
UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549

SCHEDULE 13D (Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

(AMENDMENT NO. 5)*

CLIFFS NATURAL RESOURCES INC. (Name of Issuer)

COMMON SHARES (PAR VALUE \$0.125 PER SHARE) (Title of Class of Securities)

185896107 (CUSIP Number)

PHILIP FALCONE
555 MADISON AVENUE
16TH FLOOR
NEW YORK, NEW YORK 10022
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

MARCH 2, 2009
(Date of Event which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box $[\]$

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

IMPORTANT NOTE: THE SECURITIES SET FORTH IN THIS REPORT ARE DIRECTLY BENEFICIALLY OWNED BY HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD. AND/OR HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS FUND, L.P. (COLLECTIVELY, THE "FUNDS"). ALL OTHER ENTITIES AND PERSONS ARE INCLUDED WITHIN THIS REPORT DUE TO THEIR AFFILIATION WITH ONE OR BOTH OF THE FUNDS.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes)

| Notes) | • | | | |
|--------|--|------------|---------|-----------|
| CUSIP | NO. 185896107 | Page | 2 of 19 | = |
| | SCHEDULE 13D | | | |
| 1 | NAME OF REPORTING PERSONS | | | |
| | Harbinger Capital Partners Master Fund I, Ltd. | | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (a) (b) | [X] | |
| 3 | SEC USE ONLY | | | |
| 4 | SOURCE OF FUNDS | | | |
| | WC | | | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQU | IRED PURS | UANT TO | |

ITEMS 2(d) or 2(e)

| _ | |
|---|-----|
| | - 1 |
| L | - 1 |

| | | | | | | _ |
|--------|-------------------------|-----------|--------------------------|------------|----------|------|
| 6 | CITIZENSHIP OR PLAC | | | | | |
| | Cayman Islands | | | | | |
| | | | SOLE VOTING POWER | | | - |
| | NUMBER OF | | -0- | | | |
| | SHARES | 8 | SHARED VOTING POWER | | | |
| | BENEFICIALLY OWNED | | 4,345,310 | | | |
| | BY EACH REPORTING | 9 | SOLE DISPOSITIVE POWER | | | |
| | PERSON | | -0- | | | |
| | WITH | 10 | SHARED DISPOSITIVE POW | | | |
| | | | 4,345,310 | | | |
| | AGGREGATE AMOUNT BE | | LY OWNED BY EACH REPORTI | | | - |
| | 4,345,310 | | | | | |
| 12 | | | AMOUNT IN ROW (11) EXCLU | | | - |
| | | | | | [_] | |
| 13 | | | D BY AMOUNT IN ROW (11) | | | - |
| | 3.83% | | | | | |
| 14 | TYPE OF REPORTING F | ERSON | | | | - |
| | CO | | | | | |
| | | | | | | - |
| | NO. 185896107 | | | | 3 of 19 | - |
| | | - | | | | |
| | | SCH | EDULE 13D | | | _ |
| 1 | NAME OF REPORTING F | PERSONS | | | | |
| | Harbinger Capital H | artners | Offshore Manager, L.L.C. | | | |
| 2 | CHECK THE APPROPRIA | ATE BOX I | F A MEMBER OF A GROUP | (a) (b) | | |
| 3 | SEC USE ONLY | | | | | - |
| 4 | -SOURCE OF FUNDS | | | | | TEMS |
| | -+0-AFERROFRA GGGGGGGGG | | GG AF | | | - |
| 5 | CHECK BOX IF DISCLO | SURE OF | LEGAL PROCEEDINGS IS REQ | UIRED PURS | SUANT TO | |
| | | | | | [_] | _ |
| 6 | CITIZENSHIP OR PLAC | CE OF ORG | ANIZATION | | | |

