

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 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): August 15, 2017

**Cleveland-Cliffs Inc.**

(Exact name of registrant as specified in its charter)

Ohio  
(State or Other Jurisdiction  
of Incorporation)

1-8944  
(Commission File Number)

34-1464672  
(IRS Employer  
Identification Number)

200 Public Square, Suite 3300  
Cleveland, Ohio  
(Address of Principal Executive  
Offices)

44114-2315  
(Zip Code)

Registrant's telephone number, including area code: (216) 694-5700

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**Cliffs Natural Resources Inc.**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (Section 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (Section 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On August 15, 2017, Cliffs Natural Resources Inc., filed an amendment (the "Amendment") to its Third Amended Articles of Incorporation, as amended, with the Secretary of State of the State of Ohio. The Amendment changed the its name from Cliffs Natural Resources Inc. to Cleveland-Cliffs Inc. The Board of Directors approved the Amendment on July 24, 2017. The Amendment, which was effective upon filing, is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

**Item 8.01. Other Events.**

**(d) Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
3.1	Amendment to Third Amended Articles of Incorporation of Cliffs Natural Resources Inc., as amended
99.1	Cliffs Natural Resources Inc. published a news release on August 15, 2017 captioned, "Cliffs Natural Resources Inc. Renames Itself Cleveland-Cliffs Inc."

**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.

CLEVELAND-CLIFFS INC.

Date: August 17, 2017

By: /s/ James D. Graham

Name: James D. Graham

Title: Executive Vice President, Chief Legal Officer & Secretary

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## EXHIBIT INDEX

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Form 540 Prescribed by:  
**JON HUSTED**  
 OHIO SECRETARY OF STATE  
 Toll Free: (877) SOS-FILE (877-767-3453)  
 Central Ohio: (614) 466-3910  
 www.OhioSecretaryofState.gov  
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 File online or for more information: www.OHBusinessCentral.com

Mail this form to one of the following:  
 Regular Filing (non expedite)  
 P.O. Box 1129  
 Columbus, OH 43216  
 Expedite Filing (Two business day processing time.  
 Requires an additional \$100.00)  
 P.O. Box 1300  
 Columbus, OH 43216

**Certificate of Amendment  
 (For-Profit, Domestic Corporation)  
 Filing Fee: \$50  
 Form Must Be Typed**

**Check appropriate box:**

Amendment to existing Articles of Incorporation (125-AMDS)  
 Amended and Restated Articles (122-AMAP) - The following articles supersede the existing articles and all amendments thereto.

**Complete the following information:**

Name of Corporation

Charter Number

**Check one box below and provide information as required:**

The articles are hereby amended by the **Incorporators**. Pursuant to Ohio Revised Code section 1701.70(A), incorporators may adopt an amendment to the articles by a writing signed by them if initial directors are not named in the articles or elected and before subscriptions to shares have been received.

The articles are hereby amended by the **Directors**. Pursuant to Ohio Revised Code section 1701.70 (A), directors may adopt amendments if initial directors were named in articles or elected, but subscriptions to shares have not been received. Also, Ohio Revised Code section 1701.70(B) sets forth additional cases in which directors may adopt an amendment to the articles.

The resolution was adopted pursuant to Ohio Revised Code section 1701.70(B)    
 (In this space insert the number 1 through 10 to provide basis for adoption.)

The articles are hereby amended by the **Shareholders** pursuant to Ohio Revised Code section 1701.71.

The articles are hereby amended and restated pursuant to Ohio Revised Code section 1701.72.


**A copy of the resolution of amendment is attached to this document.**

Note: If amended articles were adopted, they must set forth all provisions required in original articles except that articles amended by directors or shareholders need not contain any statement with respect to initial stated capital. See Ohio Revised Code section 1701.04 for required provisions.

**Required**

Must be signed by all incorporators, if amended by incorporators, or an authorized officer if amended by directors or shareholders, pursuant to Ohio Revised Code section 1701.73(B) and (C).

If authorized representative is an individual, then they must sign in the "signature" box and print their name in the "Print Name" box.



Signature

James D. Graham, EVP, Chief Legal Officer and Secretary

By (if applicable)

If authorized representative is a business entity, not an individual, then please print the business name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print their name in the "Print Name" box.

