

CLEVELAND-CLIFFS INC.
Form DEF 14A
March 12, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 14A
(RULE 14a-101)

INFORMATION REQUIRED IN
PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934
(Amendment No. ____)

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

CLEVELAND-CLIFFS INC.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies: _____

(2) Aggregate number of securities to which transaction applies: _____

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11

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(4) Proposed maximum aggregate value of transaction: _____

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(1) Amount Previously Paid: _____

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(3) Filing Party: _____

(4) Date Filed: _____

LETTER TO OUR SHAREHOLDERS

March 12, 2019

Dear Fellow Shareholder,

Our performance in 2018 clearly demonstrates what Cleveland-Cliffs has become. By thoroughly executing a multi-year strategy, initially implemented in August 2014 when I joined this great company, Cleveland-Cliffs has transformed itself into a well-protected, cash flow generating enterprise with a strong balance sheet. Through the buy-in and commitment from all our employees, managers, executives and directors, we generated over \$1.1 billion dollars in net income in 2018, which was our highest since 2011.

We generated Adjusted EBITDA of \$766 million in 2018, marking the third straight year of accelerating Adjusted EBITDA growth. Our 35% Adjusted EBITDA margin was the result of a series of actions implemented to maximize our profitability, including more advantageous sales contract structures and cost optimization initiatives at the operating and corporate levels. Highlighting the comfort level that we have reached with our financial position, in 2018 we retired all tranches of our debt maturing in 2020. We also started returning cash to our shareholders, via the implementation of a healthy-yielded recurring dividend and a share repurchase program.

Here in the United States, we have the most environmentally sound iron and steel production in the entire world. Cleveland-Cliffs makes that possible by producing and supplying environmentally friendly iron ore pellets that enable clean steelmaking via the blast furnace/BOF route, and also with our upcoming production of Hot Briquetted Iron (HBI). The construction of our state-of-the-art HBI plant in Toledo, Ohio continues on-schedule for a mid-2020 start up. By becoming the supplier of limited emission metallics to Electric Arc Furnace steelmakers, we will enable these steelmakers to meet the requirements of a healthy domestic steel market in the United States and its growing demand for higher-grade iron units.

On behalf of the Board of Directors, I extend our sincere appreciation to our loyal long-term shareholders for believing in our strategy and our ability to execute. As we predicted four years ago, your investment has been rewarded. I also thank the entire Cleveland-Cliffs team for their continued commitment and dedication to the Company. Last but not least, I thank the United Steelworkers for ratifying a new four-year labor agreement with us; our partnership with the USW is paramount.

The future of the United States as a manufacturing country is bright, and Cleveland-Cliffs will continue to be a primary enabler – and beneficiary – of that. For the betterment of our communities and our families, let's continue to build this bright future together. The next four years will be exciting. I will be here, and hope you will be here with me.

Sincerely,

Lourenco Goncalves

Chairman, President and Chief Executive Officer

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To Be Held on April 24, 2019

11:30 a.m. EDT

North Point, 901 Lakeside Avenue, Cleveland, Ohio 44114

To the Shareholders of Cleveland-Cliffs Inc.:

The 2019 Annual Meeting of Shareholders of Cleveland-Cliffs Inc., or "Cliffs", will be held at North Point, 901 Lakeside Avenue, Cleveland, Ohio 44114 at 11:30 a.m., EDT, on Wednesday, April 24, 2019 for the following purposes:

1. To elect eleven directors to act until the next Annual Meeting of Shareholders or until their respective successors are duly elected and qualified;
2. To approve, on an advisory basis, our named executive officers' compensation;
3. To ratify the appointment of Deloitte & Touche LLP as Cliffs' independent registered public accounting firm to serve for the 2019 fiscal year; and
4. To transact such other business, if any, as may properly come before the 2019 Annual Meeting or any adjournment thereof.

In order to vote on the matters brought before the 2019 Annual Meeting, you may complete and mail the proxy card, vote by telephone or vote via the Internet, as explained on the proxy card. Holders of record of Cliffs' common shares at the close of business on February 25, 2019 are entitled to notice of, and to vote at, the 2019 Annual Meeting or any adjournments thereof.

By Order of the Board of Directors,

James D. Graham

Executive Vice President, Chief Legal Officer & Secretary

March 12, 2019

Cleveland, Ohio

YOUR VOTE IS IMPORTANT.
YOU MAY VOTE BY MAILING
THE ENCLOSED PROXY
CARD, BY TELEPHONE, BY
INTERNET,
OR BY BALLOT IN PERSON
AT THE 2019 ANNUAL
MEETING.

The proxy statement and Cliffs' 2018 Annual Report for the 2018 fiscal year are available at www.proxyvote.com. These materials also are available on Cliffs' Investor Relations website at www.clevelandcliffs.com/investors under "Financial Information." If your shares are not registered in your own name, please follow the voting instructions from your bank, broker, trustee, nominee or other shareholder of record to vote your shares and, if you would like to attend the 2019 Annual

Meeting, please bring evidence of your share ownership with you. You should be able to obtain evidence of your share ownership from the bank, broker, trustee, nominee or other shareholder of record that holds the shares on your behalf.

PROXY STATEMENT TABLE OF CONTENTS

PROXY STATEMENT SUMMARY	<u>1</u>
QUESTIONS AND ANSWERS ABOUT THE MEETING AND VOTING	<u>3</u>
MEETING INFORMATION	<u>4</u>
CORPORATE GOVERNANCE	<u>6</u>
Board Leadership Structure	<u>6</u>
Board's Role in Risk Oversight	<u>6</u>
Board Meetings and Committees	<u>6</u>
Identification and Evaluation of Director Candidates	<u>9</u>
Communications With Directors	<u>9</u>
Code of Business Conduct and Ethics	<u>9</u>
Independence and Related Party Transactions	<u>10</u>
DIRECTOR COMPENSATION	<u>11</u>
Director Compensation for 2018	<u>12</u>
PROPOSAL 1 – ELECTION OF DIRECTORS	<u>13</u>
Information Concerning Director Nominees	<u>14</u>
OWNERSHIP OF EQUITY SECURITIES OF THE COMPANY	<u>18</u>
EQUITY COMPENSATION PLAN INFORMATION	<u>19</u>
SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE	<u>19</u>
COMPENSATION DISCUSSION AND ANALYSIS	<u>20</u>
Executive Summary	<u>21</u>
Executive Compensation Philosophy and Core Principles	<u>24</u>
Oversight of Executive Compensation	<u>29</u>
Key Components of Executive Compensation	<u>32</u>
Retirement and Deferred Compensation Benefits	<u>39</u>
Supplementary Compensation Policies	<u>40</u>
COMPENSATION COMMITTEE REPORT	<u>43</u>
COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION	<u>43</u>
COMPENSATION-RELATED RISK ASSESSMENT	<u>43</u>
EXECUTIVE COMPENSATION	<u>44</u>
Executive Compensation Tables and Narratives	<u>44</u>
Potential Payments Upon Termination or Change in Control	<u>49</u>
CEO Pay Ratio	<u>53</u>
PROPOSAL 2 – APPROVAL, ON AN ADVISORY BASIS, OF OUR NAMED EXECUTIVE OFFICERS' COMPENSATION	<u>55</u>
AUDIT COMMITTEE REPORT	<u>56</u>
PROPOSAL 3 – RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	<u>57</u>

INFORMATION ABOUT SHAREHOLDER PROPOSALS AND COMPANY DOCUMENTS

58

OTHER INFORMATION

58

ANNEX – USE OF NON-GAAP FINANCIAL MEASURES

A-1

PROXY STATEMENT SUMMARY

This summary highlights information contained elsewhere in this proxy statement. This summary does not contain all of the information that you should consider, and you should read the entire proxy statement carefully before voting. Page references are supplied to help you find further information.

2019 ANNUAL

MEETING OF (PAGE 4)

SHAREHOLDERS

DATE AND TIME: Wednesday, April 24, 2019, at 11:30 a.m. EDT

PLACE: North Point, 901 Lakeside Avenue, Cleveland, Ohio 44114

RECORD DATE: February 25, 2019

VOTING: Shareholders of record are entitled to vote by completing and returning the enclosed proxy card by mail; telephone at 1-800-690-6903; by Internet at www.proxyvote.com; or attending the 2019 Annual Meeting of Shareholders (the "2019 Annual Meeting") in person (beneficial holders must obtain a legal proxy from their broker, banker, trustee, nominee or other shareholder of record granting the right to vote).

MAILING: This proxy statement, the accompanying proxy card and our 2018 Annual Report will be mailed on or about March 12, 2019 to certain

shareholders of
record as of the
Record Date.

VOTING MATTERS	BOARD VOTE RECOMMENDATION	PAGE REFERENCE (for more detail)
Proposal 1 – Election of Directors	FOR each Director Nominee	<u>13</u>
Proposal 2 – Approval, on an Advisory Basis, of Our Named Executive Officers' Compensation ("Say-on-Pay")	FOR	<u>55</u>
Proposal 3 – Ratification of Independent Registered Public Accounting Firm	FOR	<u>57</u>
DIRECTOR NOMINEES RECOMMENDED BY THE CLIFFS BOARD OF DIRECTORS		(PAGE <u>13</u>)

NAME	AGE	DIRECTOR SINCE	POSITION	COMMITTEE MEMBERSHIPS (1)
Lourenco Goncalves	61	2014	Chairman, President and Chief Executive Officer	Strategy*
Douglas C. Taylor	54	2014	Lead Director	Compensation* Strategy Audit*
John T. Baldwin	62	2014	Director	Compensation Audit
Robert P. Fisher, Jr.	64	2014	Director	Governance Audit
Susan M. Green	59	2007	Director	Governance Strategy
M. Ann Harlan	59	2019	Director	Audit
Janet L. Miller	65	2019	Director	Governance
Joseph A. Rutkowski, Jr.	64	2014	Director	Governance* Strategy Audit
Eric M. Rychel	45	2016	Director	Compensation
Michael D. Siegal	66	2014	Director	Governance
Gabriel Stoliar	64	2014	Director	Compensation

* Denotes committee chair

(1) Full committee names are: Audit – Audit Committee; Compensation – Compensation and Organization Committee; Governance – Governance and Nominating Committee; Strategy – Strategy Committee.

2019 Proxy Statement 1

SHAREHOLDER ENGAGEMENT AND SAY-ON-PAY HIGHLIGHTS (summary) (PAGE 22)

Cliffs maintains open communication with the investment community. During 2018 and early 2019, we reached out to our top 25 shareholders representing approximately 55% of our outstanding shares to discuss compensation matters. See the section entitled "2018 Say-on-Pay Results and Board Responsiveness to Shareholder Feedback" in the Compensation Discussion and Analysis section for more detail as to what we heard and how we responded.

EXECUTIVE COMPENSATION PHILOSOPHY AND CORE PRINCIPLES (PAGE 24)

Our guiding compensation principles, as established by the Compensation and Organization Committee for 2018, were as follows:

- Align short-term and long-term incentives with results delivered to shareholders;
- Be transparent, and ensure that executives and shareholders understand our executive compensation programs, including the objectives, mechanics, and compensation levels and opportunities provided;
- Design an incentive program that focuses on performance objectives tied to our business plan (including profitability-related and cost control objectives), relative performance objectives tied to market conditions (including relative total shareholder return, measured by share price appreciation plus dividends, if any), and performance against other key objectives tied to our business strategy (including safety, reduced debt and decreased overall spending);
- Provide competitive fixed compensation elements over the short-term (base salary) and long-term (equity and retirement benefits) to encourage long-term retention of our key executives; and
- Continue to structure programs as in prior years to align with corporate governance best practices (such as not providing "gross-ups" related to change in control payments, using "double-trigger" vesting in connection with a change in control for equity awards, using Share Ownership Guidelines and maintaining a clawback policy related to incentive compensation for our executive officers).

2018 EXECUTIVE COMPENSATION SUMMARY (PAGE 44)

The numbers in the following table showing the 2018 compensation of our named executive officers (the "NEOs") were determined in the same manner as the numbers in the corresponding columns in the 2018 Summary Compensation Table (the "SCT") (provided later in this proxy statement); however, they do not include information regarding changes in pension value and non-qualified deferred compensation earnings and information regarding all other compensation, each as required to be presented in the 2018 SCT under the rules of the U.S. Securities and Exchange Commission (the "SEC"). As such, this table should not be viewed as a substitute for the 2018 SCT:

NAME	PRINCIPAL POSITION (AS OF	SALARY (\$)	BONUS (\$)	STOCK AWARDS	OPTION AWARDS	NON-EQUITY INCENTIVE PLAN	TOTAL (\$)
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	12/31/2018)	(\$)	(\$)	COMPENSATION (\$)		
Lourenco Goncalves	Chairman, President and Chief Executive Officer	1,350,000—	4,776,554	—	8,280,000	14,406,554
Timothy K. Flanagan	Former Executive Vice President, Chief Financial Officer (1)	412,000 —	637,763	—	1,014,800	2,064,563
Terry G. Fedor	Executive Vice President, United States Iron Ore	426,000 —	659,422	—	1,275,466	2,360,888
Maurice D. Harapiak	Executive Vice President, Human Resources & Chief Administration Officer	426,000 —	659,422	—	1,243,866	2,329,288
Clifford T. Smith	Executive Vice President, Business Development	426,000 —	659,422	—	1,275,466	2,360,888

(1) On February 12, 2019, Mr. Keith A. Koci was appointed Executive Vice President, Chief Financial Officer and Mr. Flanagan separated from Cliffs.

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM (PAGE 57)

As a matter of good corporate governance, we are asking our shareholders to ratify the selection of Deloitte & Touche LLP as our independent registered public accounting firm for 2019.

FORWARD-LOOKING STATEMENTS

This proxy statement contains statements that constitute "forward-looking statements" within the meaning of the federal securities laws. As a general matter, forward-looking statements relate to anticipated trends and expectations rather than historical matters.

Forward-looking statements are subject to uncertainties and factors relating to Cliffs' operations and business environment that are difficult to predict and may be beyond our control. Such uncertainties and factors may cause actual results to differ materially from those expressed or implied by the forward-looking statements. Certain of such risks and uncertainties are described in Cliffs' Annual Report on Form 10-K for the year ended December 31, 2018. Cliffs does not undertake to update the forward-looking statements included in the proxy statement to reflect the impact of circumstances or events that may arise after the date the forward-looking statements were made.

2019 Proxy Statement 2

QUESTIONS & ANSWERS

QUESTIONS AND ANSWERS ABOUT THE MEETING AND VOTING

1. What proposals are to be presented at the 2019 Annual Meeting?

The purpose of the 2019 Annual Meeting is to: (1) elect eleven directors; (2) approve, on an advisory basis, our NEOs' compensation; (3) ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm to serve for the 2019 fiscal year; and (4) conduct such other business as may properly come before the 2019 Annual Meeting.

2. What is the difference between a "shareholder of record" and a "beneficial owner"?

These terms describe the manner in which your shares are held. If your shares are registered directly in your name through EQ Shareowner Services, our transfer agent, you are a "shareholder of record" or registered holder. If your shares are held through a bank, broker, nominee or other shareholder of record, you are considered the "beneficial owner" of those shares.

3. How does the Cliffs Board recommend that I vote?

The Cliffs Board of Directors (the "Board") unanimously recommends that you vote:

FOR ALL of the eleven individuals nominated by the Board for election as directors;

FOR the approval, on an advisory basis, of Cliffs' NEOs' compensation; and

FOR the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm to serve for the 2019 fiscal year.

4. Who is entitled to vote at the 2019 Annual Meeting?

The Record Date for the 2019 Annual Meeting is February 25, 2019. On that date, we had outstanding 290,568,635 common shares, \$0.125 par value. All common shareholders are entitled to vote. In this proxy statement, we refer to our common shares as our "shares" and the holders of such shares as our "shareholders."

5. How do I vote?

You may vote using any of the following methods:

Shareholders of Record. If your shares are registered in your name, you may vote in person or by proxy. If you decide to vote by proxy, you may do so over the Internet, by telephone or by mail.

By mail. If you received a paper copy of the proxy card by mail, after reading the proxy materials, you may mark, sign and date your proxy card and return it in the prepaid and addressed envelope provided.

By telephone. After reading the proxy materials and with your proxy card in front of you, you may call the toll-free number appearing on the proxy card, using a touch-tone telephone. You will be prompted to enter your control number from your proxy card. This number will identify you as a shareholder of record. Follow the simple instructions that will be given to you to record your vote.

