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SECUR UNITED STATES

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b) In connection with the announced retirement of Donald J. Gallagher from his position as executive vice president & president, global commercial of Cliffs Natural Resources Inc. (the "Company") effective December 31, 2013, as previously reported on Form 8-K filed on October 29, 2013, the Company and Mr. Gallagher entered into a separation agreement on December 30, 2013 (the "Agreement"). Under the Agreement, in exchange for Mr. Gallagher's execution of a general release of claims, Mr. Gallagher is entitled to receive certain benefits, including a cash payment equal to the sum of two years of base salary and incentive bonus at target, an additional cash payment related to the bonus for which he is eligible under our Executive Management Performance Incentive Plan for 2013, credit of five years for purposes of determining retiree contributions for coverage under the insurance benefits program for retirees, continued coverage and payment of premiums for medical benefits for Mr. Gallagher and his family under the Company's Health Care plan for active employees up to the earlier of 24 months or Mr. Gallagher becomes reemployed and eligible for alternative health insurance, and coverage and payment of premiums for dental and vision benefits through COBRA for Mr. Gallagher and family members for up to 24 months unless he or his family members become ineligible so he will remain in his Performance Incentive Plan through the end of the performance period.

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**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.

*January 3, 2014*

Cliffs Natural Resources Inc.

By: */s/ Carolyn E. Cheverine*

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*Name: Carolyn E. Cheverine*

*Title: Vice President, General Counsel & Secretary*