| | | | -0- | | |
|--------|----------------------|---------|----------------------------|-------------------|----------|
| 11 | AGGREGATE AMOUNT BEN | EFICIAL | LY OWNED BY EACH REPOR | TING PERSON | |
| | -0- | | | | |
| 12 | CHECK BOX IF THE AGG | REGATE | AMOUNT IN ROW (11) EXC | LUDES CERTAIN | I SHARES |
| | | | | | [_] |
| 13 | PERCENT OF CLASS REP | RESENTE | D BY AMOUNT IN ROW (11 |) | |
| | 0% | | | | |
| 14 | TYPE OF REPORTING PE | RSON | | | |
| | CO | | | | |
| | | | | | |
| CUSIP | NO. 185896107 | | | Page 4 | of 19 |
| | | SCH | EDULE 13D | | |
| 1 | NAME OF REPORTING PE | | | | |
| _ | Harbinger Capital Pa | | I.I.C | | |
| 2 | | | F A MEMBER OF A GROUP | (a) | [_] |
| _ | CHECK THE MITHORNIA | L DON I | I A PEMBER OF A GROOT | (b) | [X] |
| 3 | SEC USE ONLY | | | | |
| 5 | one one | | | | |
| 4 | SOURCE OF FUNDS | | | | |
| - | AF | | | | |
| 5 | CHECK BOX IF DISCLOS | URE OF | LEGAL PROCEEDINGS IS R | EOUIRED PURSU | JANT TO |
| | ITEMS 2(d) or 2(e) | | | ~ | |
| | | | | | [_] |
| 6 | CITIZENSHIP OR PLACE | OF ORG | ANIZATION | | |
| | Delaware | | | | |
| | | 7 | SOLE VOTING POWER | | |
| | NUMBER OF | | -0- | | |
| | SHARES | 8 | SHARED VOTING POWER | | |
| | BENEFICIALLY OWNED | | 4,345,310 | | |
| | BY EACH REPORTING | 9 | SOLE DISPOSITIVE POW | ER | |
| | PERSON | | -0- | | |
| | WITH | 10 | SHARED DISPOSITIVE P | OWER | |
| | | | 4,345,310 | | |
| 11 | AGGREGATE AMOUNT BEN | EFICIAL | LY OWNED BY EACH REPOR | TING PERSON | |
| | 4,345,310 | | | | |
| 12 | | | | | |
| | | | | | [_] |
| | PERCENT OF CLASS REP | | | | |
| | | | | | |
| | 3.83% | | | | |
| 14 | | | | | |

CUSIP NO. 185896107

WE-SE

[_] _____ 6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware _ ------7 SOLE VOTING POWER NUMBER OF -0-_____ SHARES SHARED VOTING POWER BENEFICIALLY OWNED 2,698,276 9 SOLE DISPOSITIVE POWER BY EACH REPORTING PERSON -0-

| - | | |
|---|--|--------------------|
| | 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 RE | |