Over the Internet. After reading the proxy materials and with your proxy card in front of you, you may use a computer to access the website www.proxyvote.com. You will be prompted to enter your control number from your proxy card. This number will identify you as a shareholder of record. Follow the simple instructions that will be given to you to record your vote.

The telephone and Internet voting procedures have been set up for your convenience and have been designed to authenticate your identity, allow you to submit voting instructions and confirm that those instructions have been recorded properly.

Shares Held by Bank or Broker. If your shares are held by a bank, broker, depository, trustee or some other nominee, that entity will provide separate voting instructions. All nominee share interests may view the proxy materials using the link www.proxyvote.com.

If your shares are held in the name of a brokerage firm, your shares may be voted even if you do not provide the brokerage firm with voting instructions. Brokerage firms have the authority under applicable rules to vote shares for which their customers do not provide voting instructions on certain "routine" matters. When a proposal is not a routine matter and the brokerage firm has not received voting instructions from the beneficial owner of the shares with respect to that proposal, the brokerage firm cannot vote the shares on that proposal. This is referred to as a "broker non-vote." The ratification of Deloitte & Touche LLP as our registered independent public accounting firm is a routine matter for

which the brokerage firm that holds your shares may vote your shares without your instructions.

2019 Proxy Statement 3

QUESTIONS & ANSWERS

6. What can I do if I change my mind after I vote?

You may revoke your proxy at any time before the vote by (i) executing and submitting a revised proxy bearing a later date; (ii) providing a written revocation to the Secretary of Cliffs; or (iii) voting in person at the 2019 Annual Meeting. If you do not hold your shares directly, you should follow the instructions provided by your broker, bank or nominee to revoke your previously voted proxy.

7. What vote is required to approve each proposal?

With respect to Proposal 1, the nominees receiving a plurality vote of the shares will be elected. However, under our majority voting policy (adopted by the Board) in an uncontested election, any director-nominee that is elected by a plurality vote but fails to receive a majority of votes cast (which excludes abstentions and broker non-votes) is expected to tender his or her resignation, which resignation will be considered by the Governance and Nominating Committee and our Board.

With respect to Proposal 2, approval, on an advisory basis, of our NEOs' compensation requires the affirmative vote of a majority of the shares present, in person or represented by proxy, at the 2019 Annual Meeting and entitled to vote on the proposal.

With respect to Proposal 3, the ratification of Deloitte & Touche LLP as our independent registered public accounting firm for the 2019 fiscal year will pass with the affirmative vote of a majority of the shares present, in person or represented by proxy, at the 2019 Annual Meeting and entitled to vote on the proposal.

MEETING INFORMATION

The accompanying proxy is solicited by the Board of Directors of Cleveland-Cliffs Inc. ("Cliffs" or the "Company") for use at the Annual Meeting of Shareholders to be held on April 24, 2019 (the "2019 Annual Meeting"), and any adjournments or postponements thereof. This proxy statement, the accompanying proxy card, and our 2018 Annual Report will be distributed on or about March 12, 2019 to our shareholders of record as of the Record Date.

PROXY MATERIALS

Notice of Internet Availability of Proxy Materials

In accordance with rules adopted by the SEC, we are using the Internet as our primary means of furnishing proxy materials to our shareholders. Accordingly, most shareholders will not receive paper copies of our proxy materials. We will instead send our shareholders a Notice of Internet Availability of Proxy Materials with instructions for accessing the proxy materials and voting electronically over the Internet or by telephone, also known as Notice and Access. The notice also provides information on how shareholders may request paper copies of our proxy materials. We believe electronic delivery of our proxy materials will help us reduce the environmental impact and costs of printing and distributing paper copies and improve the speed and efficiency by which our shareholders can access these materials.

On or about March 12, 2019, we will mail to each shareholder (other than those shareholders who previously had requested paper delivery of proxy materials) a Notice of Internet Availability of Proxy Materials containing instructions on how to access and review the proxy materials, including our 2019 Proxy Statement and the 2018 Annual Report on Form 10-K filed with the SEC, on the Internet and how to access a proxy card to vote via the Internet or by telephone.

The close of business on February 25, 2019 has been fixed as the Record Date of the 2019 Annual Meeting, and only shareholders of record at that time will be entitled to vote.

The Notice of Internet Availability will contain a 16-digit control number that recipients will need to access the proxy materials, to request paper or email copies of the proxy materials and to vote their shares via the Internet or by telephone.

MEETING INFORMATION

Householding

We are permitted to send a single set of proxy materials to shareholders who share the same last name and address. This procedure is called “householding” and is designed to reduce our printing and postage costs. If you are the beneficial owner, but not the record holder, of Cliffs shares, your broker, bank or other nominee may only deliver one set of proxy materials and, as applicable, any other proxy materials that are delivered until such time as you or other shareholders sharing an address notify your nominee that you want to receive separate copies. A shareholder who wishes to receive a separate copy of the proxy statement and annual report, either now or in the future, may submit this request by writing to our Secretary at Cleveland-Cliffs Inc., 200 Public Square, Suite 3300, Cleveland, Ohio 44114, or calling our Investor Relations department at (800) 214-0739, and they will be delivered promptly. Beneficial owners sharing an address who are receiving multiple copies of proxy materials and annual reports and who wish to receive a single copy of such materials in the future will need to contact their broker, bank or other nominee to request that only a single copy of each document be mailed to all shareowners at the shared address in the future.

Proxy Solicitation

We will bear the cost of solicitation of proxies. We have engaged Okapi Partners LLC to assist in the solicitation of proxies for fees and disbursements not expected to exceed approximately \$18,000 in the aggregate. In addition, employees and representatives of the Company may solicit proxies, and we will request that banks and brokers or other similar agents or fiduciaries transmit the proxy materials to beneficial owners for their voting instructions and we will reimburse them for their expenses in so doing.

Voting Rights

Shareholders of record on the Record Date are entitled to vote at the 2019 Annual Meeting. On the Record Date, there were outstanding 290,568,635 common shares entitled to vote at the 2019 Annual Meeting. A majority of the common shares entitled to vote must be represented at the 2019 Annual Meeting, in person or by proxy, to constitute a quorum and to transact business. Each outstanding share is entitled to one vote in connection with each item to be acted upon at the 2019 Annual Meeting. You may submit a proxy by electronic transmission via the Internet, by telephone or by mail, as explained on your proxy card.

Voting of Proxies

The common shares represented by properly authorized proxies will be voted as specified. It is intended that the shares represented by proxies on which no specification has been made will be voted: FOR ALL of the eleven nominees for director named herein or such substitute nominees as the Board may designate; FOR the approval, on an advisory basis, of our NEOs' compensation; and FOR the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm to serve for the 2019 fiscal year; and, at the discretion of the persons named as proxies, on all other matters that may properly come before the 2019 Annual Meeting.

Cumulative Voting for Election of Directors

If notice in writing shall be given by any shareholder to the President, an Executive Vice President or the Secretary of the Company, not less than 48 hours before the time fixed for the holding of the 2019 Annual Meeting, that such shareholder desires that the voting for the election of directors shall be cumulative, and if an announcement of the giving of such notice is made upon the convening of the 2019 Annual Meeting by the Chairman or Secretary or by or on behalf of the shareholder giving such notice, each shareholder shall have the right to cumulate such voting power as he or she possesses at such election. Under cumulative voting, a shareholder may cast for any one nominee as many votes as shall equal the number of directors to be elected, multiplied by the number of his or her shares. All such votes may be cast for a single nominee or may be distributed among any two or more nominees as he or she may desire. If cumulative voting is invoked, and unless contrary instructions are given by a shareholder who signs a proxy, all votes represented by such proxy will be cast in such manner and in accordance with the discretion of the person acting as proxy as will result in the election of as many of our Board's nominees as is possible.

Counting Votes

The results of shareholder voting will be tabulated by the inspector of elections appointed for the 2019 Annual Meeting. We intend to treat properly authorized proxies as “present” for purposes of determining whether a quorum has been achieved at the 2019 Annual Meeting.

Abstentions and broker non-votes will have no effect with respect to the election of directors. Abstentions will have the effect of votes against, and broker non-votes will have no effect, with respect to the advisory votes regarding the compensation of our NEOs. Abstentions will have the effect of votes against with respect to the ratification of Deloitte & Touche LLP as our independent registered public accounting firm. The ratification of Deloitte & Touche LLP as our independent registered public accounting firm is a routine matter and, as a result, we do not expect to have broker non-votes with respect to this proposal.

2019 Proxy Statement 5

CORPORATE GOVERNANCE

BOARD LEADERSHIP STRUCTURE

The Chairman of our Board is Lourenco Goncalves, who is also our President and Chief Executive Officer ("CEO"). Pursuant to our Corporate Governance Guidelines, when the positions of Chairman and CEO are held by one individual or if the Chairman is a Cliffs' executive, then the Governance and Nominating Committee (the "Governance Committee") recommends to the Board a Lead Director. Douglas C. Taylor currently serves as our Lead Director. The Board believes that this leadership structure is the optimal structure to guide our Company and to maintain the focus to achieve our business goals and represents our shareholders' interests.

Under this leadership structure, Mr. Goncalves, as Chairman, is responsible for overseeing and facilitating communications between our management and the Board, for setting the meeting schedules and agendas, and leading Board discussions during Board meetings. In his combined role, Mr. Goncalves has the benefit of Cliffs' personnel to help with extensive meeting preparation, responsibility for the process of recordkeeping of all Board deliberations, and the benefit of direct daily contact with management and the internal audit department. The Chairman works closely with the Lead Director in setting meeting agendas and in ensuring that essential information is communicated effectively to the Board.

The Lead Director's responsibilities include: chairing executive session meetings of the independent directors; leading the Board's processes for evaluating the CEO; presiding at all meetings of the Board at which the Chairman is not present; serving as a liaison between the Chairman and the independent directors; and meeting separately at least annually with each director.

This leadership structure provides our Chairman with the readily available resources to manage the affairs of the Board while allowing our Lead Director to provide effective and timely advice and guidance. Our governance process is based on our Corporate Governance Guidelines, which are available on our website at www.clevelandcliffs.com. In accordance with the New York Stock Exchange's (the "NYSE") corporate governance listing standards, our non-management directors meet at regularly scheduled executive sessions without management present. These meetings take place at least once quarterly.

BOARD'S ROLE IN RISK OVERSIGHT

The Board as a whole oversees our enterprise risk management ("ERM") process. The Board executes its risk oversight role in a variety of manners. The full Board regularly discusses the key strategic risks facing Cliffs. The Board delegates oversight responsibility for certain areas of risk to its committees. Generally, each committee oversees risks that are associated with the purpose of and responsibilities delegated to that committee. For example, the Audit Committee oversees risks related to accounting and financial reporting. In addition, pursuant to its charter, the Audit Committee periodically reviews our ERM process. The Compensation and Organization Committee (the "Compensation Committee") monitors risks related to development and succession planning for the CEO and executive officers, and compensation and related policies and programs for executive and non-executive officers and management. The Governance Committee handles risks with respect to board composition, membership and structure, and corporate governance matters. The Strategy Committee oversees our strategic plan and annual management objectives and oversees, advises on and monitors opportunities and risks relating to our strategic plan. As appropriate, the respective committees' Chairpersons provide reports to the full Board.

Through the ERM process, management is responsible for the day-to-day management of Cliffs' risks. The ERM process includes the involvement of management in the identification, assessment, mitigation and monitoring of a wide array of potential risks from strategic to operational to compliance-related risks throughout the Company. Executive management regularly reports to the Board or relevant committees regarding Cliffs' key risks and the actions being taken to manage these risks.

The Company believes that its leadership structure supports the risk oversight function of the Board. Except for the Strategy Committee, independent directors chair our committees, which are each involved with risk oversight, and all directors actively participate in the Board's risk oversight function.

BOARD MEETINGS AND COMMITTEES

Our directors discharge their responsibilities in a variety of ways, including reviewing reports to directors, visiting our facilities, corresponding with the Chairman, President and CEO, and conducting telephone conferences with the Chairman, President and CEO and directors regarding matters of interest and concern to Cliffs. In addition, our directors have regular access to our senior management. All committees regularly report their activities, actions and recommendations to the Cliffs Board.

2019 Proxy Statement 6

CORPORATE GOVERNANCE

During 2018, our Board held seven meetings. Each director attended, either in person or by telephone conference, at least 80% of the Board and committee meetings held while serving as a director or committee member in 2018. Pursuant to Board policy, all serving directors are expected to attend all Board and committee meetings, as well as our annual meetings of shareholders. All of our directors who were standing for re-election and were incumbent directors at the time of the 2018 Annual Meeting attended the meeting.

The Board of Directors currently has four standing committees: the Audit Committee, the Compensation Committee, the Governance Committee and the Strategy Committee. Each of these four committees have a charter that can be found on our website at www.clevelandcliffs.com/investors under “Corporate Governance” then “Committees.” A biographical overview of the members of our committees can be found beginning on page 14.

Board Committees

AUDIT COMMITTEE

MEMBERS: 4 INDEPENDENT: 4 AUDIT COMMITTEE FINANCIAL EXPERTS: 2
2018 MEETINGS: 10
RESPONSIBILITIES:

Reviews with our management, the internal auditors and the independent registered public accounting firm, the adequacy and effectiveness of our system of internal control over financial reporting

Reviews significant accounting matters

Reviews quarterly unaudited financial information prior to public release

Approves the audited financial statements prior to public distribution

Approves our assertions related to internal controls prior to public distribution

Reviews any significant changes in our accounting principles or financial reporting practices

Evaluates our independent registered public accounting firm; discusses with the independent registered public accounting firm their independence and considers the compatibility of non-audit services with such independence

Annually selects and retains our independent registered public accounting firm to examine our financial statements and reviews, approves and retains the services performed by our independent registered public accounting firm

Approves management’s appointment, termination or replacement of the head of Internal Audit

Conducts a legal compliance review at least annually

CHAIR: John T. Baldwin MEMBERS: Robert P. Fisher, Jr., M. Ann Harlan, and Eric M. Rychel
COMPENSATION AND ORGANIZATION COMMITTEE

MEMBERS: 4 INDEPENDENT: 4 2018 MEETINGS: 7
RESPONSIBILITIES:

•

Oversees development and implementation of Cliffs’ compensation policies and programs for executive officers

- Ensures that criteria for awards under incentive plans relate to Cliffs' strategic plan and operating performance objectives and approves equity-based awards
- Reviews and evaluates CEO and executive officer performance and approves compensation (with the CEO's compensation being subject to ratification by the independent members of the Board)
- Recommends to the Board the election of officers
- Assists with management development and succession planning
- Reviews employment and severance arrangements and oversees regulatory compliance regarding compensation matters and related party transactions
- Obtains the advice of outside experts with regard to compensation matters
- May, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee and may delegate certain equity award grant authority to officers of Cliffs, subject to applicable law

CHAIR: Douglas C. Taylor MEMBERS: John T. Baldwin, Eric M. Rychel and Gabriel Stoliar

2019 Proxy Statement 7

Ensures that Cliffs has appropriate strategies for managing exposures to economic and hazard risks

•

Assesses Cliffs' overall capital structure and its capital allocation priorities

•

Assists management in determining the resources necessary to implement Cliffs' strategic and financial plans

•

Monitors the progress and implementation of Cliffs' strategy

CHAIR: Lourenco Goncalves MEMBERS: Susan M. Green, Joseph A. Rutkowski, Jr. and Douglas C. Taylor

2019 Proxy Statement 8

CORPORATE GOVERNANCE

IDENTIFICATION AND EVALUATION OF DIRECTOR CANDIDATES

Shareholder Nominees

The policy of the Governance Committee is to consider properly submitted shareholder nominations for candidates for membership on the Board as described below under “Identifying and Evaluating Nominees for Directors.” In evaluating nominations, the Governance Committee seeks to achieve a balance of knowledge, experience and capability on the Cliffs Board and to address the membership criteria set forth below under “Board Diversity and Director Qualifications.” Any shareholder nominations proposed for consideration by the Governance Committee should include: (i) complete information as to the identity and qualifications of the proposed nominee, including name, address, present and prior business and/or professional affiliations, education and experience, and particular fields of expertise; (ii) an indication of the nominee’s consent to serve as a director if elected; and (iii) the reasons why, in the opinion of the recommending shareholder, the proposed nominee is qualified and suited to be a director. Shareholder nominations should be addressed to Cleveland-Cliffs Inc., 200 Public Square, Suite 3300, Cleveland, Ohio 44114, Attention: Secretary. Our Regulations provide that at any meeting of shareholders at which directors are to be elected, only persons nominated as candidates will be eligible for election.

