

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): October 16, 2012

Cliffs Natural Resources Inc.

(Exact Name of Registrant as Specified in Charter)

Ohio

Item 1.01 Entry into a Material Definitive Agreement.

On October 16, 2012, Cliffs Natural Resources Inc. (the "**Company**") amended and extended its existing credit facility by entering into an Amendment No. 1 dated October 16, 2012 ("**Amendment No. 1**") to the Amended and Restated Multicurrency Credit Agreement dated August 11, 2011 ("**Credit Agreement**") among the Company, certain of its foreign subsidiaries of the Company, various Lenders from time to time party thereto ("**Lenders**") and Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, JPMorgan Chase Bank, N.A., as Syndication Agent and L/C Issuer, Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities LLC, Citigroup Global Markets Inc., PNC Capital Markets Inc. and U.S. Bank National Association, as Joint Lead Arrangers and Joint Book Managers, and Fifth Third Bank and RBS Citizens, N.A., as Co-Documentation Agents.

Amendment No. 1 extends the term of the prior credit facility by approximately one year to October 16, 2017. All other terms and conditions of the Credit Agreement remain in full force and effect.

Item 2.03 Creation of a Direct Financial Obligation or an Obligational Relationship **CRITICAL TO FINANCIAL STATEMENTS**

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CLIFFS NATURAL RESOURCES INC.

By: /s/ Carolyn E. Cheverine
Name: Carolyn E. Cheverine
Title: General Counsel, Corporate Affairs & Secretary

Date: October 19, 2012

**AMENDMENT NO. 1 TO AMENDED AND RESTATED MULTICURRENCY
CREDIT AGREEMENT**

AMENDMENT dated as of October 16, 2012 to the Amended and Restated Multicurrency Credit Agreement dated as of August 11, 2011 (the "**Credit Agreement**") among CLIFFS NATURAL RESOURCES INC. (the "**Company**"), certain Foreign Subsidiaries of the Company from time to time party thereto, various Lenders from time to time party thereto and BANK OF AMERICA, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer (the "**Administrative Agd**

SECTION 5 . *Counterparts*. This Amendment may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument. Delivery of an executed signature page of this Amendment by facsimile or other electronic transmission shall be effective as delivery of a manually executed counterpart hereof.

SECTION 6 . *Effectiveness*. This Amendment shall become effective on the date (“**Amendment Effective Date**”) when the Administrative Agent shall have received:

- (a) from each of the Company and the Lenders a counterpart hereof signed by such party; and
- (b) an amendment fee for the account of each Lender in the amount heretofore mutually agreed.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed as of the date first above written.

CLIFFS NATURAL RESOURCES INC.

By: /s/ Terrance Paradie
Name: Terrance Paradie
Title: SVP & Chief Financial Officer

By: /s/ Matthew C. Bittner
Name: Matthew C. Bittner
Title: Vice President & Treasurer

BANK OF AMERICA, N.A.,
as a Lender, as L/C Issuer, as Swing
Line Lender and as Administrative
Agent

By: /s/ Marc Ahlers
Name: Marc Ahlers
Title: Assistant Vice President

JPMORGAN CHASE BANK, N.A.,
as a Lender and as L/C Issuer

By: /s/ Peter S. Predun
Name: Peter S. Predun
Title: Executive Director

AUSTRALIA AND NEW ZEALAND
BANKING GROUP LIMITED

By: /s/ Robert Grillo
Name: Robert Grillo
Title: Director

Bank of Montreal, Chicago Branch

By: /s/ Yacouba Kane

Name: Yacouba Kane
Title: Vice President

Canadian Imperial Bank of Commerce

By: /s/ Peter Rawlins

Name: Peter Rawlins
Title: Executive Director

By: /s/ Scott Curtis

Name: Scott Curtis
Title: Managing Director

CIBC Inc.

By: /s/ Darrell Ho

Name: Darrell Ho
Title: Authorized Signatory

By: /s/ Eoin Roche

Name: Eoin Roche
Title: Authorized Signatory

CITIBANK, N.A.

By: /s/ Raymond G. Dunning

Name: Raymond G. Dunning
Title: Vice President

COMMONWEALTH BANK OF
AUSTRALIA

By: /s/ Nick Rees

Name: Nick Rees

Title: Vice President, Natural Resources

CREDIT AGRICOLE, NEW YORK
BRANCH

By: /s/ Blake Wright

Name: Blake Wright

Title: Managing Director

HUNTINGTON NATIONAL BANK

By: /s/ Brian H. Gallagher
Name: Brian H. Gallagher
Title: Senior Vice President

KEYBANK NATIONAL ASSOCIATION

By: /s/ Suzannah Valdivia
Name: Suzannah Valdivia
Title: Vice President

MIZUHO CORPORATE BANK, LTD.

By: /s/ Leon Mo

SUMITOMO MITSUI BANKING
CORPORATION

By: /s/ Shuji Yabe
Name: Shuji Yabe
Title: Managing Director

THE BANK OF NOVA SCOTIA

By: /s/ Rafael Tobon
Name: Rafael Tobon
Title: Director

THE BANK OF TOKYO-MITSUBISHI
UFJ, LTD.

By: /s/ Christine Howatt
Name: Christine Howatt
Title: Authorized Signatory

TORONTO DOMINION (NEW YORK) LLC

By: /s/ Debbi L. Brito
Name: Debbi L. Brito
Title: Authorized Signatory

U.S. BANK, NATIONAL ASSOCIATION

By: /s/ Patrick McGraw
Name: Patrick McGraw
Title: Vice President
