

SCHEDULE 13D

1 NAME OF REPORTING PERSONS

Harbinger Capital Partners Special Situations GP, LLC

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

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

Delaware

7 SOLE VOTING POWER

NUMBER OF

-0-

SHARES

8 SHARED VOTING POWER

BENEFICIALLY OWNED

2,698,276

BY EACH REPORTING

9 SOLE DISPOSITIVE POWER

PERSON

-0-

WITH

10 SHARED DISPOSITIVE POWER

2,698,276

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,698,276

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

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

2.38%

14 TYPE OF REPORTING PERSON

CO

CUSIP NO. 185896107

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SCHEDULE 13D

1 NAME OF REPORTING PERSONS

Harbinger Holdings, LLC

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

WITH 10 SHARED DISPOSITIVE POWER

5,242,756

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,242,756

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

[]

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

4.62%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 185896107

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Item 1. SECURITY AND ISSUER.

This Amendment No. 9 to Schedule 13D ("Amendment No. 9") 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, Amendment No. 2 filed on January 12, 2009, Amendment No. 3 filed on January 16, 2009, Amendment No. 4 filed on February 5, 2009, Amendment No. 5 filed on March 6, 2009, Amendment No. 6 filed on March 27, 2009, Amendment No. 7 filed on April 6, 2009 and Amendment No. 8 filed on April 13, 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.

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 2,544,480 Shares.

As of the date hereof Harbinger LLC may be deemed to beneficially own 2,544,480 Shares.

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 Harbinger Holdings may be deemed to beneficially own 5,242,756 Shares.

As of the date hereof Philip Falcone may be deemed to beneficially own 5,242,756 Shares.

No borrowed funds were used to purchase the Shares, other than any borrowed funds used for working capital purposes in the ordinary course of business."

Item 4. PURPOSE OF TRANSACTION.

Item 4 of the Schedule 13D is hereby amended and restated in its entirety as follows:

"As of April 15, 2009, the Reporting Persons ceased to be beneficial owners of more than 5% of the Shares."

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 outstanding as of February 23, 2009 by the Issuer in the Issuer's Annual Report on Form 10-K for the fiscal year ended December 31, 2008.

(a, b) As of the date hereof, the Master Fund may be deemed to be the beneficial owner of 2,544,480 Shares, constituting 2.24% 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 2,544,480 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 2,544,480 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.

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(a, b) As of the date hereof, Harbinger LLC may be deemed to be the beneficial owner of 2,544,480 Shares, constituting 2.24% of the Shares outstanding of the Issuer.

Harbinger LLC has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 2,544,480 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 2,544,480 Shares.

Harbinger LLC 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, the Special Fund may be deemed to be the beneficial owner of 2,698,276 Shares, constituting 2.38% of the Shares outstanding of the Issuer.

The Special 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 2,698,276 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 2,698,276 Shares.

The Special 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, HCPSS may be deemed to be the beneficial owner of 2,698,276 Shares, constituting 2.38% of the Shares outstanding of the Issuer.

HCPSS has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 2,698,276 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 2,698,276 Shares.

HCPSS 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 Holdings may be deemed to be the beneficial owner of 5,242,756 Shares, constituting 4.62% of the Shares outstanding of the Issuer.

Harbinger Holdings has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 5,242,756 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 5,242,756 Shares.

Harbinger Holdings 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, Philip Falcone may be deemed to be the beneficial owner of 5,242,756 Shares, constituting 4.62% of the Shares outstanding of the Issuer.

Mr. Falcone has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 5,242,756 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to

dispose or direct the disposition of 5,242,756 Shares.

Mr. Falcone 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.

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(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. 8 are set forth in Exhibit U.

(e) As of April 15, 2009, the Reporting Persons ceased to be beneficial owners of more than 5% of the Shares."

Item 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

No material change.

Item 7. MATERIAL TO BE FILED AS EXHIBITS.

Exhibit T: Joint Filing Agreement

Exhibit U: Transactions in the Common Shares of Cliffs Natural Resources Inc.

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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.

HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD.

Ⓢ By: Harbinger Capital Partners LLC

b d By: Harbinger Holdings, LLC,
Managing 0 LC LC L

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

By: /s/ Philip Falcone

Name: Philip Falcone
Title: Managing Member

HARBINGER HOLDINGS, LLC

By: /s/ Philip Falcone

Name: Philip Falcone
Title: Managing Member

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/s/ Philip Falcone

Philip Falcone

April 16, 2009

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