Board Diversity and Director Qualifications

The Governance Committee considers board diversity as it deems appropriate and consistent with our Corporate Governance Guidelines, the charter of the Governance Committee and other criteria established by our Board. The Governance Committee’s goal in selecting directors for nomination to the Cliffs Board generally is to seek to create a well-balanced team that combines diverse experience, skill and intellect of seasoned directors in order to enable us to pursue our strategic objectives. The Governance Committee has not reduced the qualifications for service on the Cliffs Board to a checklist of specific standards or minimum qualifications, skills or qualities. Rather, the Governance Committee seeks, consistent with the vacancies existing on our Board at any particular time and the interplay of a particular candidate’s experience with the experience of other directors, to select individuals whose business experience, knowledge, skills, diversity and integrity would be considered a desirable addition to our Board and any committees thereof. In addition, the Governance Committee annually conducts a review of incumbent directors in order to determine whether a director should be nominated for re-election to the Cliffs Board.

Identifying and Evaluating Nominees for Directors

The Governance Committee utilizes a variety of methods for identifying and evaluating nominees for director. The Governance Committee regularly reviews the appropriate size of our Board and whether any vacancies on our Board are expected due to retirement or otherwise. In the event that vacancies are anticipated, or otherwise arise, the Governance Committee considers various potential candidates for director. Applicable considerations include: whether the current composition of the Cliffs Board is consistent with the criteria described in our Corporate Governance Guidelines; whether the candidate submitted possesses the qualifications that generally are the basis for selection of candidates to the Cliffs Board; and whether the candidate would be considered independent under the rules of the NYSE and our standards with respect to director independence. Candidates may come to the attention of the Governance Committee through current Board members, professional search firms, shareholders or other persons. As described above, the Governance Committee considers properly submitted nominations for candidates for the Cliffs Board. Following verification of the recommending shareholder’s status, recommendations are considered by the Governance Committee at its next regularly scheduled meeting. Final approval of any candidate is determined by our full Board.

COMMUNICATIONS WITH DIRECTORS

Shareholders and interested parties may communicate with the Lead Director, our non-management directors as a group or the Cliffs Board by writing to the Lead Director at Cleveland-Cliffs Inc., 200 Public Square, Suite 3300, Cleveland, Ohio 44114. As set forth in the Corporate Governance Guidelines, the Lead Director will report to the full Board any communications that are directed at all members of the Cliffs Board. The Secretary routinely filters communications that are solicitations or complaints, unrelated to Cliffs or Cliffs’ business or determined to pose a possible security risk to the addressee.

CODE OF BUSINESS CONDUCT AND ETHICS

We have adopted a Code of Business Conduct and Ethics (the "Ethics Code"), which applies to all of our directors, officers and employees. The Ethics Code is available on our website at www.clevelandcliffs.com in the Corporate Governance section under "Investors." We intend to post amendments to or waivers from our Ethics Code (to the extent applicable to our principal executive officer, principal financial officer or principal accounting officer) on our website. Reference to our website and the contents thereof do not constitute incorporation by reference of the information contained on our website, and such information is not part of this proxy statement.

2019 Proxy Statement 9

CORPORATE GOVERNANCE

INDEPENDENCE AND RELATED PARTY TRANSACTIONS

Our Board has determined that each of the current directors standing for re-election, other than Mr. Goncalves, and all of the current members of the Audit, Governance, and Compensation Committees, have no material relationship with us (either directly or as a partner, shareholder or officer of an organization that has a relationship with us) and is independent within the NYSE director independence standards. Mr. Goncalves is our Chairman, President and CEO, and, as such, is not considered independent.

Since January 1, 2018, there has been one transaction, in which Cliffs was a participant and the amount exceeds \$120,000, and in which a related person had or will have a direct or material interest. We recognize that transactions between us and any of our directors or executive officers can present potential or actual conflicts of interest and create the appearance that our decisions are based on considerations other than the best interests of our shareholders.

We have a written Related Party Transactions Policy, pursuant to which we only will enter into related party transactions if our CEO and Chief Legal Officer determine that the transaction is comparable to those that could be obtained in arm's length dealings with an unrelated third party. If the transaction is approved by our CEO and Chief Legal Officer, then the transaction also must be approved by the disinterested members of our Audit Committee. For purposes of our policy, we define a related person as any person who is a director, executive officer, nominee for director or an immediate family member of a director, an executive officer or a nominee for director. We define a related party transaction as a transaction, agreement or relationship in which Cliffs was, is or will be a participant, the amount of the transaction exceeds \$120,000, and a related person has or will have a direct or indirect material interest. However, compensation paid by Cliffs for service as a director or executive officer of the Company is not deemed to be a related party transaction, even if the aggregate amount involved exceeds \$120,000. Under our policy, any related party transactions are reviewed by the Audit Committee at each quarterly committee meeting.

In September 2016, Cliffs hired Mr. Celso Goncalves, the son of our Chairman, President and CEO, as our Assistant Treasurer. Effective January 1, 2018, Mr. Celso Goncalves was promoted to Vice President, Treasurer and named an officer of Cliffs. With respect to fiscal year 2018, Mr. Celso Goncalves was paid a salary of \$250,000, earned incentive compensation under the Management Performance Incentive Plan of \$375,000 and participated in other regular and customary employee benefit plans, programs generally available to our employees. In addition, in February 2018, Mr. Celso Goncalves was granted a Restricted Stock Unit Award of 11,364 common shares, which had a grant date value of \$85,571, and a Performance Share Award of 11,364 common shares, which had a grant date value of \$85,571, as well as a Performance Cash Award of \$85,000. The foregoing compensation arrangement is considered a Related Party Transaction under our policy. During 2018, Mr. Celso Goncalves' compensation was reviewed and approved by our Audit Committee in accordance with the policy.

We have entered into indemnification agreements with each current member of the Board. The form and execution of the indemnification agreements were approved by our shareholders at the Annual Meeting convened on April 29, 1987. The indemnification agreements essentially provide that, to the extent permitted by Ohio law, we will indemnify the indemnitee against all expenses, costs, liabilities and losses (including attorneys' fees, judgments, fines or settlements) incurred or suffered by the indemnitee in connection with any suit in which the indemnitee is a party or otherwise involved as a result of his or her service as a member of the Board. In connection with the indemnification agreements, we have a trust agreement with KeyBank National Association pursuant to which the parties to the indemnification agreements may be reimbursed with respect to enforcing their respective rights under the indemnification agreements.

In 2004, we reached an agreement with the United Steelworkers (the "USW") pursuant to which the USW may designate a member to the Board provided that the individual is acceptable to the Chairman, is recommended by the Board Affairs Committee (now known as the Governance Committee), and is then approved by the full Board to be considered a director nominee. In 2007, Susan Green was first proposed by the USW, elected to the Board by Cliffs' shareholders in July 2007, and re-elected in each of the years 2008 through 2013. As a result of the proxy contest in 2014, Ms. Green was not re-elected but was asked by the reconstituted Board to re-join the Board and was subsequently appointed on October 15, 2014 and re-elected each year since 2015.

DIRECTOR COMPENSATION

DIRECTOR COMPENSATION

Our Amended and Restated 2014 Nonemployee Directors' Compensation Plan (the "Directors' Plan"), which is further described below, allows for a combination of cash and equity compensation for our nonemployee directors.

Cash Compensation

Commencing July 1, 2018, each nonemployee director receives the following cash payments, paid in equal quarterly amounts, for his or her Board retainer and committee assignments (the same amounts were also in effect for the first six months of 2018).

BOARD FORM OF CASH COMPENSATION	2018 (\$)
Annual Retainer	120,000
Lead Director Annual Retainer	48,000
Audit Committee Chair Annual Retainer	24,000
Compensation Committee Chair Annual Retainer	15,000
Governance Committee Chair Annual Retainer	12,000

In addition, customary expenses for attending Board and committee meetings are reimbursed. Employee directors receive no additional cash compensation for their service as directors. We do not fund any type of retirement or pension plan for nonemployee directors.

Retainer Share Election Program

Starting in 2015, the Governance Committee recommended and the Board adopted a Nonemployee Director Retainer Share Election Program pursuant to which nonemployee directors may elect to receive all or certain portions of their annual retainer and any other fees earned in cash in Cliffs common shares. Election is voluntary and irrevocable for the applicable election period and shares issued under this program must be held for six months from the issuance date. The number of shares received each quarter are calculated by dividing the value of the quarterly cash retainer amount by the closing market price on the date of payment. Four nonemployee directors, Messrs. Fisher, Stoliar, Siegal and Taylor, participated in this program during 2018.

Equity Grants

During 2018, our nonemployee directors received restricted share awards under the Directors' Plan. For 2018, nonemployee directors were granted a number of restricted shares, with a value equal to \$100,000, based on the closing price of the Company's common shares on the NYSE on April 24, 2018, the date of our annual meeting of shareholders in 2018. These grants were subject to any deferral election and made pursuant to the terms of the Directors' Plan and an award agreement, effective on April 24, 2018.

Directors receive dividends, if any, on their restricted share awards and may elect to reinvest all cash dividends in additional common shares. Those additional common shares are subject to the same restrictions as the underlying award. Cash dividends not subject to a deferral election will be paid to the director without restriction.

Share Ownership Guidelines

We have established Director Share Ownership Guidelines and assess each director's compliance with the guidelines on a quarterly basis. The Director Share Ownership Guidelines provide that each director hold or acquire common shares of the Company having a market value equal to at least 3.5x the current annual retainer within five years of becoming a director. As of December 31, 2018, Messrs. Baldwin, Fisher, Rutkowski, Rychel, Siegal, Stoliar and Taylor and Ms. Green were in compliance with the guidelines, but we note that all directors are within the applicable timeframe to reach compliance.

Deferrals

Our Directors' Plan gives nonemployee directors the opportunity to defer all or a portion of their awards that are denominated or payable solely in shares. Deferred share accounts earn dividend equivalents at the end of each quarter based on any cash dividends we pay during the quarter, which dividend equivalents are credited to the accounts in the form of additional deferred shares. The amounts in the director's deferral account together with any deferred dividends, will be paid to the director in the form elected after such director's termination of service, death, or a change in control of Cliffs.

2019 Proxy Statement 11

DIRECTOR COMPENSATION

DIRECTOR COMPENSATION FOR 2018

The following table, supported by the accompanying footnotes and the narrative above, sets forth for fiscal year 2018 all compensation earned by the individuals who served as our nonemployee directors at any time during 2018. In early 2019, our Board elected two additional directors who will earn compensation commensurate with that earned by our other nonemployee directors.

NAME	FEES EARNED OR PAID IN CASH \$(1)	STOCK AWARDS \$(2)	ALL OTHER COMPENSATION (\$)	TOTAL (\$)
J. T. Baldwin	144,000	99,998	—	243,998
R.P. Fisher, Jr.	127,500	99,998	—	227,498
S. M. Green	120,000	99,998	—	219,998
J.A. Rutkowski, Jr.	126,000	99,998	—	225,998
E.M. Rychel	120,000	99,998	—	219,998
M. D. Siegal	120,000	99,998	—	219,998
G. Stoliar	120,000	99,998	—	219,998
D. C. Taylor	181,500	99,998	—	281,498

(1) The amounts listed in this column reflect the aggregate cash dollar value of all earnings in 2018 for annual retainer fees and chair retainers.

The amounts reported in this column reflect the aggregate grant date fair value computed in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 718 for the nonemployee directors' restricted share awards granted during 2018, which awards are further described above, and whether or not deferred by the director. The grant date fair value of the nonemployee directors' restricted share award of 27,567 shares on April 24, 2018 was \$7.28 per share (approximately \$100,000). Messrs. Rychel and (2) Siegal elected to defer all or a portion of their restricted share award under the Directors' Plan. As of December 31, 2018, the aggregate number of restricted shares subject to forfeiture held by each nonemployee director was as follows: Mr. Baldwin - 13,736; Mr. Fisher - 13,736; Ms. Green - 13,736; Mr. Rutkowski - 13,736; Mr. Siegal - 10,302; Mr. Stoliar - 13,736; and Mr. Taylor - 13,736. As of December 31, 2018, the aggregate number of unvested deferred share units allocated to the deferred share accounts of Messrs. Rychel and Siegal under the Directors' Plan were 27,567 and 25,169, respectively.

2019 Proxy Statement 12

ELECTION
 PROPOSAL 1 OF
 DIRECTORS

The Board has nominated John T. Baldwin, Robert P. Fisher, Jr., Lourenco Goncalves, Susan M. Green, M. Ann Harlan, Janet L. Miller, Joseph A. Rutkowski, Jr., Eric M. Rychel, Michael D. Siegal, Gabriel Stoliar and Douglas C. Taylor to serve until the next Annual Meeting of Shareholders or until their successors shall be elected. All of the nominees are independent under the NYSE corporate governance rules, except for Mr. Goncalves. All of the nominees, except for Mses. Harlan and Miller, were elected by the shareholders at the Annual Meeting of Shareholders held on April 24, 2018. The Board appointed Mses. Harlan and Miller to the Board on January 28, 2019. Mses. Harlan and Miller were recommended to our Governance Committee by our CEO.

Each of the director nominees has consented to his or her name being submitted by Cliffs as a nominee for election as a member of the Cliffs Board. Each such nominee has further consented to serve as a member of the Cliffs Board if elected. Should any nominee decline or be unable to accept such nomination to serve as a director, an event that we currently do not anticipate, the persons named as proxies reserve the right, in their discretion, to vote for a lesser number of nominees or for substitute nominees designated by the directors, to the extent consistent with our Regulations.

The members and nominees for the Cliffs Board have diversified professional experience in general management, steel manufacturing and processing, mining, metallurgical engineering, operations, finance, investment banking, labor, law and other fields. There is no family relationship among any of our nominees and executive officers. The average age of the nominees currently serving on the Cliffs Board is 61, ranging from ages 45 to 66. The average years of service of the nominees currently serving on the Cliffs Board is 4.2 years, ranging from less than 1 year to over 11 years of service.

In the election of directors, the nominees receiving a plurality vote of the shares will be elected. However, under our current majority voting policy, any director-nominee that is elected in an uncontested election but fails to receive a majority of votes cast (which excludes abstentions and broker non-votes) is expected to tender his or her resignation, which resignation will be considered by the Governance Committee and our Board.

Under Ohio law, shareholders have the right to exercise cumulative voting in the election of directors as described under “Cumulative Voting for Election of Directors” on page 5. If cumulative voting rights are in effect for the election of directors, which we currently do not anticipate to be the case, you may allocate among the director nominees, as you see fit, the total number of votes equal to the number of director positions to be filled multiplied by the number of shares you hold.

Profile of Nominees (including our CEO)

Average tenure of 3	91%
4.2 years	women independent
Average age	Three
of directors is	new directors
61	joined the Board in
	the last three years

THE BOARD RECOMMENDS A VOTE FOR EACH OF THE NOMINEES LISTED ON THE FOLLOWING PAGES.

PROPOSAL 1 ELECTION OF DIRECTORS

INFORMATION CONCERNING DIRECTOR NOMINEES

JOHN T. BALDWIN

Age: 62

Director since 2014

Other Current Public Directorships:

None

Former Public Directorships:

Metals USA Holdings Corp. (2006 - 2013)

The Genlyte Group Incorporated (2003 - 2008)

Specific qualifications, experience, skills and expertise:

Former Audit Committee Chairman

Retired Chief Financial Officer with over twenty-five years of increasing financial responsibility

Broad experience structuring and negotiating complicated financial M&A transactions

Former Director and Chairman of the Audit Committee of Metals USA Holdings Corp., a provider of a wide range of products and services in the heavy carbon steel, flat-rolled steel, specialty metals, and building products markets, from January 2006 to April 2013; Senior Vice President and Chief Financial Officer of Graphic Packaging Corporation, 2003 to 2005. Mr. Baldwin holds a Bachelor of Science degree from the University of Houston and J.D. from the University of Texas School of Law.

ROBERT P. FISHER,
JR.

Age: 64

Director since 2014

Other Current Public Directorships:

None

Former Public Directorships:

CML Healthcare, Inc. (2010 - 2013)

Specific qualifications, experience, skills and expertise:

Vast experience in the investment and finance industries which included advising the boards of numerous public companies

Served on the Audit Committee, the Nominating and Corporate Governance Committee and as chair of the Human Resources Committee of CML Healthcare, Inc.

