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

7 SOLE VOTING POWER

NUMBER OF -0-

8 SHARED VOTING POWER

BENEFICIALLY OWNED 5,621,810

BY EACH REPORTING 9 SOLE DISPOSITIVE POWER

PERSON -0-

10 SHARED DISPOSITIVE POWER

5,621,810

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,621,810

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

[\_]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.95%

14 TYPE OF REPORTING PERSON

CO

CUSIP NO. 185896107

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SCHEDULE 13D

1 NAME OF REPORTING PERSONS

Harbinger Capital Partners Offshore Manager, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [\_] (b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5,62

[\_]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF -0-

8 SHARED VOTING POWER

BENEFICIALLY OWNED 5,621,810

-RDVVO

BY EACH REPO 0 0



SCHEDULE 13D

1 NAME OF REPORTING PERSONS

Harbinger Capital Partners Spei

-----  
6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

-----  
7 SOLE VOTING POWER

NUMBER OF -0-

SHARES

8 SHARED VOTING POWER

BENEFICIALLY OWNED 6,442,082

BY EACH REPOR -----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,442,082

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

[\_]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.68%

14 TYPE OF REPORTING PERSON

CO

CUSIP NO. 185896107

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SCHEDULE 13D

1 NAME OF REPORTING PERSONS

Harbert Management Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) [\_]  
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

EEEEUEUiiiiiiiiiiEVEEEE [ \_ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

EEEEVEVEEaBamaAl-----E-2(------EVEE6,442,082---XE--'è-----XE--'è-----XE--'è-----XE 'è XE  
- 'EEEEEEEEEEEEVEVEEEEEEM

7 SOLE VOTING POWER

NUMBER OF -0-

SHARES 8 SHARED VOTING POWER

BENEFICIALLY OWNED 6,442,082

BY BY BY BY UUUUUUUUU

SCHEDULE 13D

1 NAME OF REPORTING PERSONS  
Philip Falcone

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS  
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
U.S.A.

7	SOLE VOTING POWER
NUMBER OF	-0-
SHARES	8 SHARED VOTING POWER
BENEFICIALLY OWNED	12,063,892
BY EACH REPORTING	9 SOLE DISPOSITIVE POWER
PERSON	-0-
WITH	10 SHARED DISPOSITIVE POWER
	12,063,892

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
12,063,892

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
10.63%

14 TYPE OF REPORTING PERSON  
IN

CUSIP NO. 185896107 Page 10 of 17

SCHEDULE 13D

1 NAME OF REPORTING PERSONS  
Raymond J. Harbert

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS  
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e)

[\_]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

7 SOLE VOTING POWER

NUMBER OF -0-

SHARES 8 SHARED VOTING POWER

BENEFICIALLY OWNED 12,063,892

BY EACH REPORTING 9 SOLE DISPOSITIVE POWER

PERSON -0-

WITH 10 SHARED DISPOSITIVE POWER

12,063,892

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,063,892

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

[\_]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

10.63%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 185896107

Page 11 of 17

SCHEDULE 13D

1 NAME OF REPORTING PERSONS

Michael D. Luce

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [\_]  
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e)

[\_]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

7 SOLE VOTING POWER

NUMBER OF -0-

SHARES 8 SHARED VOTING POWER

BENEFICIALLY OWNED 12,063,892

BY EACH REPORTING 9 SOLE DISPOSITIVE POWER

PERSON -0-

WITH 10 SHARED DISPOSITIVE POWER

12,063,892

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,063,892

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

[\_]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

10.63%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 185896107

Page 12 of 17

Item 1. SECURITY AND ISSUER.

This Amendment No. 3 to Schedule 13D ("Amendment No. 3") is being filed by the undersigned to amend the Schedule 13D filed by the Reporting Persons on July 17, 2008, as amended by Amendment No. 1 filed on August 14, 2008 and Amendment No. 2 filed on January 12, 2009 (as amended, the "Schedule 13D") with respect to the Common Shares, \$0.125 par value per share (the "Shares"), of Cliffs Natural Resources Inc., an Ohio corporation (the "Issuer"). The address of the Issuer is 1100 Superior Avenue, Cleveland, Ohio 44114-2544.

Item 2. IDENTITY AND BACKGROUND.

No material change.

Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

No material change.

Item 4. PURPOSE OF TRANSACTION.

No material change.

Item 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 of the Schedule 13D is hereby amended by deleting paragraphs (a) and (b) thereof and replacing such items with the following:

"References to percentage ownerships of Shares in this Schedule 13D are based upon the 113,502,463 Shares stated to be outstanding as of October 27, 2008 by the Issuer in the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2008.

(a, b) As of the date hereof, the Master Fund may be deemed to be the beneficial owner of 5,621,810 Shares, constituting 4.95% of the Shares outstanding of the Issuer.

