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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**Post-Effective Amendment No. 1  
on  
FORM S-1  
to  
FORM S-3**

**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**Cleveland-Cliffs Inc**

Ohio

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34-1464672

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1100 Superior Avenue  
Cleveland, Ohio 44114  
(216) 694-5700

George W. Hawk, Esq.  
General Counsel and Secretary  
Cleveland-Cliffs Inc  
1100 Superior Avenue  
Cleveland, Ohio 44114  
(216) 694-5700

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*Copies to:*  
David P. Porter, Esq.  
Jones Day  
901 Lakeside Avenue  
Cleveland, Ohio 44114  
(216) 586-3939

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**Approximate date of commencement of proposed sale to the public:** From time to time after the effective date of this registration statement, as the selling securityholders determine.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or reinvestment plans, please check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering.  \_\_\_\_\_

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement of the same offering.  \_\_\_\_\_

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  \_\_\_\_\_

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The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

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**INTRODUCTORY NOTE**

This Registration Statement registered resales of 172,500 shares of 3.25% redeemable cumulative convertible perpetual preferred stock (the "Preferred Stock") of Cleveland Cliffs Inc (the "Company"), \$172,500,000 principal aggregate amount of 3.25% convertible subordinated debentures issuable upon exchange for the Preferred Stock (the "Debentures") and 5,564,506 common shares (taking into account the Company's two-for-one stock split effective as of December 31, 2004) issuable upon conversion of the Preferred Stock and the Debentures (the "Common Shares"). The Company was contractually obligated to register resales of the Preferred Stock, Debentures and Common Shares and to maintain this Registration Statement's effectiveness for a period of two years from the original issuance of the Preferred Stock, Debentures and Common Shares.

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**Item 16. Exhibits and Financial Statement Schedules.**

<u>Exhibit Number</u>	<u>Description of Exhibits</u>
24*	Power of Attorney

\* Previously filed

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Cleveland, State of (m emcĭty

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**EXHIBIT INDEX**

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