President and Chief Executive Officer of George F. Fisher, Inc., a private investment company that manages a portfolio of public and private investments, since 2002. Mr. Fisher served in various positions with Goldman, Sachs & Co., a global investment banking firm, from 1982 until 2001, eventually serving as Managing Director and head of its Canadian Corporate Finance and Canadian Investment Banking units for eight years and then as head of Goldman Sachs Investment Banking Mining Group. During Mr. Fisher's tenure at Goldman, Sachs & Co., he worked extensively with many of the leading North American metals and mining companies, and also served as the head of Goldman's Investment Banking Mining Group. Mr. Fisher holds a Bachelor of Arts degree from Dartmouth College and a Master of Arts degree in Law and Diplomacy from Tufts University.

LOURENCO GONCALVES

Age: 61

Director since 2014

Other Current Directorships:

American Iron and Steel Institute (2014)

Former Public Directorships:

Ascometal SAS (2011 - 2014)

Metals USA Holdings Corp. (2006 - 2013)

Specific qualifications, experience, skills and expertise:

More than 30 years of experience in the metals and mining industries

Extensive board experience, in the United States and abroad

Metals USA Inc. (2003 - 2006)

Chairman of the Board, President and Chief Executive Officer of the Company since August 2014; Chairman, President and Chief Executive Officer of Metals USA Holdings Corp., an American manufacturer and processor of steel and other metals from May 2006 through April 2013; President, Chief Executive Officer and a director of Metals USA Inc. from February 2003 through April 2006. Prior to Metals USA, Mr. Goncalves served as President and Chief Executive Officer of California Steel Industries, Inc. from March 1998 to February 2003. Mr. Goncalves earned a Bachelor's degree in Metallurgical Engineering from the Military Institute of Engineering in Rio de Janeiro, Brazil and a Masters of Science degree in Metallurgical Engineering from the Federal University of Minas Gerais in Belo Horizonte, Brazil. Mr. Goncalves was most recently recognized as a Distinguished Member and Fellow by the Association for Iron & Steel Technology.

2019 Proxy Statement 14

PROPOSAL 1 ELECTION OF DIRECTORS

SUSAN M. GREEN

Age: 59

Director since 2007

Other Current Public

Directorships:

None

Former Public Directorships:

Cleveland-Cliffs Inc. (2007 - 2014)

Specific qualifications, experience, skills and expertise:

Experienced law and policy advocate in the public and private sectors

Served as both a labor organizer and as an attorney representing employees, labor unions, and employee benefit plans

Brings her diverse experiences as labor attorney and an alternative point of view to our Board

Former Deputy General Counsel, U.S. Congress Office of Compliance, which enforces the labor and employment laws for the Legislative Branch, from November 2007 through September 2013. Prior to that position, Ms. Green held several appointments in the U.S. Department of Labor during the Administration of President Bill Clinton (1999-2001), and served as Chief Labor Counsel for then-Senator Edward M. Kennedy (1996-1999). Ms. Green was originally proposed as a nominee for the Board by the USW pursuant to the terms of our 2004 labor agreement. Ms. Green received her J.D. from Yale Law School and an A.B. from Harvard College.

M. ANN HARLAN

Age: 59

Director since 2019

Other Current Public

Directorships:

The Gorman-Rupp Company (since 2009)

Former Public Directorships:

None

Specific qualifications, experience, skills and expertise:

Extensive business and legal experience across a variety of industries

Independent board member on both public and private company boards as well as nonprofit organizations

Lead Director of The Gorman-Rupp Company

Former Vice President, General Counsel and Corporate Secretary of The J.M. Smucker Company, from January 1998 to January 2011, a Fortune 500 company listed on the NYSE that manufactures and markets over 40 food and pet food brands with more than 30 manufacturing locations. Ms. Harlan was a member of the Smucker executive management team responsible for setting and implementing corporate strategy and has broad experience with corporate governance issues and requirements of NYSE, the SEC and the Sarbanes-Oxley Act of 2002. Ms. Harlan holds a Bachelor of Arts degree in Government from Skidmore College and a J.D. from Case Western Reserve University School of Law. She has also completed an Executive Education Program at Harvard Business School.

JANET L. MILLER

Age: 65

Director since 2019

Other Current Public

Directorships:

None

Former Public Directorships:

None

Specific qualifications, experience, skills and expertise:

Extensive advisory experience on governance, internal audit, legal and enterprise risk management

Active leader on numerous civic and philanthropic boards

Chief Legal Officer and Corporate Secretary of University Hospitals, since 2001, a nationally ranked health care system headquartered in Cleveland, Ohio, with annual revenues in excess of \$4 billion. As Chief Legal Officer, Ms. Miller is a trusted advisor to the University Hospitals parent organization, as well as its many subsidiaries, on

governance, internal audit, legal and enterprise risk matters. Ms. Miller recently announced her retirement from University Hospitals, which will be effective in May 2019. Prior to joining University Hospitals in 2001, Ms. Miller was a partner in the Cleveland office of Jones Day and also served as the Cleveland Office Administrative Partner for Financial Matters. Ms. Miller received her undergraduate degree in business administration with a focus in accounting from the University of Michigan and a J.D. degree from the University of Notre Dame.

2019 Proxy Statement 15

PROPOSAL 1 ELECTION OF DIRECTORS

JOSEPH A. RUTKOWSKI,
JR.

Age: 64

Director since 2014 Specific qualifications, experience, skills and expertise:

Other Current Public

Directorships: Over 30 years of experience in the steel industry, including 12 years of service as
Insteel Industries, Inc. (since executive vice president of Nucor
2015)

Cenergy Holdings SA (since Expertise in M&A, strategy, and iron and steelmaking technology
2016)

Former Public Directorships:
None

Principal of Winyah Advisors LLC, a management consulting firm, since 2010; former Executive Vice President of Nucor Corporation (“Nucor”), the largest steel producer in the United States, from 1998 to 2010; various previous capacities at Nucor that included: Manager of Melting and Casting at the Nucor steel division from 1991 to 1992; General Manager from 1992 to 1998; Vice President from 1993 to 1998. Mr. Rutkowski holds a Bachelor's of Science in Mechanics and Materials Science from Johns Hopkins University.

ERIC M. RYCHEL

Age: 45

Director since 2016 Specific qualifications, experience, skills and expertise:

Other Current Public

Directorships: As Aleris' Chief Financial Officer since 2014, Mr. Rychel leads all of Aleris' capital structure
None and key initiatives in finance. He provides leadership for the global finance, investor relations
Former Public and IT functions, and also chairs Aleris' risk and benefits committees.

Directorships:
None

Executive Vice President, Chief Financial Officer and Treasurer of Aleris Corporation, a global leader in the manufacture and sale of aluminum rolled products; Senior Vice President and Chief Financial Officer of Aleris Corporation from April 2014 - December 2014; Vice President and Treasurer of Aleris Corporation from 2012 - 2014; Managing Director, Industrials Group at Barclays Capital, Inc. from 2010 - 2012. Mr. Rychel received his Bachelor of Science in Economics degree from Wharton School of the University of Pennsylvania.

MICHAEL D. SIEGAL

Age: 66

Specific qualifications, experience, skills and expertise:

Director since 2014

Other Current Public Directorships: Possesses proven managerial skills with over 30 years of executive experience
Olympic Steel, Inc. (since 1994)

Former Public Directorships: Active leader on numerous civic and philanthropic boards
None

Executive Chairman of the Board of Olympic Steel, Inc., a publicly traded company since 1994, focused on the value-added processing of flat rolled and tubing metal products, since 1984. Chairman and Chief Executive Officer of Olympic Steel (1994 - 2018). Under Mr. Siegal's leadership, Olympic Steel experienced consistent growth and has been transformed from a family-owned steel distributor to a publicly-traded fully-integrated, value added processor

and supply chain manager serving the outsourcing needs of America's largest manufacturers. Olympic Steel has grown from \$35 million to more than \$1 billion in revenues. Mr. Siegal received his Bachelor of Science degree from Miami University.

2019 Proxy Statement 16

PROPOSAL 1 ELECTION OF DIRECTORS

GABRIEL STOLIAR

Age: 64

Specific qualifications, experience, skills and expertise:

Director since 2014

Other Current Public Directorships: Vast experience in and relating to the metals and mining industries Tupy S.A. (since 2009)

Former Public Directorships: Extensive experience serving on various boards of directors
None

Managing Partner of Studio Investimentos, an asset management firm focused on Brazilian equities, since 2009; Chairman of the board of directors of Tupy S.A., a foundry and casting company, since 2009; board of directors of LogZ Logistica Brasil S.A., a ports logistic company, from 2011 to 2018; Chief Financial Officer and Head of Investor Relations and subsequently as Executive Director of Planning and Business Development at Vale S.A., a Brazilian multinational diversified metals and mining company, from 1997 to 2008. Mr. Stoliar holds a Bachelor's of Science in Industrial Engineering from the Universidade Federal do Rio de Janeiro, a post graduate degree in Production Engineering with focus in Industrial Projects and Transportation from the Universidade Federal do Rio de Janeiro and an Executive MBA from PDG-SDE/RJ.

DOUGLAS C. TAYLOR

Age: 54

Director since 2014

Specific qualifications, experience, skills and expertise:

Other Current Public

Directorships:

None

Extensive financial and strategic advisory investment experience, including advising public companies

Former Public Directorships:

Sapphire Industrials Corp. (2008 - 2010)

Lead Director of the Board since August 2014. Former Managing Partner of Casablanca Capital LP, a hedge fund, from 2010-2016; Managing Director at Lazard Freres, a leading financial advisory and asset management firm, from 2002 to 2010; Chief Financial Officer and director at Sapphire Industrials Corp., from 2008 to 2010. Mr. Taylor holds a Bachelor of Arts degree in Economics from McGill University and a Master of Arts degree in International Affairs from Columbia University School of International and Public Affairs.

OWNERSHIP OF EQUITY SECURITIES OF THE COMPANY

OWNERSHIP
OF EQUITY
SECURITIES
OF THE
COMPANY

The following table sets forth the amount and percent of common shares that, as of February 25, 2019 (except as otherwise indicated), are deemed under the rules of the SEC to be “beneficially owned” by each director named in this proxy statement, by our CEO, Chief Financial Officer (the “CFO”) and the other NEOs as identified in the 2018 Summary Compensation Table below by such persons, individually and collectively by the directors named in this proxy statement and the other executive officers as a group, and by any person or “group” (as the term is used in the Exchange Act) known to us as of that date to be a “beneficial owner” of more than five percent or more of the outstanding common shares. None of the shares owned by our directors, director nominees or executive officers are pledged as security.

NAME OF BENEFICIAL OWNER	AMOUNT AND NATURE OF "BENEFICIAL OWNERSHIP" (1)					
	BENEFICIAL OWNERSHIP	INVESTMENT POWER		VOTING POWER		PERCENT OF CLASS (2)
		SOLE	SHARED	SOLE	SHARED	
Directors						
John T. Baldwin	101,727	101,727	—	101,727	—	—
Robert P. Fisher, Jr.	99,160	99,160	—	99,160	—	—
Susan M. Green	74,460	74,460	—	74,460	—	—
M. Ann Harlan	2,493	2,493	—	2,493	—	—
Janet L. Miller	2,493	2,493	—	2,493	—	—
Joseph A. Rutkowski, Jr.	100,803	100,803	—	100,803	—	—
Eric M. Rychel	19,845	19,845	—	19,845	—	—
Michael D. Siegal	90,572	90,572	—	90,572	—	—
Gabriel Stoliar	156,543	156,543	—	156,543	—	—
Douglas C. Taylor	140,658	140,658	—	140,658	—	—
Named Executive Officers						
Lourenco Goncalves	2,070,992	2,070,992	—	2,070,992	—	—
Terry G. Fedor	199,026	199,026	—	199,026	—	—
Maurice D. Harapiak	184,673	184,673	—	184,673	—	—
Clifford T. Smith	225,968	225,968	—	225,968	—	—
Timothy K. Flanagan	113,758	113,758	—	113,758	—	—
All Current Directors and Executive Officers as a group (18 Persons)	3,843,952	3,843,952	—	3,843,952	—	1.32
Other Persons						
The Vanguard Group, Inc. (3) 100 Vanguard Blvd. Malvern, PA 19355	33,358,653	33,003,755	354,898	345,341	40,009	11.48
BlackRock Inc. (4) 55 East 52nd Street New York, NY 10055	20,948,784	20,170,371	—	20,948,784	—	7.21
Ruffer LLP (5) 80 Victoria Street	19,697,928	19,697,928	—	19,697,928	—	6.78

London, SW1E, United
Kingdom

FMR LLC (6)

Abigail P. Johnson
245 Summer Street
Boston, MA 02210

16,547,777

16,547,777—

2,024,123 —

5.69

(1)

Under the rules of the SEC, “beneficial ownership” includes having or sharing with others the power to vote or direct the investment of securities. Accordingly, a person having or sharing the power to vote or direct the investment of securities is deemed to “beneficially own” the securities even if he or she has no right to receive any part of the dividends on or the proceeds from the sale of the securities. Also, because “beneficial ownership” extends to persons, such as co-trustees under a trust, who share power to vote or control the disposition of the securities, the very same securities may be deemed “beneficially owned” by two or more persons shown in the table. Information with respect to “beneficial ownership” shown in the table above is based upon information supplied by our directors, nominees and executive officers and filings made with the SEC or furnished to us by any shareholder.

(2)

Less than one percent, except as otherwise indicated.

(3)

The Vanguard Group, Inc. reported its ownership on Amendment No. 8 to Schedule 13G filed with the SEC on February 11, 2019.

(4)

BlackRock Inc. reported its ownership on Amendment No. 2 to Schedule 13G filed with the SEC on February 4, 2019.

(5)

Ruffer LLP reported its ownership on Schedule 13G filed with the SEC on February 7, 2019.

(6)

FMR LLC and Abigail P. Johnson reported their combined ownership on Schedule 13G filed with the SEC on February 13, 2019.

EQUITY
COMPENSATION
PLAN
INFORMATION

Securities Authorized for Issuance Under Equity Compensation Plans

The following table provides certain information as of December 31, 2018 regarding securities to be issued pursuant to outstanding stock options, restricted stock units and performance-based awards and securities remaining available for issuance under our equity plans. The Cliffs Natural Resources Inc. Amended and Restated 2012 Incentive Equity Plan (the "A&R 2012 Incentive Equity Plan"); the Cliffs Natural Resources Inc. 2015 Equity and Incentive Compensation Plan, as amended (the "2015 Equity Plan"); the Amended and Restated Cliffs Natural Resources Inc. 2015 Equity and Incentive Compensation Plan (the "A&R 2015 Equity Plan"); the Cliffs Natural Resources Inc. 2015 Employee Stock Purchase Plan (the "ESPP"); and the Directors' Plan have been approved by shareholders.

PLAN CATEGORY	NUMBER OF SECURITIES TO BE ISSUED UPON EXERCISE OF OUTSTANDING OPTIONS, WARRANTS AND RIGHTS (a)		WEIGHTED AVERAGE EXERCISE PRICE OF OUTSTANDING OPTIONS WARRANTS AND RIGHTS (b)		NUMBER OF SECURITIES REMAINING AVAILABLE FOR FUTURE ISSUANCE UNDER EQUITY COMPENSATION PLANS (EXCLUDING SECURITIES REFLECTED IN COLUMN (a)) (c)
					(3)
Equity Compensation Plans Approved by Security Holders	8,772,891	(1)	\$11.11	(2)	27,218,652
Equity Compensation Plans Not Approved by Security Holders	—		—		—
Total	8,772,891				27,218,652

(1) Includes the following securities to be issued upon exercise or vesting of:

1,004,508 performance share awards from the 2015 Equity Plan and 1,844,938 performance share awards from the A&R 2015 Equity Plan, which assumes a maximum payout of 200% upon meeting certain performance targets (as a result, this aggregate reported number may overstate actual dilution);

4,694,360 restricted stock units for employees under both employee plans;

563,230 stock options that are vested and exercisable as of December 31, 2018; and

0 shares from the ESPP.

The 2015 Equity Plan and the A&R 2015 Equity Plan use a fungible share pool under which each share issued pursuant to an option or stock appreciation right ("SAR") reduces the number of shares available by one share and each share issued pursuant to awards other than options or SARs reduces the number of shares available by two shares. This aggregated reported number reflects the actual number of shares that would be issued in settlement of these awards, and does not reflect the fungible impact on the 2015 Equity Plan and the A&R 2015 Equity Plan if these awards were earned in total, which impact would be 15,087,612 shares.

