

CLEVELAND CLIFFS INC

Form S-4/A

October 15, 2008

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As filed with the Securities and Exchange Commission on October 14, 2008

Registration No. 333-152974

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

**Amendment No. 2
to
Form S-4**

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

CLEVELAND-CLIFFS INC
(Exact Name of Registrant as Specified in Its Charter)

Ohio
*(State or Other Jurisdiction of
Incorporation or Organization)*

1000
*(Primary Standard Industrial
Classification Code Number)*

34-1464672
*(I.R.S. Employer
Identification Number)*

**1100 Superior Avenue
Cleveland, Ohio 44114-2544
(216) 694-5700**
*(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive
Offices)*

**George W. Hawk, Jr., Esq.
General Counsel and Secretary
Cleveland-Cliffs Inc
1100 Superior Avenue
Cleveland, Ohio 44114-2544
(216) 694-5700**
(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copies to:

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(216) 586-3939

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Counsel
Alpha Natural Resources, Inc.
P.O. Box 2345
Abingdon, Virginia 24212
(276) 628-3116

Ethan A. Klingsberg, Esq.
Jeffrey S. Lewis, Esq.
Cleary Gottlieb Steen & Hamilton
LLP
One Liberty Plaza
New York, New York 10006
(212) 225-3999

Approximate date of commencement of proposed sale to public: As soon as practicable following the effective date of this registration statement and the date on which all other conditions to the merger of Alpha Merger Sub, Inc. with and into Alpha Natural Resources, Inc., or under certain circumstances, the merger of Alpha Natural Resources, Inc. with and into Alpha Merger Sub, LLC, pursuant to the merger agreement described in the enclosed document have been satisfied or waived.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated
filer

Accelerated filer

Non-accelerated filer
(Do not check if a smaller
reporting company)

Smaller reporting
company

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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The information in this joint proxy statement/prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This joint proxy statement/prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

PRELIMINARY COPY

SUBJECT TO COMPLETION, DATED OCTOBER 14, 2008

**TO THE SHAREHOLDERS OF
CLIFFS NATURAL RESOURCES INC. AND STOCKHOLDERS OF
ALPHA NATURAL RESOURCES, INC.**

Cliffs Natural Resources Inc. (formerly known as Cleveland-Cliffs Inc), which is referred to as Cliffs, and Alpha Natural Resources, Inc., which is referred to as Alpha, have entered into an agreement and plan of merger pursuant to which Alpha Merger Sub, Inc., a wholly-owned subsidiary of Cliffs, which is referred to as merger sub, will merge with and into Alpha, or, under certain circumstances, as described in Annex G, merger sub will be converted from a Delaware corporation to a Delaware limited liability company, Alpha Merger Sub, LLC, and Alpha will merge with and into Alpha Merger Sub, LLC. Upon successful completion of the merger, Alpha stockholders will be entitled to receive a combination of cash and Cliffs common shares in exchange for their shares of Alpha common stock. Pursuant to the merger, each share of Alpha common stock (other than shares of Alpha common stock held by any dissenting Alpha stockholder that has properly exercised appraisal rights in accordance with Delaware law, held in treasury by Alpha or owned by Cliffs) will be converted into the right to receive 0.95 of a common share of Cliffs and \$22.23 in cash, without interest. Upon completion of the merger, we estimate that Alpha's former stockholders will own approximately 37% of the then-outstanding common shares of Cliffs, based on the number of shares of Alpha common stock and Cliffs common shares outstanding on October 6, 2008. Cliffs shareholders will continue to own their existing shares, which will not be affected by the merger. Common shares of Cliffs are listed on the New York Stock Exchange under the symbol CLF. Upon completion of the merger, Alpha common stock, which is listed on the New York Stock Exchange under the symbol ANR, will be delisted. When the merger is completed, Cliffs common shares will continue to be listed on the New York Stock Exchange.

We expect the merger to be nontaxable for federal income tax purposes for Alpha stockholders and Cliffs shareholders, except for the receipt by Alpha stockholders of cash in exchange for their Alpha common stock or cash instead of fractional common shares of Cliffs.

We are each holding our special meeting of shareholders in order to obtain those approvals necessary to consummate the merger. At the Cliffs special meeting, Cliffs will ask its shareholders to adopt the merger agreement and approve the issuance of common shares of Cliffs in connection with the merger. At the Alpha special meeting, Alpha will ask its stockholders to adopt the merger agreement. The obligations of Cliffs and Alpha to complete the merger are also subject to the satisfaction or waiver of several other conditions to the merger. More information about Cliffs, Alpha and the proposed merger is contained in this joint proxy statement/prospectus. **We urge you to read this joint proxy statement/prospectus, and the documents incorporated by reference into this joint proxy statement/prospectus, carefully and in their entirety, in particular, see Risk Factors beginning on page 27.**

After careful consideration, each of our boards of directors has approved the merger agreement and has determined that the merger agreement and the merger are advisable and in the best interests of the shareholders of Cliffs and stockholders of Alpha, respectively. **Accordingly, the Alpha board of directors recommends that the Alpha**

stockholders vote for the adoption of the merger agreement. The Cliffs board of directors recommends that the Cliffs shareholders vote for the adoption of the merger agreement and the issuance of Cliffs common shares to be issued in connection with the merger.

