

CLEVELAND CLIFFS INC
 Form 3
 May 05, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|---|---|---|--|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD.</p> <p>(Last) (First) (Middle)</p> <p>C/O INTERNATIONAL FUND SERVICES LIMITED,Â THIRD FL, BISHOP'S SQUARE REDMOND'S HILL</p> <p>(Street)</p> <p>DUBLIN,Â L2Â 00000</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/01/2008</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>CLEVELAND CLIFFS INC [CLF]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) *See Remarks</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|--|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 4,202,269 | D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> | Â |
| Common Stock | 1,783,331 | D <u>(1)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Equity Swap | Â (8)(9) | Â (8)(9) | Common Stock | 47,401 | \$ (8) (9) | D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> | Â |
| Equity Swap | Â (8)(9) | Â (8)(9) | Common Stock | 141,333 | \$ (8) (9) | D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> | Â |
| Equity Swap | Â (8)(9) | Â (8)(9) | Common Stock | 66,667 | \$ (8) (9) | D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> | Â |
| Equity Swap | Â (8)(9) | Â (8)(9) | Common Stock | 117,361 | \$ (8) (9) | D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> | Â |
| Equity Swap | Â (8)(9) | Â (8)(9) | Common Stock | 133,333 | \$ (8) (9) | D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> | Â |
| Equity Swap | Â (10)(11) | Â (10)(11) | Common Stock | 23,700 | \$ (10) (11) | D <u>(1)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> | Â |
| Equity Swap | Â (10)(11) | Â (10)(11) | Common Stock | 70,667 | \$ (10) (11) | D <u>(1)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> | Â |
| Equity Swap | Â (10)(11) | Â (10)(11) | Common Stock | 33,333 | \$ (10) (11) | D <u>(1)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> | Â |
| Equity Swap | Â (10)(11) | Â (10)(11) | Common Stock | 58,680 | \$ (10) (11) | D <u>(1)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> | Â |
| Equity Swap | Â (10)(11) | Â (10)(11) | Common Stock | 66,667 | \$ (10) (11) | D <u>(1)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-----------------|
| | Director | 10% Owner | Officer | Other |
| HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD. C/O INTERNATIONAL FUND SERVICES LIMITED THIRD FL, BISHOP'S SQUARE REDMOND'S HILL DUBLIN,Â L2Â 00000 | Â | Â X | Â | *See Remarks |
| HARBINGER CAPITAL PARTNERS OFFSHORE MANAGER, L.L.C. ONE RIVERCHASE PARKWAY SOUTH BIRMINGHAM,Â ALÂ 35244 | Â | Â X | Â | *See Remarks |
| HMC INVESTORS, L.L.C. ONE RIVERCHASE PARKWAY SOUTH | Â | Â X | Â | *See Remarks |

BIRMINGHAM, AL 35244

HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS FUND,
L.P.

555 MADISON AVENUE
16TH FLOOR
NEW YORK, NY 10022

Â Â X Â

*See
Remarks

HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS GP,
LLC

555 MADISON AVENUE
16TH FLOOR
NEW YORK, NY 10022

Â Â X Â

*See
Remarks

HMC - NEW YORK, INC.

555 MADISON AVENUE
16TH FLOOR
NEW YORK, NY 10022

Â Â X Â

*See
Remarks

Signatures

Harbinger Capital Partners Master Fund I, Ltd.(+), By: Harbinger Capital Partners Offshore
Manager, L.L.C., By: HMC Investors, L.L.C., Managing Member, By: /s/ William R. Lucas,
Jr.

05/05/2008

__Signature of Reporting Person

Date

Harbinger Capital Partners Offshore Manager, L.L.C.(+), By: HMC Investors, L.L.C.,
Managing Member, By: William R. Lucas, Jr.

05/05/2008

__Signature of Reporting Person

Date

HMC Investors, L.L.C.(+), By: /s/ William R. Lucas, Jr.

05/05/2008

__Signature of Reporting Person

Date

Harbinger Capital Partners Special Situations Fund, L.P.(+), By: Harbinger Capital Partners
Special Situations GP, LLC, By HMC-New York, Inc., Managing Member, By: /s/ William R.
Lucas, Jr.

05/05/2008

__Signature of Reporting Person

Date

Harbinger Capital Partners Special Situations GP, LLC(+), By: HMC-New York, Inc.,
Managing Member, By: /s/ William R. Lucas, Jr.

05/05/2008

__Signature of Reporting Person

Date

HMC-New York, Inc.(+), By: /s/ William R. Lucas, Jr.

