

CLEVELAND CLIFFS INC  
Form 8-K  
April 23, 2008

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

April 21, 2008

Cleveland-Cliffs Inc

(Exact name of registrant as specified in its charter)

Ohio

1-8944

34-1464672

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

1100 Superior Avenue, Cleveland, Ohio

44114-2544

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

216-694-5700

Not Applicable

Former name or former address, if changed since last report

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

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

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

On April 21, 2008, Cleveland-Cliffs Inc (the "Company"), filed an amendment (the "Amendment") to its Amended Articles of Incorporation, as amended, with the Secretary of State for the State of Ohio. The Amendment (1) changed each issued and unissued authorized Common Share into two Common Shares, (2) proportionately increased the authorized number of Common Shares from 112,000,000 to 224,000,000 shares, and (3) decreased the par value of the issued and unissued Common Shares from \$0.25 per share to \$0.125 per share. Attached hereto as Exhibit 3(a) is the text of the Amendment. The Company's Board of Directors approved the Amendment on March 11, 2008. The Amendment will become effective on May 1, 2008.

This description of the Amendment is not complete and is qualified by reference to the full text of the Amendment, which is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit

Number - Description of Exhibits

3(a) Amendment No. 3 to Cleveland-Cliffs Inc Amended Articles of Incorporation, dated April 21, 2008

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**SIGNATURES**

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

Cleveland-Cliffs Inc

*April 23, 2008*

*By: George W. Hawk, Jr.*

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*Name: George W. Hawk, Jr.*

*Title: General Counsel and Secretary*

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Exhibit Index

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
3.(a)	Amendment No. 3 to Cleveland-Cliffs Inc Amended Articles of Incorporation, dated April 21, 2008