(2) Restricted stock units and performance-based awards are not taken into account in the weighted-average exercise price as such awards have no exercise price.

(3) Includes the following securities:

12,949,420 common shares remaining available under the A&R 2015 Equity Plan that may be issued in respect of stock options, SARs, restricted shares, restricted stock units, deferred shares, performance shares, performance units,

retention units and dividends or dividend equivalents;

502,378 common shares remaining available under the Directors' Plan that may be issued in respect of restricted shares, restricted stock units, deferred shares and other awards that may be denominated or payable in, valued by or reference to or based on common shares or factors that may influence the value of the common shares; and 10,000,000 common shares authorized for purchase under the ESPP.

Also, as mentioned above, the A&R 2015 Equity Plan uses a fungible share pool under which each share issued pursuant to an option or SAR reduces the number of shares available by one share, and each share issued pursuant to awards other than options or SARs reduces the number of shares available by two shares. As a result, awards granted from these remaining shares would ultimately count against this number, if and when settled in shares, based on the applicable fungible ratio and, in the case of performance-based awards, based on actual performance.

SECTION 16(a)

BENEFICIAL
OWNERSHIP
REPORTING
COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), requires our directors and officers and persons who own more than 10% of a registered class of our equity securities to file reports of ownership and changes in ownership on Forms 3, 4 and 5 with the SEC. Directors, officers and greater than 10% shareholders are required by SEC regulations to furnish us with copies of all Forms 3, 4 and 5 they file.

Based solely on our review of the copies of such forms we have received, and written representations by such persons, we believe that all of our directors, officers and greater than 10% shareholders complied with all filing requirements applicable to them with respect to transactions in our equity securities during the fiscal year ended December 31, 2018.

2019 Proxy Statement 19

COMPENSATION DISCUSSION AND ANALYSIS

COMPENSATION DISCUSSION AND ANALYSIS

INTRODUCTION

The Compensation Discussion and Analysis (the "CD&A") describes in detail our executive compensation program for 2018 for our named executive officers (the "NEOs") consisting of our principal executive officer, our principal financial officer, and the next three highest paid executive officers employed as of December 31, 2018.

OUR NEOS FOR 2018 ARE:

Lourenco Goncalves	Chairman, President and Chief Executive Officer (the "CEO")
Timothy K. Flanagan (1)	Former Executive Vice President, Chief Financial Officer (the "CFO") For fiscal year 2018 served as our Executive Vice President, United States Iron Ore and effective February 20, 2019, serves as our Executive Vice President, Operations.
Terry G. Fedor	Executive Vice President, Human Resources & Chief Administration Officer
Maurice D. Harapiak	For fiscal year 2018 served as our Executive Vice President, Business Development and effective January 1, 2019, serves as our Executive Vice President & Chief Operating Officer.
Clifford T. Smith	

(1) Cliffs experienced a leadership transition during February 2019 – Mr. Flanagan separated from Cliffs on February 12, 2019 and Mr. Keith A. Koci was appointed Executive Vice President, CFO.

Our CD&A and the related compensation tables and narratives cover five NEOs for 2018 and analyze a variety of compensation decisions and actions. The following discussion focuses primarily on compensation actions taken and decisions made during our 2018 fiscal year, but also may contain information regarding compensation actions taken and decisions made both before and after the fiscal year to the extent that such information enhances the understanding of our executive compensation program. The CD&A includes a description of the principles underlying our executive compensation policies and our most important executive compensation decisions for 2018 and provides analysis of these policies and decisions. The discussion gives context for, and should be read together with, the data presented in the compensation tables, the footnotes and narratives to those tables and the related disclosures appearing elsewhere in this proxy statement.

CD&A TABLE OF CONTENTS

Executive Summary	<u>21</u>
Executive Compensation Philosophy and Core Principles	<u>24</u>
Oversight of Executive Compensation	<u>29</u>
Key Components of Executive Compensation	<u>32</u>
Retirement and Deferred Compensation Benefits	<u>39</u>
Supplementary Compensation Policies	<u>40</u>
Executive Compensation Tables and Narratives	<u>44</u>

COMPENSATION DISCUSSION AND ANALYSIS

EXECUTIVE SUMMARY

Strategic and Financial Performance At-A-Glance

We continued to make remarkable progress in transforming Cliffs by executing our strategic initiatives and achieving outstanding financial results in 2018.

Once again, we delivered real value to our shareholders.

*Amounts for 2015-2017 are as reported in our 2017 Form 10-K, which includes all active operations at that time. See Annex for an explanation of non-GAAP financial measures.

Under the leadership of our Chairman, President and CEO, Lourenco Goncalves, we have:

- ü Focused on our core iron ore mining and pelletizing business;
- ü Provided accelerating profitability growth each year since 2015;
- ü Developed new pellet products to meet ever-evolving market demands;
- ü Maximized profitability by securing sales volume certainty in multiple new supply agreements with steelmakers throughout the Great Lakes region;
- ü Improved operating reliability by making plant improvements;
- ü Secured and extended for a four-year term labor agreements with the USW at four of our Mining and Pelletizing operations;
- ü Retired all tranches of our debt maturing in 2020;
- ü Lead the push toward global environmental stewardship; and

ii Mitigated our costs as we exited the Asia Pacific Iron Ore operations.

2019 Proxy Statement 21

COMPENSATION DISCUSSION AND ANALYSIS

\$1.1 billion	\$2.3 billion	20.6 million
2018 Net Income	2018 Consolidated Revenues	2018 Sales of Pellet Tons
v. \$363 million in 2017	v. \$1.9 billion in 2017	v. 18.7 million in 2017

In 2018, we reached a level of comfort with our financial position to begin a program to return capital to shareholders:

- We first instituted a quarterly dividend of \$0.05 per share, announced in October;

ii In addition, our Board authorized a program to repurchase outstanding common shares, up to a maximum of \$200 million; and

- During 2018, we repurchased 5.4 million common shares at a cost of approximately \$48 million in aggregate, or an average price of approximately \$8.78 per share.

ii In addition to returning capital, we continued in our debt reduction endeavors. In 2018, we redeemed in full all of our outstanding 5.90% 2020 Senior Notes and 4.80% 2020 Senior Notes and purchased certain other outstanding senior notes. The total aggregate principal amount of debt redeemed and purchased, including premiums, during 2018 was \$235 million.

Exit Australia – In January 2018, we announced that we would accelerate the time frame for the planned closure of our Asia Pacific Iron Ore mining operations in Australia. In April 2018, we committed to a course of action leading to the permanent closure of our Asia Pacific Iron Ore mining operations and, as planned, completed our final shipment in June 2018. Factors considered in this decision included increasingly discounted prices for lower-iron-content ore and the quality of our remaining iron ore reserves. During the third quarter of 2018, we completed the sale of all of the assets of our Asia Pacific Iron Ore business through a series of sales to third parties.

Meet New Market Demands – Our full-year 2018 capital expenditures increased to \$296 million, up from \$152 million in 2017. The capital expenditures included the continued development of our hot briquetted iron ("HBI") project, sustaining capital projects and the upgrade at our Northshore Mine. The HBI project and associated upgrade at Northshore continue to progress toward the scheduled completion of mid-2020. The addition of commercial-scale direct-reduced ("DR")-grade pellets and HBI to Cliffs' portfolio will ultimately allow us access to the larger and faster-growing Electric Arc Furnace segment of the U.S. domestic steel industry.

Shareholder Engagement and Say-on-Pay Highlights

Seeking feedback from our shareholders on a regular basis is a critical part of our approach to managing our executive compensation program. Cliffs maintains open communication with the investment community. During 2018, our executive management team attended 25 investor conferences, roundtables, and roadshows. We participated in over 200 in-person meetings where we met with approximately 800 current and potential shareholders. These face-to-face interactions are in addition to the ongoing open and transparent telephonic dialogue we consistently maintain with the investment community. This cadence of shareholder engagement is in addition to the input we receive through our annual advisory vote to approve our NEOs' compensation ("Say-on-Pay") and targeted outreach efforts. In addition to

our regular communication with the investment community, we solicited feedback from our shareholders on topics including company strategy and performance, safety, governance and executive compensation. We specifically reached out to our top 25 shareholders representing approximately 55% of our total ownership. We engaged with eight of those shareholders representing 25% of our outstanding shares. The feedback from this shareholder engagement effort indicated that our overall compensation program design is generally supported by our shareholders. As described further below, we have acted on what we have heard from shareholders. We will continue to communicate with shareholders and refine our executive compensation programs.

2019 Proxy Statement 22

COMPENSATION DISCUSSION AND ANALYSIS

The Compensation Committee also considers advice from its independent consultant and feedback from the proxy advisory firms, and reviews the executive compensation program to ensure alignment with our shareholders' interests, strategic goals, and current market practices. To this end, we have made enhancements to our program over the years, including increased emphasis on performance-based pay. Other examples of adjustments to our compensation practices and policies are:

- No special or one-time equity awards granted to any of the NEOs. The Compensation Committee agreed that these types of awards will not be granted except for under unusual circumstances;

- Increased the portion of the annual incentive program based on a financial performance metric. Beginning in 2019, the annual incentive program will be based 50% on financial performance, 10% on safety scorecard and 40% on strategic initiatives; and

- We have improved annual incentive program disclosures. We have improved our discussion of how and why we set our annual performance measures and levels of performance with emphasis on robust strategic initiative disclosure.

Our ongoing, open dialogue with our shareholders helps ensure that the Board and management regularly take the pulse of investor perspectives. We believe that our shareholders are supportive of the objectives of our program but desire greater transparency in our description of how targets are set and evaluated, which we have done below. When we introduced strategic initiatives to our annual incentive plan, we faced an iron ore and coal pricing environment that bankrupted some of our competitors. In this difficult environment where we were shedding assets to stabilize our balance sheet, we introduced strategic initiatives and reduced our reliance on components that were materially subject to changes outside our control. By focusing on a balance of financial measures and strategic initiatives we have stabilized Cliffs and delivered outstanding performance. Beginning in 2019, we have begun reducing the portion of the annual incentive program dependent on strategic initiatives.

2018 Executive Compensation Highlights

Like many companies, during 2018, the Board rotated Committee assignments. As part of that process, we now have a Compensation Committee consisting of Mr. Douglas Taylor (Chairman), Mr. John Baldwin, Mr. Eric Rychel and Mr. Gabriel Stoliar. One focus for us as we constructed new committee memberships was to enhance oversight of our incentive plans and their performance metrics by including members on the Compensation Committee who also serve on the Audit Committee. We believe this step will be a favored practice by our shareholders.

Our executive compensation programs are designed to:

- Support the execution of our business strategy and long-term financial objectives;
- Attract, motivate and retain highly talented executives who will promote the short- and long-term growth of Cliffs;
- Create shareholder value and returns to align the long-term interests of our NEOs with those of our shareholders; and
- Reward executives for contributions at a level reflecting Cliffs' performance as well as their individual performance.

Our executive compensation elements at-a-glance:

Base Salary

Our NEOs' base salaries are based on their roles and responsibilities, experience, performance and expected future contribution, and any retention considerations

Annual Incentive Program

Our NEOs participate in the annual incentive program, which provides at-risk compensation that rewards NEOs for performance achieved against pre-determined annual goals

Long-Term Incentive Program

Our NEOs receive long-term incentives that are designed to promote long-term performance by and retention of our executives, and to align compensation with the investment outcomes for our shareholders

Retirement Benefits

Our NEOs receive contributions to Supplemental Executive Retirement Plan, matching contributions to the Non-Qualified Deferred Compensation Plan, Pension Plan, & 401(k)

COMPENSATION DISCUSSION AND ANALYSIS

2018 Performance Metric Results:

2018 Annual Incentive Program – Awards paid out at 200% of target, reflecting the results for the three metrics utilized by the Compensation Committee: Adjusted Earnings Before Interest, Taxes, Depreciation and Amortization ("Adjusted EBITDA"), a description of which is provided in the Annex, safety and strategic initiatives; and 2016-2018 Long-Term Incentive Program – In January 2019, the Compensation Committee determined that, for the three-year performance period ended December 31, 2018, we achieved relative total shareholder return ("TSR") performance above maximum goal (100th percentile) compared to our comparator group and 2018 Adjusted EBITDA above maximum goal, resulting in a payout level of 200% for performance-based cash awards.

EXECUTIVE COMPENSATION PHILOSOPHY AND CORE PRINCIPLES

The Compensation Committee designed our executive compensation program to help attract, motivate, reward and retain high-performing executives. The goal was to align pay with Cliffs' performance in the short-term through variable cash compensation based on measures of financial performance and operational and strategic excellence and over the long-term through stock-based and cash-based incentives. Our compensation philosophy was to place a significant portion of compensation at risk based on our performance and increase the portion of compensation that is at risk as the responsibility level of the individual increases, consistent with market practices.

Our guiding compensation principles, as established by the Compensation Committee for 2018, were as follows:

- Align short-term and long-term incentives with results delivered to shareholders;
- Be transparent, ensure that executives and shareholders understand our executive compensation programs, including the objectives, mechanics, and compensation levels and opportunities provided;
- Design an incentive plan that focuses on performance objectives tied to our business plan (including profitability-related and cost control objectives), relative performance objectives tied to market conditions (including relative TSR, measured by share price appreciation plus dividends, if any) and performance against other key objectives tied to our business strategy (including safety, reduced debt, and decreased overall spending);
- Provide competitive fixed compensation elements over the short-term (base salary) and long-term (equity and retirement benefits) to encourage long-term retention of our key executives; and
- Continue to structure programs as in prior years to align with corporate governance best practices (such as not providing "gross-ups" related to change in control payments, using "double-trigger" vesting in connection with a change in control for equity awards, using Share Ownership Guidelines and maintaining a clawback policy related to incentive compensation for our executive officers).

Pay for Performance Compensation Mix

Pay for performance is a key feature in Cliffs' compensation philosophy. An essential principle of our compensation program is to tie compensation to the achievement of specific financial and performance goals that further our business strategies and reward actual performance. As such, a significant portion of our NEOs' compensation is conditioned on the achievement of challenging performance goals and, therefore, is at risk. The Company uses a three-year performance measurement period for all awards other than those under the annual incentive program to emphasize performance over a longer period of time and to mitigate compensation risk.

The variable pay at-risk components include the annual incentive (cash-based) awards, tied to the achievement of short-term performance goals, and long-term incentive (cash and equity-based) awards, that are dependent upon long-term corporate performance and relative TSR. The largest portion of variable pay is our long-term incentives awards. In fact, 61% of our CEO's, and 51% on average of our other NEOs', target total direct compensation is long-term.

COMPENSATION DISCUSSION AND ANALYSIS

2018 AT-RISK COMPENSATION

	WHY WE PAY THIS ELEMENT	KEY CHARACTERISTICS
ANNUAL INCENTIVE PROGRAM: CASH	<ul style="list-style-type: none"> ü Motivate and reward executives for performance on key strategic, operational and financial measures during the year. 	<ul style="list-style-type: none"> ü Earned annual cash incentive based on achieving Adjusted EBITDA, Safety and Strategic Initiatives. ü The EMPI Plan included a minimum Adjusted EBITDA condition, which means the annual cash incentive would not be paid if our Adjusted EBITDA had been less than \$100 million.
PERFORMANCE CASH AND SHARES	<ul style="list-style-type: none"> ü Motivate and reward executives for performance on key long-term performance metrics. ü Align the interests of executives with long-term shareholder value. ü Retain executives. 	<ul style="list-style-type: none"> ü The cash and shares are earned based on achieving relative TSR, as compared to comparator companies' returns in the metals and mining industry.
RESTRICTED STOCK UNITS	<ul style="list-style-type: none"> ü Align the interests of executives with long-term shareholder value. ü Retain executives. 	<ul style="list-style-type: none"> ü Generally earned based on continued employment over a period of three years.

As illustrated in the charts below, 87% of our CEO's, and 76% on average, of our other NEOs', target total direct compensation for 2018, was at-risk compensation. For the 2018 fiscal year, the pay mix at target for the CEO and other NEOs is displayed below.