05/05/2008

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) IMPORTANT NOTE: THE SECURITIES SET FORTH IN THIS REPORT ARE DIRECTLY BENEFICIALLY OWNED BY
HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD. AND/OR HARBINGER CAPITAL PARTNERS SPECIAL
SITUATIONS FUND, L.P. (COLLECTIVELY, THE "FUNDS"). ALL OTHER ENTITIES AND PERSONS ARE INCLUDED
WITHIN THIS REPORT DUE TO THEIR AFFILIATION WITH ONE OR BOTH OF THE FUNDS.

(2) These securities are owned by Harbinger Capital Partners Master Fund I, Ltd. (the "Master Fund"), which is a Reporting Person.

(3)

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These securities may be deemed to be indirectly beneficially owned by the following entities or persons: Harbinger Capital Partners Offshore Manager, L.L.C. ("Harbinger Management"), the investment manager of the Master Fund, HMC Investors, L.L.C., its managing member ("HMC Investors"), Philip Falcone, a member of HMC Investors and the portfolio manager of the Master Fund, Raymond J. Harbert, a member of HMC Investors, and Michael D. Luce, a member of HMC Investors. Philip Falcone, Raymond J. Harbert and Michael D. Luce previously reported their beneficial ownership on a Form 3/A filed on February 15, 2008 and have made required Form 4 filings since that date.

(4) Each entity or person listed in Footnotes 2 and 3 disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such entity or person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(5) These securities are owned by Harbinger Capital Partners Special Situations Fund, L.P. (the "Special Situations Fund"), which is a Reporting Person.

(6) These securities may be deemed to be indirectly beneficially owned by the following entities or persons: Harbinger Capital Partners Special Situations GP, LLC ("HCPSS"), HMC-New York, Inc. ("HMCNY"), Harbert Management Corporation ("HMC"), Philip Falcone, Raymond J. Harbert and Michael Luce. HCPSS is the general partner of the Special Situations Fund. HMCNY is the managing member of HCPSS. HMC wholly owns HMCNY. Philip Falcone is the portfolio manager of the Special Situations Fund and is a shareholder of HMC. Raymond J. Harbert and Michael D. Luce are shareholders of HMC. HMC, Philip Falcone, Raymond J. Harbert and Michael D. Luce previously reported their beneficial ownership on a Form 3/A filed on February 15, 2008 and have made required Form 4 filings since that date.

(7) Each entity or person listed in Footnotes 5 and 6 disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such entity or person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(8) The Master Fund entered into five equity swap transactions with Monecor (London) Limited (t/a TradIndex) ("TradIndex") effective on December 5, 2007, December 6, 2007, December 7, 2007, December 10, 2007 and January 16, 2008, respectively, under which TradIndex agreed to pay the Master Fund an amount equal to any increase, and the Master Fund agreed to pay TradIndex an amount equal to any decrease, in the official market price of 47,401, 141,333, 66,667, 117,361 and 133,333 notional shares, respectively, above or below an initial reference price of US\$92.07630, US\$95.20640, US\$97.19320, US\$98.24030 and US\$87.40520, respectively, per share upon close-out of any transaction.

(9) The equity swap transactions do not contemplate interim payments of appreciation or depreciation of the shares, and the Master Fund is not entitled to any dividends on the shares or equivalent thereof. All balances will be cash settled, and neither party shall acquire any ownership interest, voting or similar rights, or dispositive power over any Share under the equity swap transactions. Each equity swap transaction may be closed out by the Master Fund at any time.

(10) The Special Situations Fund entered into five equity swap transactions with Monecor (London) Limited (t/a TradIndex) ("TradIndex") effective on December 5, 2007, December 6, 2007, December 7, 2007, December 10, 2007 and January 16, 2008, respectively, under which TradIndex agreed to pay the Special Situations Fund an amount equal to any increase, and the Special Situations Fund agreed to pay TradIndex an amount equal to any decrease, in the official market price of 23,700, 70,667, 33,333, 58,680 and 66,667 notional shares, respectively, above or below an initial reference price of US\$92.07630, US\$95.20640, US\$97.19320, US\$98.24030 and US\$87.40520, respectively, per share upon close-out of any transaction.

(11) The equity swap transactions do not contemplate interim payments of appreciation or depreciation of the shares, and the Special Situations Fund is not entitled to any dividends on the shares or equivalent thereof. All balances will be cash settled, and neither party shall acquire any ownership interest, voting or similar rights, or dispositive power over any Share under the equity swap transactions. Each equity swap transaction may be closed out by the Special Situations Fund at any time.

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Remarks:

(+) The Reporting Persons may be deemed to be members of a "group" for purposes of the Securities Exchange Act of 1934, as amended. Each Reporting Person disclaims beneficial ownership of any securities deemed to be owned directly or indirectly by the Reporting Person. This report shall not be deemed an admission that such Person is a member of a group or the beneficial owner of any securities not directly owned by such Reporting Person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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