The Master Fund has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 5,621,810 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 5,621,810 Shares.

The Master Fund specifically disclaims beneficial ownership in the Shares reported herein except to the extent it actually exercises voting or dispositive power with respect to such Shares.

(a, b) As of the date hereof, Harbinger Manager may be deemed to be the beneficial owner of 5,621,810 Shares, constituting 4.95% of the Shares outstanding of the Issuer.

Harbinger Manager has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 5,621,810 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 5,621,810 Shares.

Harbinger Manager specifically disclaims beneficial ownership in the Shares reported herein except to the extent it actually exercises voting or dispositive power with respect to such Shares.

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(a, b) As of the date hereof, Raymond J. Harbert may be deemed to be the beneficial owner of 12,063,892 Shares, constituting 10.63% of the Shares outstanding of the Issuer.

Mr. Harbert has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 12,063,892 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 12,063,892 Shares.

Mr. Harbert specifically disclaims beneficial ownership in the Shares reported herein except to the extent he actually exercises voting or dispositive power with respect to such Shares.

(a, b) As of the date hereof, Michael D. Luce may be deemed to be the beneficial owner of 12,063,892 Shares, constituting 10.63% of the Shares outstanding of the Issuer.

Mr. Luce has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 12,063,892 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 12,063,892 Shares.

Mr. Luce specifically disclaims beneficial ownership in the Shares reported herein except to the extent he actually exercises voting or dispositive power with respect to such Shares."

(c) The trading dates, number of Shares purchased and sold and price per share for all transactions in the Shares by the Reporting Persons since the filing of Amendment No. 2 are set forth in Exhibit I."

Item 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT

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No material change

Item 7. MATERIAL Ttent t

By: /s/ Jo

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Michael D. Luce

January 16, 2009

Attention: Intentional misstatements or omissions of fact constitute federal  
criminal violations (see 18 U.S.C. 1001)

JOINT FILING AGREEMENT

The undersigned agree that this Amendment No. 3 executed January 15, 2009 relating to the Common Shares (par value \$0.125 per share) of Cliffs Natural Resources Inc. shall be filed on behalf of the undersigned.

HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD.

By: Harbinger Capital Partners Offshore  
Manager, L.L.C.

By: HMC Investors, L.L.C.,  
Managing Member

By: /s/ Joel B. Piassick  
-----  
Name: Joel B. Piassick  
Title: Executive Vice President

HARBINGER CAPITAL PARTNERS OFFSHORE MANAGER,  
L.L.C.

By: HMC Investors, L.L.C.,  
Managing Member

By: /s/ Joel B. Piassick  
-----  
Name: Joel B. Piassick  
Title: Executive Vice President

HMC INVESTORS, L.L.C.

By: /s/ Joel B. Piassick  
-----  
Name: Joel B. Piassick  
Title: Executive Vice President

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HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS  
FUND, L.P.

By: Harbinger Capital Partners Special  
Situations GP, LLC

By: HMC - New York, Inc., Managing Member

By: /s/ Joel B. Piassick  
-----  
Name: Joel B. Piassick  
Title: Executive Vice President

HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS  
GP, LLC

By: HMC - New York, Inc., Managing Member

By: /s/ Joel B. Piassick  
-----  
Name: Joel B. Piassick  
Title: Executive Vice President

HMC - NEW YORK, INC.

By: /s/ Joel B. Piassick  
-----  
Name: Joel B. Piassick  
Title: Executive Vice President

HARBERT MANAGEMENT CORPORATION

By: /s/ Joel B. Piassick  
-----  
Name: Joel B. Piassick  
Title: Executive Vice President

H-2

/s/ Philip Falcone  
-----  
Philip Falcone

/s/ Raymond J. Harbert  
-----  
Raymond J. Harbert

/s/ Michael D. Luce  
-----  
Michael D. Luce

January 16, 2009

H-3

## EXHIBIT I

## TRANSACTIONS IN THE COMMON SHARES OF CLIFFS NATURAL RESOURCES INC.

## TRANSACTIONS BY HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD.

Date of Transaction	Number of Shares Purchased / (Sold)	Price per Share
1/14/2009	(284,563)	\$21.9276
1/14/2009	(78,472)	\$22.4643
1/15/2009	(667,909)	\$22.0113
1/16/2009	(20,833)	\$22.4655
1/16/2009	(1,229,167)	\$22.0205

## TRANSACTIONS BY HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS FUND, L.P.

Date of Transaction	Number of Shares Purchased / (Sold)	Price per Share
1/14/2009	(133,912)	\$21.9276
1/14/2009	(36,928)	\$22.4643
1/15/2009	(196,492)	\$22.0113
1/16/2009	(4,167)	\$22.4655
1/16/2009	(245,933)	\$22.0205