Page 9 of 19

CUSIP NO. 185896107

| | PERSON | | -0- | | |
|-------|--|--------|----------------------------|------------|---------|
| | WITH | 10 | SHARED DISPOSITIVE POWER | | |
| | | | 7,043,586 | | |
| 11 | AGGREGATE AMOUNT BENEF | ICIALL | Y OWNED BY EACH REPORTING | PERSON | |
| | 7,043,586 | | | | |
| 12 | CHECK BOX IF THE AGGRE | GATE A | MOUNT IN ROW (11) EXCLUDES | CERTAIN | SHARES |
| | | | | | [_] |
| 13 | PERCENT OF CLASS REPRE | SENTED | BY AMOUNT IN ROW (11) | | |
| | 6.20% | | | | |
| 14 | TYPE OF REPORTING PERSO | ON | | | |
| | IN | | | | |
| | | | | | |
| | NO. 185896107 | | | | 2 of 19 |
| | | SCHE | DULE 13D | | |
| 1 | NAME OF REPORTING PERS | | | | |
| - | Raymond J. Harbert | 0110 | | | |
| | | | A MEMBER OF A CROUP | | |
| 2 | CHECK THE APPROPRIATE | | A MEMBER OF A GROUP | (a) (b) | [X] |
| 3 | SEC USE ONLY | | | | |
| | | | | | |
| 4 | SOURCE OF FUNDS | | | | |
| | AF | | | | |
| 5 | CHECK BOX IF DISCLOSURED CHECK BOX IF DISCLOSURED CHECK BOX IF DISCLOSURED CHECK BOX III DISCLOSURED CHECK BOX IF DISCLOSURED CHECK BOX IF DISCLOSURED CHECK BOX III DISCLOSURED CHECK BOX IF DISCLOSURED CHECK BOX IF DISCLOSURED CHECK BOX III DISCLOSURED | E OF L | EGAL PROCEEDINGS IS REQUIR | ED PURSUA | ANT TO |
| | | | | | [_] |
| 6 | CITIZENSHIP OR PLACE O | | | | |
| | U.S.A. | | | | |
| | | 7 | SOLE VOTING POWER | | |
| | NUMBER OF | | -0- | | |
| | SHARES | 8 | SHARED VOTING POWER | | |
| В | ENEFICIALLY OWNED | | -0- | | |
| В | Y EACH REPORTING | 9 | SOLE DISPOSITIVE POWER | | |
| | PERSON | | -0- | | |
| | WITH | 10 | SHARED DISPOSITIVE POWER | | |
| | | | -0- | | |
| 11 | AGGREGATE AMOUNT BENEF | ICIALL | Y OWNED BY EACH REPORTING | | |
| | -0- | | | | |
| 12 | CHECK BOX IF THE AGGRE | GATE A | MOUNT IN ROW (11) EXCLUDES | CERTAIN | SHARES |
| | | | | | [_] |
| 13 | PERCENT OF CLASS REPRE | SENTED | BY AMOUNT IN ROW (11) | | |

14

0%

TYPE OF REPORTING PERSON

| CUSI | P NO. 185896107 | _ | | Page 1 | .3 of 19 |
|----------|----------------------|-----------|---------------------------|-------------|----------|
| | | SCH: | EDULE 13D | | |
| 1 | NAME OF REPORTING P | ERSONS | | | |
| | Michael D. Luce | | | | |
| 2 | CHECK THE APPROPRIA | TE BOX I | F A MEMBER OF A GROUP | (a) (b) | [X] |
| 3 | SEC USE ONLY | | | | |
| 4 | SOURCE OF FUNDS | | | | |
| 5 | CHECK BOX IF DISCLOS | SURE OF | LEGAL PROCEEDINGS IS REQU | JIRED PURSU | JANT TO |
| | | | | | [_] |
| 6 | CITIZENSHIP OR PLACE | E OF ORG | ANIZATION | | |
| | U.S.A. | | | | |
| | | 7 | SOLE VOTING POWER | | |
| | NUMBER OF | | -0- | | |
| | SHARES | 8 | SHARED VOTING POWER | | |
| | BENEFICIALLY OWNED | | -0- | | |
| | BY EACH REPORTING | 9 | SOLE DISPOSITIVE POWER | | |
| | PERSON | | -0- | | |
| | WITH | 10 | SHARED DISPOSITIVE POWE |]R | |
| | | | -0- | | |
| 11 | AGGREGATE AMOUNT BEI | NEFICIAL: | LY OWNED BY EACH REPORTIN | IG PERSON | |
| | CHECK BOX IF THE AG | | AMOUNT IN ROW (11) EXCLUE | DES CERTAIN | |
| 13 | PERCENT OF CLASS RE | | D BY AMOUNT IN ROW (11) | | |
| s- | ê% h | | | | |
| 14 | | | | | |
| | IN | | | | |
| | | | | | |
| CUSI | IP NO. 185896107 | | | | .4 of 19 |

Item 1. SECURITY AND ISSUER.