Print Name

Signature

By (if applicable)

Print Name

**CLIFFS NATURAL RESOURCES INC.**  
**BOARD OF DIRECTORS MEETING**  
**JULY 24, 2017**  
**RESOLUTION COVERING CHANGE IN CORPORATE NAME**

WHEREAS, the Directors of Cliffs Natural Resources Inc. (the "Company") have determined that it is in the best interests of the Company and its shareholders to change the name of the Company to reflect the re-focused business of the Company as currently conducted by adopting an amendment to the Company's Amended Articles of Incorporation (as amended, the "Articles") pursuant to Ohio Revised Code Section 1701.70(B)(6).

NOW, THEREFORE, BE IT

RESOLVED: That pursuant to Section 1701.70(B)(6) of the Ohio Revised Code, the Directors hereby adopt an amendment (the "Amendment") to Article FIRST of the Articles to change the name of the Company to be Cleveland-Cliffs Inc. effective as of August 15, 2017; and further

RESOLVED: That the officers of the Company are, and each of them hereby is, authorized to prepare, execute and file (i) a Current Report on Form 8-K or any amendment thereto, including all such exhibits and other documents as may be necessary, advisable or appropriate to disclose the Amendment, (ii) any documents or applications required to be made with the New York Stock Exchange ("NYSE") regarding the Amendment, (iii) one or more certificates of amendment to the Articles with the Secretary of State for the State of Ohio regarding the Amendment, and (iv) any applications, reports, schedules, statements, petitions, consents, information and other instruments or documents as may be necessary, advisable or appropriate to comply with any applicable legal requirements of the United States or any state or local subdivision thereof; and that the officers of the Company be, and each of them hereby is, authorized to appear before the Securities and Exchange Commission (the "SEC"), the NYSE or any federal, state or local governmental authority as representatives of the Company with full authority to make such changes in such applications, forms, filings, instruments, documents or any amendments thereto, or in any instruments, documents or agreements relating to such filings, and to take such other steps as may be necessary, desirable or appropriate to accomplish the Amendment.

Adopted by the Board of Directors  
of Cliffs Natural Resources Inc.  
on the date shown:

  
James D. Graham, Secretary



## NEWS RELEASE

### Cliffs Natural Resources Renames Itself Cleveland-Cliffs Inc.

**CLEVELAND - Aug. 15, 2017** - Cliffs Natural Resources Inc. (NYSE: CLF) announces today that it has re-named the Company to its historical name Cleveland-Cliffs Inc. Under the name Cleveland-Cliffs, the Company has been for many decades an important part of the North American iron and steel industry. The name change is part of the celebration of the 170<sup>th</sup> anniversary of the Company, and is effective immediately. The Company's NYSE stock ticker symbol "CLF" will remain the same.

Lourenco Goncalves, Chairman, President and Chief Executive Officer, said, "The historical name Cleveland-Cliffs is synonymous with our strong heritage, and is the perfect one for our next era of growth. As we did more than 60 years ago, when we adopted pelletizing as a smart business opportunity to utilize American iron ore and provide the domestic blast furnaces with customized pellets, Cleveland-Cliffs is once again reinventing itself as the supplier of high-quality iron units to the Great Lakes region. With our expansion into the production of Hot-Briquetted Iron (HBI) to supply the growing electric arc furnace steel industry, Cleveland-Cliffs is the best name to represent our strong present and our bright future."

#### About Cleveland-Cliffs Inc.

Founded in 1847, Cleveland-Cliffs Inc. is the largest and oldest mining company in the United States. We are a major supplier of iron ore pellets to the North American steel industry from our mines and pellet plants located in Michigan and Minnesota. Additionally, we operate an iron ore mining complex in Western Australia. By 2020, Cliffs expects to be the sole producer of hot briquetted iron (HBI) in the Great Lakes region with the development of its first production plant in Toledo, OH. Driven by the core values of safety, social, environmental and capital stewardship, our employees endeavor to provide all stakeholders with operating and financial transparency. For more information, visit <http://www.clevelandcliffs.com>

#### **MEDIA CONTACT:**

Patricia Persico  
Director, Corporate Communications  
(216) 694-5316

#### **INVESTOR CONTACT:**

Paul Finan  
Director, Investor Relations  
(216) 694-6544

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