	ANNUAL TARGET		LONG-TERM INCENTIVE GRANT			RESTRICTED STOCK UNITS (#)	TOTAL TARGET COMPENSATION OPPORTUNITIES (\$)
	BASE SALARY (\$)	ANNUAL INCENTIVE (\$)	ESTIMATED TARGET VALUE (\$) ⁽¹⁾	TARGET PERFORMANCE CASH (\$)	TARGET PERFORMANCE SHARES (#)		
Goncalves	1,350,000	2,700,000	6,612,554	1,836,000	245,455	245,455	10,662,554
Flanagan	412,000	412,000	882,903	245,140	32,773	32,773	1,706,903
Harapiak	426,000	426,000	912,892	253,470	33,886	33,886	1,764,892
Fedor	426,000	426,000	912,892	253,470	33,886	33,886	1,764,892
Smith	426,000	426,000	912,892	253,470	33,886	33,886	1,764,892

(1)

Estimated target value is determined in accordance with FASB ASC 718 and is consistent with the equity values shown in the 2018 Summary Compensation Table.

COMPENSATION DISCUSSION AND ANALYSIS

Key Incentive Features of Our Compensation Program for 2018

At the direction of our Compensation Committee, we reward for the achievement of performance and align compensation with shareholder return. Our approach to 2018 compensation was to provide our NEOs with a mix of both fixed and variable short-term and long-term compensation that was intended to incentivize and retain our NEOs. Our variable compensation programs were designed to align compensation with short-term and long-term performance of the Company and the NEOs. Our annual incentive program tied payouts to the achievement of absolute performance results in the short-term. Our long-term equity incentive program tied payouts to our relative share price performance as compared to other metals and mining companies over the long-term (typically, three-year performance periods) and also provided retention incentives in the form of service-based restricted stock units. More specifically:

Annual Incentive Program: We again selected Adjusted EBITDA and safety as the performance metrics for the Executive Management Performance Incentive Plan (the "EMPI Plan") for our NEOs for 2018. In addition, we incorporated the following features:

Strategic initiatives:

Advancing the HBI Project on schedule and within budget;

Advancing the Northshore Low Silica Project on schedule and within budget;

Protecting and enhancing Cliffs' competitive position in the U.S. iron ore market;

Effectively managing Cliffs' Australian assets to best economic outcome for the Company;

Resigning as managing agent of Hibbing Taconite Company Joint Venture; and

Other initiatives the Compensation Committee deemed significant to advance the Company. Additional discussion about these goals and achievements can be found in this CD&A section under the "Analysis of 2018 Compensation Decisions - Annual Incentive Program".

The Compensation Committee established weightings of 40% financial, 10% safety and 50% strategic initiative goals; We included a minimum Adjusted EBITDA condition in our EMPI Plan for 2018, which means that no annual cash incentives would be payable under our EMPI Plan if our Adjusted EBITDA was less than \$100 million; and The Compensation Committee was permitted (solely by exercising negative discretion) to set the final EMPI Plan payout based on its evaluation of an individual's performance for 2018.

Long-Term Incentive Program: We granted long-term performance cash and performance shares opportunities that are tied to our relative TSR performance against the SPDR S&P Metals and Mining Exchange Traded Fund over a three-year performance period. We chose relative TSR as the sole metric for our performance cash and share program. In addition, we granted service-based restricted stock units that vest at the end of a three-year period.

COMPENSATION DISCUSSION AND ANALYSIS

Governance Practices

The Compensation Committee and management review the compensation and benefits programs for our NEOs to align them with our philosophy and objectives. Accordingly, the Company has adopted the following key policies and practices over the last several years in response to evolving good governance practices in executive compensation and changes in our business and industry:

WHAT WE DO...

- ü Provide a considerable proportion of NEO compensation in the form of performance-based compensation
- ü Use double-trigger vesting in connection with a change in control with respect to our long-term equity awards
- ü Maintain an incentive compensation clawback policy
- ü Include caps on individual payouts in incentive plans
- ü Conduct an annual Say-on-Pay advisory vote
- ü Set significant share ownership guidelines for our NEOs
- ü Retain an independent executive compensation consultant to advise the Compensation Committee
- ü Conduct annual compensation-related risk reviews
- ü Maintain an insider trading policy that prohibits any officer from pledging Cliffs securities

WHAT WE DON'T DO...

- X No employment agreements for executive officers
- X No highly leveraged incentive plans that encourage excess risk taking
- X No tax "gross-ups" on change in control payments related to excise taxes and cash paid in lieu of health and welfare benefits
- X No service credits for prior employment related to the supplemental retirement plan benefit for all future hires
- X No repricing or backdating of stock options

COMPENSATION DISCUSSION AND ANALYSIS

Compensation Setting Process

The Compensation Committee uses a multi-step process for setting compensation levels and opportunities and validating our pay targets. The table below describes and summarizes the analyses involved in this process:

PROCESS STEP / ANALYSIS	RESPONSIBILITY	PURPOSE	CONDUCTED
REVIEW OF ANNUAL AND LONG-TERM INCENTIVE PROGRAMS	Compensation Committee	Aligning incentive compensation with business plans	December – February
	Executive Management		
	Board of Directors		
INDIVIDUAL PERFORMANCE ASSESSMENTS	Compensation Committee	Evaluating individual performance of CEO and Executive Management	December – February
	Executive Management		
COMPANY ACHIEVEMENT OF PERFORMANCE GOALS	Compensation Committee	Determining award payments based on Company performance in completed performance periods	January – February
	Executive Management		
ASSESSMENT OF COMPENSATION RISK PROGRAMS	Compensation Committee	Determining if risks related to the Company's incentive compensation plans are appropriately mitigated such that there is no reasonable likelihood of a material adverse impact to the Company	October
	Executive Management		
ADDRESS MARKET TRENDS	Compensation Committee	Developing a strategy to respond to trends in line with our business goals and provide evidence to inform decision making	October
	Executive Management		
YEAR-TO-DATE PERFORMANCE REVIEW OF ANNUAL AND LONG-TERM INCENTIVE PLANS	Compensation Committee	Evaluating the performance of the incentive programs that were established in February	Ongoing
	Executive Management		
SHAREHOLDER OUTREACH	Board of Directors	Obtaining shareholder feedback on concerns and questions relating to compensation program design and performance	Ongoing
	Executive Management		
			Ongoing

SHARE OWNERSHIP REQUIREMENTS	Compensation Committee	To ensure that Executive Management have a meaningful direct ownership stake in Cliffs and that the interest of executives are aligned with shareholders
---------------------------------	---------------------------	--

During the first quarter of the year, the Compensation Committee reviews the Company's year-end financial results and, based on its evaluation of Cliffs' achievement of the predefined financial goals and objectives, determines the amount to which awards at the end of the previous year are payable. Also during the first quarter of each fiscal year, the Compensation Committee authorizes compensation programs for the current year and establishes specific financial performance goals for relevant performance periods.

2018 Say-on-Pay Results and Board Responsiveness to Shareholder Feedback

We engage in a robust outreach to understand our shareholder's views and concerns regarding executive compensation. Each year, we consider the result of the Say-on-Pay vote cast by our shareholders. We are committed to ensuring that our investors fully understand our executive compensation programs, including how they align the interests of our executives with those of our shareholders and how they reward the achievement of our strategic objectives. At our 2018 Annual Meeting, approximately 32% of our voting shareholders voted in favor of our Say-on-Pay proposal. Seeking feedback from our shareholders on a regular basis is a critical part of our approach to managing our executive compensation program. As discussed above, we maintain open communication with the investment community. During 2018, our executive management team attended 25 investor conferences, roundtables, and roadshows. We participated in over 200 in-person meetings where we met with approximately 800 current and potential shareholders. These face-to-face interactions are in addition to the ongoing open and transparent telephonic dialogue we consistently maintain with the investment community. This cadence of shareholder engagement is in addition to the input we receive through our annual Say-on-Pay vote and targeted outreach efforts. In 2018 we specifically engaged in a robust process to solicit feedback to better understand our shareholders' concerns around executive compensation. We reached out to our top 25 shareholders representing approximately 55% of our outstanding shares to discuss compensation matters. We engaged with eight of those shareholders representing 25% of our outstanding shares. Senior management members of our human resources, investor relations and legal teams participated in the outreach, utilizing an interview and discussion format during which management answered shareholders' questions and provided rationale and context for the development and evaluation of certain metrics relating to our compensation plans. The Compensation Committee, with assistance from management and its independent compensation consultant, considered the opinions heard during these meetings and reviewed the results of the meetings with the full Board. During 2018 and into the first quarter of 2019 we heard some very specific comments from our shareholders. The following chart summarizes what we heard and how we responded.

COMPENSATION DISCUSSION AND ANALYSIS

WHAT WE HEARD...

Shareholders appreciated the outreach and improvements we've made to the CD&A.

Shareholders were critical of our past discussion of strategic initiatives in the CD&A. While they understood why we chose strategic initiatives, they wanted more information on how each of them is evaluated. There was concern that our strategic initiatives create the appearance of discretion.

Shareholders were complimentary of our outstanding shareholder returns. While there was concern regarding how to evaluate our strategic initiatives, shareholders understood that they were an important reason shareholder returns have been so strong.

Shareholders discouraged us from making one-time equity grants.

HOW WE RESPONDED...

We will continue to ask for input and improve the CD&A.

We have significantly expanded our discussion of our strategic initiatives.
 Beginning in 2019 we have reduced the portion of the annual incentive based on strategic initiatives.

We continue to emphasize strategic initiatives and compensate management for achieving and exceeding them.

We have taken into consideration our shareholder's concerns about our strategic initiatives by ensuring that the Compensation Committee establishes robust evaluation processes.
 Strategic initiatives by their very nature are somewhat qualitative. However, certain of our strategic initiatives are so material to our future success (such as the HBI project) that they must be considered when evaluating the compensation of our executives.

The Compensation Committee believes that paying our executives for a combination of annual financial performance and strategic initiatives has delivered outstanding one- and three-year shareholder returns and is critical to the Company's future.

We discussed with shareholders the reasoning behind the 2017 grants and agree that similar grants should not be repeated.

We have committed that we will no longer make one-time equity grants except for under unusual circumstances.

OVERSIGHT OF EXECUTIVE COMPENSATION

The Role of the Compensation Committee

The Compensation Committee establishes and administers our executive compensation program, including compensation for our NEOs. The specific responsibilities of the Compensation Committee related to executive compensation include:

Oversight of Compensation Policies and Programs

- Oversee development and implementation of Cliffs' compensation policies and programs for executive officers;
- Ensure that the criteria for awards under the EMPI Plan and the A&R 2015 Equity Plan (or its successors) are appropriately related to Cliffs' strategic plan and operating performance objectives; and
- Make recommendations to the Board with respect to the approval, adoption and amendment of all cash- and equity-based incentive compensation plans in which any executive officer of Cliffs participates.

Review of Executive Officer Performance and Approval of Compensation

- At least annually, evaluate the performance of the executive officers and determine and approve such executive officers' compensation levels, except for the CEO;
- Approve the compensation level of the CEO, subject to ratification by the independent members of the Board;
-

Determine and measure achievement of corporate and individual goals and objectives for the executive officers under our incentive compensation plans; and

• Approve equity-based awards granted to employees.

Review of Employment and Severance Plans; Assistance in Succession Planning; Review of Candidates

• Review and recommend to the Board candidates for election as executive officers, and review and approve offers of employment with such officers;

• Review and approve severance or retention plans and any severance or other termination payments proposed to be made to executive officers; and

• Assist the Board with respect to management development and succession planning.

The Role of the Executive Officers

The following describes the role of the executive officers in 2018 in the compensation process:

• Proposed performance measures and levels for our annual and long-term incentive programs after reviewing our operational forecasts,

2019 Proxy Statement 29

COMPENSATION DISCUSSION AND ANALYSIS

key economic indicators affecting our businesses, historical performance, recent trends and our strategic plans; Proposed performance measures that they believed to be most important and meaningful to the achievement of our strategic goals; and

Proposed what they believed to be the appropriate weighting for each factor in the calculation of overall incentive awards and threshold, target and maximum payout levels appropriate for each of the performance measures we chose. The Compensation Committee, with the advice of its independent executive compensation consultant described below, reviews the proposed performance measures and weightings each December. At subsequent meetings in January and February, the Compensation Committee reviews and approves threshold, target and maximum payout levels and makes the final determination of what performance measures, weightings and payout levels will be used for each type of incentive award. The Compensation Committee often directs members of management to work with its independent executive compensation consultant to provide information and otherwise help with the consultant's analyses. However, the Compensation Committee does not delegate any of its decision making authority to executive officers or other members of management.

The Role of the Executive Compensation Consultant

The Compensation Committee initially engaged Pearl Meyer as its independent executive compensation consultant in 2014 and reviews the engagement on an annual basis. The executive compensation consultant reported directly to the Compensation Committee on all work assignments from the Compensation Committee. The Compensation Committee retained the executive compensation consultant directly, although in carrying out its assignments, the executive compensation consultant also interacted with management when necessary and appropriate. Specifically, members of management interacted with the executive compensation consultant to provide compensation and performance data for individual executives and the Company. In addition, the executive compensation consultant, in its discretion, sought input and feedback from our CEO and other members of management regarding its work product prior to presenting such work product to the Compensation Committee to confirm the work product's alignment with our business strategy, determine what additional data needed to be gathered, or identify other issues.

The executive compensation consultant's work for the Compensation Committee with respect to 2018 compensation decisions included:

Commenting on the competitiveness of our executive compensation programs;

- Providing information about market trends in executive pay practices;

Advising on compensation program design and structure;

Reviewing the relationship between executive compensation and Company performance;

Assisting in the preparation of our proxy statement; and

Identified a mining industry and general industry comparator group to use to assess the appropriateness and competitiveness of our executive compensation programs.

The Independence of the Executive Compensation Consultant

The Compensation Committee with respect to Pearl Meyer concluded that its compensation consultant is independent and does not have a conflict of interest in its engagement by the Compensation Committee. In reaching this conclusion, the Compensation Committee considered the following factors confirmed to the Compensation Committee by the executive compensation consultant:

The executive compensation consultant provides no other services to the Company (it provides only executive and director compensation advisory services to the Compensation Committee and Governance Committee, respectively);

The executive compensation consultant maintains a conflicts policy to prevent a conflict of interest or other independence issues;

None of the individuals on the executive compensation consultant's team assigned to the engagement has any business or personal relationship with members of the Compensation Committee outside of the engagement;

Neither the individuals on the executive compensation consultant's team assigned to the engagement, nor to our knowledge the executive compensation firm, has any business or personal relationship with any of our executive officers outside of the engagement;

•

None of the individuals on the executive compensation consultant's team assigned to the engagement maintains any direct individual position in our shares;

The executive compensation consultant has regular discussions with only the members of the Compensation Committee (or select members of the Compensation Committee) present and when it interacts with management, it is at the Compensation Committee chair's request and/or with the chair's knowledge and approval;

None of the individuals on the executive compensation consultant's team assigned to the engagement has provided any gifts, benefits, or donations to us, nor have they received any gifts, benefits, or donations from us; and

The executive compensation consultant is bound by strict confidentiality and information sharing protocols.

2019 Proxy Statement 30

COMPENSATION DISCUSSION AND ANALYSIS

Compensation Comparator Group Review

When making decisions regarding the compensation of our NEOs, the Compensation Committee considers information from a variety of sources and survey data, as well as detailed proxy analysis of the executive compensation among the members of our comparator group.

The Compensation Committee, with assistance from Pearl Meyer, regularly evaluates the structure of the comparator group based upon the Company business profile. Pearl Meyer, at the direction of our Compensation Committee, utilized a wide range of industries and financial criteria to select publicly-traded companies in the steel, gold, fertilizers and agricultural chemicals, commodity/specialty chemicals, construction materials and diversified metals and mining industries with comparable pay models, revenues and company market capitalization values.