ThisTh**h**£endmen□ I**6**S

Item 2 of the Schedule 13D is hereby amended and restated in its entirety as follows:

"As a result of the transfer of certain management agreements and related transactions among Reporting Persons, certain of the Reporting Persons no longer have beneficial ownership of the Shares, and two new Reporting Persons have been added, as follows:

(a-c, f) This Schedule 13D is being filed by Harbinger Capital Partners Master Fund I, Ltd. (the "Master Fund"); Harbinger Capital Partners Offshore Manager, L.L.C. ("Harbinger Manager"), the former investment manager of the Master Fund; Harbinger Capital Partners, LLC ("Harbinger LLC"), the investment manager of the Master Fund; HMC Investors, L.L.C. ("HMC Investors"), the former managing member of Harbinger Manager; Harbinger Capital Partners Special Situations Fund, L.P. (the "Special Fund"); Harbinger Capital Partners Special Situations GP, LLC ("HCPSS"), the general partner of the Special Fund; $\mbox{{\tt HMC}}$ - $\mbox{{\tt New York, Inc.}}$ ("HMCNY"), the former managing member of $\mbox{{\tt HCPSS}};$ $\mbox{{\tt Harbert}}$ ${\tt Management Corporation ("HMC"), the parent of {\tt HMCNY; Harbinger Holdings, LLC}}$ ("Harbinger Holdings"), the managing member of Harbinger Manager, Harbinger LLC and HCPSS, Philip Falcone, the managing member of Harbinger Holdings and the portfolio manager of the Master Fund and the Special Fund, Raymond J. Harbert, a member of HMC Investors and a shareholder of HMC, and Michael D. Luce, a member of HMC Investors and a shareholder of HMC (each of the Master Fund, Harbinger Manager, Harbinger LLC, HMC Investors, HMC, Special Fund, HCPSS, HMCNY, Harbinger Holdings, Philip Falcone, Raymond J. Harbert and Michael D. Luce may be referred to herein as a "Reporting Person" and collectively may be referred to as "Reporting Persons").

The Master Fund is a Cayman Islands corporation with its principal business address at c/o International Fund Services (Ireland) Limited, Third Floor, Bishop's Square, Redmond's Hill, Dublin 2, Ireland. Each of Harbinger Manager, Harbinger LLC, HMC Investors, HCPSS and Harbinger Holdings is a Delaware limited liability company. The Special Fund is a Delaware limited partnership. HMC is an Alabama corporation. HMCNY is a New York corporation. Each of Philip Falcone, Raymond J. Harbert and Michael D. Luce is a United States citizen. The principal business address for each of Harbinger Manager, Harbinger LLC, the Special Fund, HCPSS, HMCNY, Harbinger Holdings and Philip Falcone is 555 Madison Avenue, 16th Floor, New York, New York 10022. The principal business address for each of HMC Investors, HMC, Raymond J. Harbert and Michael D. Luce is 2100 Third Avenue North, Suite 600, Birmingham, Alabama 35203.

- (d) None of Philip Falcone, Raymond J. Harbert or Michael D. Luce has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) None of the Reporting Persons have, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding were or are subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or state securities laws or finding any violation with respect to such laws."

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

Item 3 of the Schedule 13D is hereby amended and restated in its entirety as follows:

"As of the date hereof the Master $\,$ Fund may be deemed to $\,$ beneficially own 4.345.310 Shares.

As of the date hereof Harbinger $\,$ Manager may be deemed to beneficially own 0 Shares.

As of the date hereof $\,$ Harbinger LLC may be deemed to beneficially own 4.345.310 Shares.

As of the date hereof HMC Investors may be deemed to beneficially $% \left(1\right) =\left(1\right) +\left(1\right) +$

As of the date hereof the Special $\,$ Fund may be deemed to $\,$ beneficially own 2,698,276 Shares.

As of the date hereof HCPSS may be deemed to beneficially own 2,698,276 Shares.

As of the date hereof ${\tt HMCNY}$ may be deemed to beneficially own 0 Shares.

As of the date hereof HMC may be deemed to beneficially own 0 Shares.