Our 2018 compensation comparator group, identical to that used for 2017, is comprised of 17 companies. Our compensation comparator group was selected in 2017 using criteria including: sales size range of approximately 0.50 to 2.0 times that of Cliffs and with a market value range of approximately 0.25 to 4.0 times that of Cliffs at that point in time. Our 2018 compensation comparator group consists of the following companies:

COMPANY NAME	APPLICABLE FYE	REVENUES (\$MMs)	MARKET CAP. (\$MMs)	INDUSTRY
Agnico Eagle Mines Limited	12/31/2017	2,243	10,630	Gold
AK Steel Holding Corporation	12/31/2017	6,081	1,782	Steel
Allegheny Technologies Incorporated	12/31/2017	3,525	2,628	Steel
Carpenter Technology Corporation	6/30/2018	2,158	2,467	Steel
CF Industries Holdings, Inc.	12/31/2017	4,130	9,923	Fertilizers and Agricultural Chemicals
Commercial Metals Company	8/31/2018	4,644	2,528	Steel
Compass Minerals International, Inc.	12/31/2017	1,364	2,444	Diversified Metals and Mining
Ferro Corporation	12/31/2017	1,397	1,978	Specialty Chemicals
FMC Corporation	12/31/2017	2,879	12,709	Fertilizers and Agricultural Chemicals
Goldcorp Inc.	12/31/2017	3,423	11,057	Gold
Kinross Gold Corporation	12/31/2017	3,303	5,376	Gold
Schnitzer Steel Industries, Inc.	8/31/2018	2,365	688	Steel
Scotts Miracle-Gro Company	9/30/2018	2,663	4,364	Fertilizers and Agricultural Chemicals
Tronox Limited	12/31/2017	1,698	2,453	Commodity Chemicals
U.S. Concrete, Inc.	12/31/2017	1,336	1,326	Construction Materials
Vulcan Materials Company	12/31/2017	3,890	16,981	Construction Materials
Worthington Industries	5/31/2018	3,582	2,908	Steel
25 th Percentile		2,158	2,444	
Median		2,879	2,628	
75 th Percentile		3,582	9,923	
CLEVELAND-CLIFFS INC.	12/31/2018	2,332	2,250	STEEL

KEY COMPONENTS OF EXECUTIVE COMPENSATION

The NEOs' compensation program consists of three primary elements: base salary, annual incentive, and long-term incentive. Our compensation components are detailed below:

	BASE SALARY	ANNUAL INCENTIVE	LONG-TERM INCENTIVE		RESTRICTED STOCK UNITS
			PERFORMANCE CASH	PERFORMANCE SHARES	
Primary Objective	Attraction and retention	Motivate the achievement of short-term strategic and financial objectives	Attraction and retention as well as promotion of long-term strategic and financial objectives		
Who Receives	All NEOs		All NEOs		
Timing	Reviewed annually	Granted annually and paid in February of the following year	Granted annually		
Form of Delivery	Cash		Cash	Shares	
Performance Type	Short-term emphasis		Long-term emphasis		
Performance Period	Ongoing	1 year	3 years		
How Payout Is Determined	Compensation Committee judgment, with CEO input	Formulaic and Compensation Committee judgment	Formulaic, approved by Compensation Committee		Continued employment with Cliffs
Performance Measures	N/A	Company and individual performance factors	Relative TSR		N/A

Analysis of 2018 Compensation Decisions

Base Salary

The Compensation Committee annually reviews and approves the base salaries for the CEO and other executives, including the NEOs. In making a determination of the appropriate level of an executive's base salary, the Compensation Committee considers a number of factors, including:

- Range, scope and complexity of each NEO's role;
- Comparability with the external (market median) and internal marketplace (roles of similar responsibilities, experience and organizational impact);
- Individual performance;
- Tenure and experience; and
- Retention considerations.

In 2018, the Compensation Committee reviewed the base salaries of the NEOs and, determined the following: (1) the NEOs each received a merit increase of approximately 3%, which increase was consistent with the merit increases generally applied to the salaried employees of the Company and (2) Mr. Harapiak's merit increase of an additional 3.5% was primarily implemented to acknowledge his added responsibilities as Chief Administration Officer. The following are the 2018 base salaries for the NEOs:

	ANNUALIZED BASE SALARY		
	2017 (\$)	2018 (\$)	INCREASE (%)
Goncalves	1,300,000	1,350,000	3.8
Flanagan	400,000	412,000	3.0
Harapiak	400,000	426,000	6.5

Fedor	414,000	426,000	2.9
Smith	414,000	426,000	2.9

2019 Proxy Statement 32

COMPENSATION DISCUSSION AND ANALYSIS

Annual Incentive Program

Our EMPI Plan provides an opportunity for our NEOs to earn an annual cash incentive based on our financial performance relative to business plans and thereby align actual pay results with the short-term business performance of the Company. Target annual incentives generally are positioned at or above market median; thus, when combined with salaries generally at median, the total target cash compensation opportunity for our NEOs generally is positioned at or above market median on average, which approach is needed to attract and retain talent in a competitive job market. The positioning of individual NEOs may vary from this general target based on the factors described above. The EMPI Plan award payout is calculated as follows:

Base Salary (\$) X Target Award Level (%) X 2018 Funding (%) = EMPI Award (\$)

2018 EMPI Plan Award Opportunities. In February 2018, the Compensation Committee established a threshold, target and maximum EMPI Plan opportunity, expressed as a percentage of base salary, for each NEO. Actual incentive payouts below maximum funding levels were determined under a weighted scoring system, with the scoring of each performance metric expressed as a percentage of the maximum payout, subject to Compensation Committee negative discretion. Additionally, the Compensation Committee increased the target award level percent for our Vice Presidents and Executive Vice Presidents to reduce the compression between the position levels.

EMPI Plan award opportunities (expressed as a percentage of base salary) approved for each of the NEOs in February 2018 were as follows:

EMPI PLAN AWARD OPPORTUNITIES

	2018 BASE SALARY	THRESHOLD	TARGET	MAXIMUM
Goncalves	1,350,000	100%	200%	400%
Flanagan	412,000	50%	100%	200%
Harapiak	426,000	50%	100%	200%
Fedor	426,000	50%	100%	200%
Smith	426,000	50%	100%	200%

2018 EMPI Plan Underlying Performance Measures. The EMPI Plan uses an underlying performance scorecard with performance standards that are related to Cliffs' strategic initiatives, financial metrics and safety for 2018. Cliffs believes that a significant portion of our NEOs' potential compensation should be dependent on our business results as well as our NEOs' successful leadership.

2018 EMPI Plan Target Setting and 2018 Results. Performance targets and ranges under the EMPI Plan were established and approved by the Compensation Committee in the first quarter of 2018, taking into consideration management's financial plans for the current year. Both performance elements other than the strategic initiatives were assigned a minimum threshold level, a target level and a maximum level, representing attainment of 25%, 50% and 100%, respectively, of the EMPI Plan maximum award opportunities associated with those elements. The Compensation Committee set the EMPI metrics for 2018 so that the relative difficulty of achieving the target level is expected to be consistent from year to year. The objective is to establish target goals in any given year that are challenging yet achievable, with a much higher level of difficulty to achieve performance that generates the maximum payout. For performance below the minimum threshold performance requirement for each metric, funding would be zero percent for that factor.

COMPENSATION DISCUSSION AND ANALYSIS

As a top level performance metric, the EMPI Plan included a minimum Adjusted EBITDA condition, which meant that no amounts were payable if our Adjusted EBITDA had been less than \$100 million. The specific elements, respective weightings and funding results for the underlying metrics were as follows:

2018 EMPI

EMPI PLAN PERFORMANCE METRIC	THRESHOLD	TARGET	MAXIMUM	WEIGHTING	2018 ACTUAL	2018 FUNDING (%)
	50%	100%	200%	(%)		
Adjusted EBITDA (USD \$ in millions)	\$400	\$500	\$600	40.0	\$766.1	80.00
Safety Scorecard	150-175	176-249	250+	10.0	272.5	20.00
Strategic Initiatives:	----	----	----	50.0	----	100.00

Advancing the HBI Project on schedule and within budget

Advancing the Northshore Low Silica Project on schedule and within budget

Protecting and enhancing Cliffs' competitive position in the U.S. iron market

Effectively manage Cliffs' Australian assets to best economic outcome for the Company

Resigning as managing agent of Hibbing Taconite Joint Venture

Any initiatives the Compensation Committee deems significant to advancing the Company

Total 100.0 200.00

The Compensation Committee established specific goals for 2018 covering financial, safety and strategic performance metrics. The Compensation Committee established weightings of 40% financial, 10% safety and 50% strategic initiatives. Each quarter, the Compensation Committee reviewed the interim status of our performance against the metrics. Although the Compensation Committee retained the discretion (below an initial funding level) to increase or decrease any projected payout based on both the financial and operational performance and progress on overall operational and strategic initiatives, the Compensation Committee chose not to exercise negative discretion and the 2018 EMPI payouts were weighted as originally established.

Cliffs delivered above maximum Adjusted EBITDA performance while operating in a safe manner. The safety scorecard implements a plan to give credit for compliance and proactive initiatives. The safety scorecard assigns points and measures specific criteria regarding total reportable incident rates (including number of injuries), proactive initiatives, and sustaining safety performance at our mining operations. Cliffs' safety performance for 2018 met the maximum metric.

Adjusted EBITDA

The Compensation Committee continued to utilize Adjusted EBITDA as a performance metric. The Compensation Committee believes that Adjusted EBITDA is the proper financial metric to assess its operating performance, it also provides the most accurate measure of on-going core operating results and to evaluate comparative results period over period. Cliffs reported 2018 Adjusted EBITDA of \$766 million. This represented a 52% increase from 2017 reported Adjusted EBITDA of \$505 million, and more than double 2016 reported Adjusted EBITDA of \$374 million. When setting the Adjusted EBITDA target, the Compensation Committee considers the company's profitability drivers, most notably its average selling prices, cash costs, and sales volumes; as well as expected commodity prices, including those for iron ore, domestic hot-rolled coil steel, and pellet premiums. These factors are rigorously discussed, debated, and agreed upon by the Compensation Committee before setting the final target. See the Annex for an explanation of

our non-GAAP financial measures.

Safety Scorecard

The health and safety scorecard measures specific criteria and assigns points regarding incident rates, proactive initiatives, and sustaining safety performance and permission to operate (which incorporates safety and industrial hygiene) at all Cliffs operations. Sustainability is core to our business and health and safety is one of its cornerstones. Cliffs' initiatives to protect the health and safety of its employees, driving down costs for injury and illness treatment and time away from work, and controlling operational costs through careful planning and design for safety, are reflected in the health and safety scorecard.

For 2018, all Cliffs' sites met or exceeded their incident rate goals. As a result, we achieved our best overall incident rates in over 10 years. The 2018 record health and safety performance was achieved while in full production and with a major construction project underway at our Mining and Pelletizing mine sites. Along with the Mining and Pelletizing production, construction activity is increasing at our HBI facility in Toledo, Ohio. Our Total Recordable Incident Rate ("TRIR") of 1.20 is 55% of the industry standard of 2.20, the greatest Cliffs has experienced in years.

2019 Proxy Statement 34

COMPENSATION DISCUSSION AND ANALYSIS

Our 2018 health and safety performance is summarized below:

	2018 RATES	COMPARED TO 2017
TRIR (1)	1.20	9% decrease (1.32 in 2017); historically lowest in over 10 years
LOST TIME INJURY RATE	0.42	17% increase (0.36 in 2017)
LOST TIME INCIDENTS	17 (14 employees and 3 contractors)	16 in 2017 (15 employees and 1 contractor)
LOST DAY SEVERITY RATE (2)	6.38	10% decrease (7.12 in 2017)
LOST DAYS	413 (210 employees and 203 contractors)	295 in 2017 (276 employees and 19 contractors)

(1)

Calculated by multiplying the number of recordable cases by 200,000, and then dividing that number by the number of labor hours worked.

(2)

Lost Day Severity Rate does not include contractors.

Cliffs' safety performance for 2018 earned the metric maximum by exceeding its TRIR reduction target. This demonstrates the focus by all hourly and salaried employees on safe production while also delivering above target Adjusted EBITDA performance.

Strategic Initiatives

In 2018, the Compensation Committee continued to incorporate strategic initiatives into the annual incentive program. Since 2016, the Compensation Committee has incorporated strategic performance measures into the EMPI Plan to reward management for continuing to focus on the long-term health of the business.

The strategic initiatives are chosen by the Compensation Committee with the purpose of aligning management's interests with those of our long-term shareholders, while maintaining a focus on short-term progress toward achieving our strategic goals. The Compensation Committee believes that these strategic initiatives are important to the long-term value of shareholders and ongoing success of Cliffs. A description of the strategic initiatives chosen by the Compensation Committee in early 2018 and the achievements by management during 2018 are described below:

ADVANCING THE HBI PROJECT ON SCHEDULE AND WITHIN BUDGET

üü Description of Initiative and Achievements:
By 2020, we expect to be the sole producer of HBI in the Great Lakes region with the development of our first production plant in Toledo, Ohio.
In 2017, we

raised capital to fully fund the then-estimated \$700 million needed for the Toledo HBI Project. With the capital structure in place to support our future growth, the focus in 2018 was on execution of the project. The ground clearing, foundation development and remaining construction were executed on schedule. During 2018, we had cash outflows, including deposits, of approximately \$180 million on development of the HBI production plant. The Toledo HBI Project spend expectation for 2018 was reduced by \$25 million to \$175 million due to further development and refined timing of the project spending plan.

Result: HBI is on schedule to achieve production in 2020.

ADVANCING THE
NORTHSHORE LOW
SILICA PROJECT ON
SCHEDULE AND
WITHIN BUDGET

üü Description of Initiative and Achievements: The Northshore Low Silica Project is an upgrade to the Northshore plant to replace up to 3.5 million long tons of blast furnace pellet production with DR-grade pellet production that could be sold commercially or used as feedstock for the Toledo HBI Project. We expect to spend approximately \$90 million for upgrades at the Northshore plant to enable it to produce significantly increased levels of DR-grade pellets. During 2018, we had cash outflows, including

deposits, of
approximately
\$50 million on
the upgrades at
the Northshore
mine.

Result:
Northshore's
Low Silica
Project is well
underway.

2019 Proxy Statement 35

COMPENSATION DISCUSSION AND ANALYSIS

PROTECTING AND ENHANCING
CLIFFS' COMPETITIVE POSITION
IN THE US IRON MARKET

üü	<p>Description of Initiative and Achievements: During the first quarter of 2018, we amended and restated our syndicated facility agreement ("ABL"), extending its maturity to the earlier of February 28, 2023 or 60 days prior to the maturity of certain other material debt, and introducing several improvements from the previous facility, which was put into place in 2015. The changes were introduced in alignment with our vastly improved financial condition since the initial facility was adopted, while continuing to provide us with the financial flexibility needed to operate our business and execute our strategic initiatives. In the amended and restated ABL, the</p>
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overall size of the credit facility was reduced from \$550 million to \$450 million and borrowing costs and unused commitment fees were also reduced.

In late 2017, we acquired certain real estate interests located in Nashwauk, Minnesota.

üü During 2018, we have defended our property interests and executed an initial exploratory drill program on the Nashwauk property.

üü In October, we redeemed the entirety of our outstanding Senior Notes Due 2020. The aggregate principal amount outstanding of the Senior Notes Due 2020 was approximately \$211 million. Pursuant to the terms of the indenture governing the Senior Notes Due 2020, approximately \$218 million in the aggregate, including make-whole premiums and accrued and unpaid interest to, but not including,

the redemption date, was paid to holders of the Senior Notes Due 2020. In addition, we repurchased \$14 million of Senior Notes Due 2021 and \$2 million of Senior Notes Due 2025. Result: We protected and enhanced our position in the U.S. iron ore market by focusing on our mining and pelletizing business.

EFFECTIVELY MANAGING
CLIFFS' AUSTRALIAN ASSETS TO
BEST ECONOMIC OUTCOME FOR
THE COMPANY

üü Description of Initiative and Achievements: We executed a strategy to mitigate our costs as we exited the Asia Pacific Iron Ore operations, including the completion of two sales of substantially all remaining assets of the operations. As a result of the transaction with Mineral Resources, our previously disclosed costs of closing the Australian operations (approximately

\$140 to \$170 million) were reduced by approximately \$85 million. In addition, as a result of the liquidation of substantially all of the Australian subsidiaries' net assets, the historical changes in foreign currency translation of \$228 million was reclassified and recognized as a gain.

Result: We successfully exited Australia and returned to our roots as a supplier of high-grade iron units to the Great Lakes steel industry.

RESIGNING AS MANAGING
AGENT OF HIBBING TACONITE
JOINT VENTURE

üü Description of Initiative and Achievements: In 2018, Cliffs tendered its resignation as the mine manager of the Hibbing mine and plans to transition this role to the majority owner in August 2019.
Result: Cliffs will focus on its wholly-owned Minnesota iron

ore operations.

OTHER INITIATIVES THE
COMPENSATION COMMITTEE
DEEMED SIGNIFICANT TO
ADVANCE THE COMPANY

- üü Description of Initiative and Achievements: During March 2018, we entered into a restructuring term sheet with the Bloom Lake Group and the Wabush Group, which documents the proposed terms of a plan of compromise or arrangement in the Canadian Companies' Creditors Arrangement Act proceedings (the "Proposed Plan") to be sponsored by us as negotiated between us and the Monitor. This Proposed Plan received both creditor and court approval on June 29, 2018.
- üü We reached an agreement with the USW for a new four-year labor contract that is effective as of October 1, 2018. The new contract will cover approximately 1,800 of our USW-represented workers at the Tilden and Empire

mines in Michigan, and the United Taconite and Hibbing Taconite mines in Minnesota. The new labor contract was ratified on October 11, 2018. In October, the Board of Directors declared a quarterly cash dividend on our common shares of \$0.05 per share. The cash dividend was paid on January 15, 2019. Result: We made significant financial improvements year-over-year while maintaining near-zero turnover in a competitive employment market and operating in a safe and sustainable manner.

üü

Cliffs achieved results well beyond expectations. As a result, the Compensation Committee reviewed the progress on the strategic initiatives and determined that performance exceeded expectations and approved a maximum payout for strategic performance metrics.

2019 Proxy Statement 36

COMPENSATION DISCUSSION AND ANALYSIS

Total annual incentives for 2018 under the EMPI Plan were paid to the NEOs in the amounts set forth in the following table:

	BASE SALARY (\$)	TARGET AWARD LEVEL (%)	2018 EMPI FUNDING (%)	EMPI PLAN PAYOUT (\$)
Goncalves	1,350,000	200	% 200	% 5,400,000
Flanagan	412,000	100	% 200	% 824,000
Fedor	426,000	100	% 200	% 852,000
Harapiak	426,000	100	% 200	% 852,000
Smith	426,000	100	% 200	% 852,000

Long-Term Incentive Program

Our long-term equity incentive compensation program rewards the NEOs based on the future performance of our Company by providing awards for creating value for our shareholders. The goals of the long-term incentive program are to:

- Help ensure the NEOs' financial interests are aligned with our shareholders' interests;
- Motivate decision making that improves financial performance over the long-term;
- Recognize and reward superior financial performance of our Company;
- Provide a retention element to our compensation program; and
- Promote compliance with the Share Ownership Guidelines for executives.

Each year, we establish a target long-term incentive award opportunity for each NEO as a pre-determined percentage of base salary based on market competitive practices and internal equity considerations. In general, the Compensation Committee sought to position target long-term incentive opportunities at or above the median of market for equivalent roles so that, in combination with base salaries near median, and at or above market annual incentive targets, the total target compensation opportunity for our NEOs is generally above the median of market on average. Actual positioning may vary from this target for NEOs based on the factors previously described. In addition, actual awards to each NEO may vary from the target established for each role, based on the CEO's assessment of individual performance in the case of grants made to NEOs other than the CEO and based on the Board's assessment of the CEO's performance in the case of grants made to the CEO.

Administrative Process. Long-term incentive awards for NEOs are granted annually on the date of the Compensation Committee's approval or a later date as set by the Compensation Committee. Grants for new or newly promoted NEOs or for long-term retention are approved by the Compensation Committee at the next regularly scheduled Compensation Committee meeting following the hire or promotion date or in a special meeting, as needed. The grant date for new hire or promotion-related awards is the date of such approval or such later date as the Compensation Committee determines. We do not schedule grants to coordinate with the release of material non-public information. All NEOs grants were awarded under the Amended 2015 Equity Plan or the A&R 2015 Equity Plan.

2018 Long-Term Incentive Grants. In 2018, the Compensation Committee divided the annual long-term incentive grant to the NEOs into three components: 34% performance cash incentive awards, 33% performance share awards and 33% restricted stock units.

2018 Performance Cash Incentive Awards and Performance Share Awards. The performance cash incentive awards and the performance share awards granted in 2018 provide an opportunity to earn cash and shares based on our performance over a three-year period, with potential funding from zero to 200% of the target grant depending on the level of attained performance. The cash and shares are earned based on achieving relative TSR, as compared to comparator companies' returns in the metals and mining industries (performance share comparator companies are identified below).

The calibration of the pay-for-performance relationship for 2018 grants is as follows and payout is interpolated for performance between threshold, target and maximum levels:

PERFORMANCE LEVEL

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PERFORMANCE FACTOR	WEIGHT	BELOW THRESHOLD	THRESHOLD	TARGET	MAXIMUM
Relative TSR	100%	Below 25 th Percentile	25 th Percentile	50 th Percentile	75 th Percentile
Payout		—%	50%	100%	200%

2019 Proxy Statement 37

COMPENSATION DISCUSSION AND ANALYSIS

2018 Performance Cash Incentive and Performance Share Comparator Group. The comparator group used for the 2018 performance cash incentive and performance share awards that are tied to relative TSR is comprised of 28 constituents of the SPDR S&P Metals and Mining ETF Index (excluding Cliffs) at the beginning of the three-year performance period, which started on January 1, 2018. Our 2018 performance comparator group consists of:

AK Steel Holding Corporation	Freeport-McMoRan Inc.	Royal Gold, Inc.
Alcoa Corporation	Haynes International, Inc.	Schnitzer Steel Industries, Inc.
Allegheny Technologies Inc.	Hecla Mining Company	Steel Dynamics, Inc.
Arch Coal Inc.	Kaiser Aluminum Corporation	SunCoke Energy Inc.
Carpenter Technology Corporation	Materion Corporation	TimkenSteel Corporation
Century Aluminum Company	McEwen Mining Inc.	United States Steel Corporation
Coeur Mining, Inc.	Newmont Mining Corporation	Warrior Met Coal Inc.
Commercial Metals Company	Nucor Corporation	Worthington Industries, Inc.
Compass Minerals International, Inc.	Peabody Energy Corporation	
CONSOL Energy Inc.	Reliance Steel & Aluminum Co.	

The performance comparator group focuses on steel, metals and commodity mineral mining companies that generally will be affected by the same long-term market conditions that affect us. The Compensation Committee evaluates this comparator group for each new cycle of the performance cash and performance share program based on recommendations made by its compensation consultant and makes adjustments as needed based on changes in the industry makeup and relevance of our specific comparators. The performance comparator group used to assess performance for performance cash and share incentive awards is not the same as the comparator group used to assess the competitiveness of our compensation because the latter is limited to those companies who are more similar in revenue and industry.

2018 Restricted Stock Units. Restricted stock units granted in 2018 are generally earned based on continued employment over a period of three years and are retention-based awards. These restricted stock unit awards generally vest on December 31, 2020, and are payable in our common shares.

2018 – 2020 Performance Cash Incentive Awards, Performance Share Awards, and Restricted Stock Unit Grants. On February 21, 2018, the Compensation Committee approved target performance cash incentive awards and performance share awards and restricted stock unit awards under the A&R 2015 Equity Plan for our NEOs. The number of shares subject to the awards granted to each NEO was determined by dividing the applicable grant values by the 60-day average closing price of our common shares ending on the date of grant (\$7.26 for grants made in February 2018). The use of the 60-day average price to calibrate the number of units granted limits the potential to grant an unusually high or low number of units due to an exceptionally low or high share price on the date of the grant. The following amounts of performance cash incentive awards, performance share awards and restricted stock units granted at the closing share price of \$7.53 per share on February 21, 2018, the date of grant, were awarded to our NEOs for the 2018 – 2020 period:

	TARGET %	TOTAL GRANT VALUE (\$)	TARGET PERFORMANCE CASH INCENTIVE AWARDS (\$)	TARGET PERFORMANCE SHARE AWARDS (#)	RESTRICTED STOCK UNITS (#)
Goncalves	400	% 5,532,552	1,836,000	245,455	245,455
Flanagan	175	% 738,701	245,140	32,773	32,773
Fedor	175	% 763,793	253,470	33,886	33,886
Harapiak	175	% 763,793	253,470	33,886	33,886
Smith	175	% 763,793	253,470	33,886	33,886

2017 Long-Term Incentive Grants. As described in last year's proxy statement, the annual long-term incentive granted to the NEOs was divided into three components: 34% performance cash incentive awards, 33% performance share awards and 33% restricted stock units.

The performance cash incentive awards and the performance share awards granted in 2017 provided an opportunity to earn cash and shares based on our performance over a three-year period, with potential funding from zero to 200% of the target grant depending on the level of attained performance. The cash and shares are earned based on achieving

relative TSR, as compared to the constituent companies in the SPDR S&P Metals and Mining ETF Index at the beginning of the three-year performance period, which started on January 1, 2017.

The performance cash and share awards funding varies based on our three-year relative TSR position relative to our comparator group for such awards as follows: performance at the 25th percentile will fund 50% of the target award; performance at the 50th percentile will fund 100% of the target award; and performance at or above the 75th percentile will fund 200% of award target. No performance shares will be earned for relative performance below the comparator group 25th percentile.

2019 Proxy Statement 38

COMPENSATION DISCUSSION AND ANALYSIS

The restricted stock units granted in 2017 are generally earned based on continued employment over a period of three years and are retention-based awards. These restricted stock unit awards generally vest on December 31, 2019, and are payable in our common shares.

2016 Long-Term Incentive Grants. The long-term incentive program for 2016 had two components, each equally weighted in terms of target award value: (1) performance cash incentive awards, that generally vests three years after the grant date, subject to continued service on such date; and (2) restricted stock units that generally vest three years after the grant date, subject to continued service on such date.

The performance cash incentive awards granted provided an opportunity to earn cash based on our performance over a three-year period, with potential funding from zero to 200% of the target grant depending on the level of attained performance. The cash was earned based on achieving two performance factors: relative TSR, as compared to comparator companies' returns in the metals and mining industries and Adjusted EBITDA. The Adjusted EBITDA metric was evaluated and set annually each February. If the metric for each year during the three-year performance period was achieved, a portion of the award for that year was considered earned but was paid in cash at the end of the three-year period.

The calibration of the pay-for-performance relationship for 2016 grants is as follows and payout is interpolated for performance between threshold, target, and maximum levels:

PERFORMANCE FACTOR	WEIGHT	PERFORMANCE LEVEL			
		BELOW THRESHOLD	THRESHOLD	TARGET	MAXIMUM
Relative TSR	50%	Below 25 th Percentile	25 th Percentile	50 th Percentile	75 th Percentile
2016 Annual Adjusted EBITDA (USD \$ in millions)		Below 75.0	75.0	125.0	175.0
2017 Annual Adjusted EBITDA (USD \$ in millions)	50%	Below 350.0	350.0	500.0	650.0
2018 Annual Adjusted EBITDA (USD \$ in millions)		Below 400.0	400.0	500.0	600.0
Payout		—%	50%	100%	200%

The following are the amounts of the performance cash incentive awards earned as of December 31, 2018:

	2016 ANNUAL ADJUSTED EBITDA PERFORMANCE CASH INCENTIVE AWARD EARNED (\$) AT 200% OF TARGET	2017 ANNUAL ADJUSTED EBITDA PERFORMANCE CASH INCENTIVE AWARD EARNED (\$) AT 103.3% OF TARGET	2018 ANNUAL ADJUSTED EBITDA PERFORMANCE CASH INCENTIVE AWARD EARNED (\$) AT 200% OF TARGET
Goncalves	2,160,000	720,000	371,880
Flanagan	143,100	47,700	24,637
Fedor	317,600	105,868	54,680
Harapiak	293,900	97,968	50,599
Smith	317,600	105,868	54,680

Payout Determined for the 2016 – 2018 Long-Term Incentive Grant - Performance Cash. In January 2019, the Compensation Committee determined that for the three-year performance period ended on December 31, 2018, we achieved relative TSR performance above maximum goal (100th percentile) compared to the constituent companies in the SPDR S&P Metals and Mining ETF Index at the beginning of the three-year performance period, which started on January 1, 2016. Our TSR over this time period was 387% compared to an 50% average for the 23 constituent companies in the SPDR S&P Metals and Mining ETF Index. 2018 Adjusted EBITDA was above maximum goal, resulting in a payout level of 200% for the performance cash awards.

RETIREMENT AND DEFERRED COMPENSATION BENEFITS

Defined Benefit Pension Plan

We maintain a defined benefit pension plan for all U.S.-based employees (the "Pension Plan") and a Supplemental Executive Retirement Plan (the "SERP") in which all of the NEOs are eligible to participate following one year of service. The Compensation Committee believes that pension benefits are a typical component of total benefits for employees and executives at companies in industries similar to ours and that providing such benefits is important to delivering a competitive package to attract and retain employees. The objective of the SERP is to provide benefits above the statutory limits for qualified pension plans for highly paid executives. Additional detail is shown in the 2018 Pension Benefits Table below.

2019 Proxy Statement 39

COMPENSATION DISCUSSION AND ANALYSIS

401(k) Savings Plan

Our U.S.-based employees, including our NEOs, are eligible to contribute up to 35% of their base salary under our 401(k) Savings Plan. Annual pre-tax contributions are limited by Internal Revenue Service ("IRS") regulations. For the 2018 calendar year, employee pre-tax contributions were limited to \$18,500 (\$24,500 for persons age 50 or older). We match 100% of employee contributions up to the first three percent and 50% for the next two percent of contributions. We believe our 401(k) match is competitive and necessary to attract and retain employees.

Deferred Compensation Plan

Under the 2012 Non-Qualified Deferred Compensation Plan (the "2012 NQDC Plan"), the NEOs and other senior executives are permitted to defer, on a pre-tax basis, up to 50% of their base salary and all or a portion of their annual incentive under the EMPI Plan. The Compensation Committee believes the opportunity to defer compensation is a competitive benefit that addresses the goal of attracting and retaining talent.

Deferrals earn interest at the Moody's Corporate Average Bond Yield, which was approximately 3.96% for 2018, or any mutual investment option provided in the 401(k) Savings Plan for U.S. salaried employees. Additionally, the 2012 NQDC Plan provides for an annual supplemental matching contribution. The amount of the supplemental matching contribution is equal to what the NEO would have received as matching contributions in the 401(k) Savings Plan without regard to the applicable IRS maximum compensation limits for 2018.

Other Benefits

Our other benefits and perquisites for senior executives, including our NEOs, are limited to Company-paid parking, fitness facility reimbursement, executive physicals, personal financial services, and certain commuter expenses. The Compensation Committee believed that these benefits will prevent distraction from duties as an executive officer and encourage the health and well-being of our executive leadership team. Due to the location of our corporate offices, we provide Company-paid parking to corporate employees in mid- to upper-level management positions and executive officers. These benefits are disclosed below in the 2018 Summary Compensation Table under "All Other Compensation" and described in footnote (6).

SUPPLEMENTARY COMPENSATION POLICIES

Cliffs uses several additional policies to ensure that our overall compensation structure is aligned with shareholder interests and is competitive with market practices. Specific policies include:

Share Ownership Guidelines

Several years ago, our Board adopted Share Ownership Guidelines to ensure that senior executives, including our NEOs, have a meaningful direct ownership stake in Cliffs and that the interests of executives thereby are aligned with our shareholders. Our guidelines provide that senior executives, including our NEOs, own shares at least equal to the dollar value of the respective multiple of their base salary. The guidelines are as follows:

MULTIPLE OF BASE PAY

CEO	6x
Executive / Senior Vice President	3x
Vice President	1.5x

To be compliant, each executive has five years from the time he or she is appointed to his officer position to satisfy the Share Ownership Guidelines. The senior executives, including our NEOs, must hold 50% of their "net profit shares" (the shares remaining after deducting the number of shares required to be exchanged in order to pay tax obligations) from their vested restricted stock units until the senior executives have met the ownership guideline.

For purposes of determining share ownership levels, only the following forms of our equity interests are taken into account:

- shares owned directly; and
- unvested restricted shares or restricted stock units.

COMPENSATION DISCUSSION AND ANALYSIS

Currently, all of the NEOs are in compliance with our guidelines. The following table summarizes NEO ownership of our common shares as of December 31, 2018 (the last trading day of the year).

	VALUE OF SHARES OWNED DIRECTLY (\$) # OF SHARES OWNED DIRECTLY	VALUE OF RESTRICTED STOCK UNITS # OF RESTRICTED STOCK UNITS	TOTAL SHARE VALUE (\$) # OF TOTAL SHARES	REQUIRED MULTIPLE OF REQUIRED BASE SALARY	REQUIRED VALUE (\$)	APPROXIMATE OWNERSHIP RELATIVE BASE SALARY AS OF DECEMBER 31, 2018 (1)
Goncalves	\$12,604,954 1,411,529	\$19,325,279 2,164,085	\$31,930,233 3,575,614	6x	\$8,100,000	23.7x
Flanagan	\$625,645 70,061	\$1,223,249 136,982	\$1,848,894 207,043	3x	\$1,236,000	4.5x