As of the date hereof Harbinger Holdings may be deemed to beneficially own 7,043,586 Shares.

JGQ fOO As Let I the I date I hereof Philip Falcone may be deemed to beneficially own 7,043,586 Shares.

As of the date hereof Raymond J. Harbert may be deemed to beneficially own 0 Shares.

As of the date $% \left(1\right) =\left(1\right) =\left(1\right)$ hereof $% \left(1\right) =\left(1\right) =\left(1\right)$. Luce may be deemed to $% \left(1\right) =\left(1\right) =\left(1\right)$ beneficially own 0 Shares.

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), (b), (c) and (e) thereof and replacing such items with the following:

"References to percentage ownerships of Shares in this Schedule 13D are based upon the 113,527,411 Shares stated to be outdatUded by d

the beneficial owner of 0 Shares, constituting 0% 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 0 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 0 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 0 Shares, constituting 0% 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 0 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 0 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. 4 are set forth in Exhibit M.
- (e) As described in Item 2 herein, as of March 4, 2009 each of Harbinger Manager, HMC Investors, HMCNY, HMC, Raymond J. Harbert and Michael D. Luce have ceased to be the beneficial owner of more than five percent of the class of securities."
- Item 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Item 6 of the Schedule 13D is hereby $% \left(13\right) =100$ amended by adding the $% \left(13\right) =100$ following after the last paragraph thereof:

"The Master Fund closed out of certain equity swap transactions with

Treddindex Torus Treddindex Torus Treddindex Torus Treddindex Torus Treddindex Torus Treddindex Treddindex

_____ Name: Joel B. Piassick Title: Executive Vice President HARBINGER HOLDINGS, LLC By: /s/ Philip Falcone Name: Philip Falcone Title: Managing Member -----CUSIP NO. 185896107 Page 19 of 19 -----/s/ Philip Falcone -----Philip Falcone /s/ Raymond J. Harbert ._____ Raymond J. Harbert /s/ Michael D. Luce Michael D. Luce

By: /s/ Joel B. Piassick

March 5, 2009

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

EXHIBIT L

JOINT FILING AGREEMENT

The undersigned agree that this Amendment No. 5 executed March 5, 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 LLC

By: Harbinger Holdings, LLC, Managing Member

By: /s/ Philip Falcone

Name: Philip Falcone Title: Managing Member

HARBINGER CAPITAL PARTNERS OFFSHORE MANAGER, $\ensuremath{\text{L.L.C.}}$

By: Harbinger Holdings, LLC, Managing Member

By: /s/ Philip Falcone

.....

Name: Philip Falcone Title: Managing Member

HMC INVESTORS, L.L.C.

By: /s/ Joel B. Piassick

Name: Joel B. Piassick

Title: Executive Vice President

HARBINGER CAPITAL PARTNERS LLC

By: Harbinger Holdings, LLC, Managing Member

By: /s/ Philip Falcone

Name: Philip Falcone Title: Managing Member

L-1

HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS FUND, L.P.

By: Harbinger Capital Partners Special Situations GP, LLC

By: Harbinger Holdings, LLC, Managing Member

By: /s/ Philip Falcone

Name: Philip Falcone Title: Managing Member

HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS GP, LLC

By: Harbinger Holdings, LLC, Managing Member

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 |
|------------------------|--|-----------------|
| 2/17/2009 | (267,710) | \$23.9801 |
| 2/17/2009 | (154,690) | \$23.9801 |

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

| Date of | Number of Shares | |
|-------------|--------------------|-----------------|
| Transaction | Purchased / (Sold) | Price per Share |
| 2/17/2009 | (217,600) | \$23.9801 |
| 3/2/2009 | (1,642,496) | \$12.5607 |
| 3/2/2009 | (257,504) | \$12.5607 |
| 3/3/2009 | (912,663) | \$12.4773 |
| 3/3/2009 | (100) | \$12.4773 |
| | | |

M-1