We are very excited about the opportunities the proposed merger brings to both Alpha stockholders and Cliffs shareholders, and we thank you for your consideration and continued support.

Joseph A. Carrabba
Chairman, President and Chief Executive Officer
Cliffs Natural Resources Inc.

Michael J. Quillen
Chairman and Chief Executive Officer
Alpha Natural Resources, Inc.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this joint proxy statement/prospectus. Any representation to the contrary is a criminal offense.

This joint proxy statement/prospectus is dated _____, 2008, and is first being mailed to Alpha stockholders and Cliffs shareholders on or about _____, 2008.

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REFERENCES TO ADDITIONAL INFORMATION

Except where we indicate otherwise, as used in this joint proxy statement/prospectus, Cliffs refers to Cliffs Natural Resources Inc. (formerly known as Cleveland-Cliffs Inc) and its consolidated subsidiaries and Alpha refers to Alpha Natural Resources, Inc. and its consolidated subsidiaries. This joint proxy statement/prospectus incorporates important business and financial information about Cliffs and Alpha from documents that each company has filed with the Securities and Exchange Commission, which we refer to as the SEC, but that have not been included in or delivered with this joint proxy statement/prospectus. For a list of documents incorporated by reference into this joint proxy statement/prospectus and how you may obtain them, see *Where You Can Find More Information* beginning on page 239.

This information is available to you without charge upon your written or oral request. You can also obtain the documents incorporated by reference into this joint proxy statement/prospectus by accessing the SEC's website maintained at <http://www.sec.gov>.

In addition, Cliffs' filings with the SEC are available to the public on Cliffs' website, <http://www.cliffsnaturalresources.com>, and Alpha's filings with the SEC are available to the public on Alpha's website, <http://www.alphanr.com>. Information contained on Cliffs' website, Alpha's website or the website of any other person is not incorporated by reference into this joint proxy statement/prospectus, and you should not consider information contained on those websites as part of this joint proxy statement/prospectus.

Cliffs will provide you with copies of this information relating to Cliffs, without charge, if you request them in writing or by telephone from:

Cliffs Natural Resources Inc.
1100 Superior Avenue
Cleveland, Ohio 44114-2544
Attention: Investor Relations
(216) 694-5700

Alpha will provide you with copies of this information relating to Alpha, without charge, if you request them in writing or by telephone from:

Alpha Natural Resources, Inc.
One Alpha Place, P.O. Box 2345
Abingdon, Virginia 24212
Attention: Investor Relations
(276) 619-4410

If you would like to request documents, please do so by _____, 2008, in order to receive them before the special meetings.

Cliffs has supplied all information contained in or incorporated by reference in this joint proxy statement/prospectus relating to Cliffs, and Alpha has supplied all information contained in or incorporated by reference in this joint proxy statement/prospectus relating to Alpha.

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ALPHA NATURAL RESOURCES, INC.

One Alpha Place, P.O. Box 2345

Abingdon, Virginia 24212

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS
TO BE HELD ON _____, 2008**

To our fellow Stockholders of Alpha Natural Resources, Inc.:

We will hold our special meeting of stockholders at our offices located at One Alpha Place, Abingdon, Virginia 24212, on _____, 2008, at _____, unless adjourned to a later date. This special meeting will be held for the following purposes:

1. To adopt the Agreement and Plan of Merger, dated as of July 15, 2008, as it may be amended from time to time, by and among Cleveland-Cliffs Inc (now known as Cliffs Natural Resources Inc.), Alpha Merger Sub, Inc., a wholly-owned subsidiary of Cliffs Natural Resources Inc., and Alpha Natural Resources, Inc., pursuant to which Alpha Merger Sub, Inc. will merge with and into Alpha Natural Resources, Inc., or, under certain circumstances, as described in Annex G, Alpha Merger Sub, Inc. will be converted from a Delaware corporation to a Delaware limited liability company, Alpha Merger Sub, LLC, and Alpha Natural Resources, Inc. will merge with and into Alpha Merger Sub, LLC, on the terms and subject to the conditions contained in the merger agreement, and each outstanding share of common stock of Alpha Natural Resources, Inc. (other than shares held by any of its dissenting stockholders that have properly exercised appraisal rights in accordance with Delaware law, held in its treasury or owned by Cliffs Natural Resources Inc.) will be converted into the right to receive \$22.23 in cash, without interest, and 0.95 of a common share of Cliffs Natural Resources Inc. A copy of the merger agreement is attached as Annex A to the accompanying joint proxy statement/prospectus; and
2. To approve adjournments of the Alpha Natural Resources, Inc. special meeting, if necessary, to permit further solicitation of proxies if there are not sufficient votes at the time of the Alpha Natural Resources, Inc. special meeting to approve the above proposal.

These items of business are described in the accompanying joint proxy statement/prospectus. Only stockholders of record at the close of business on October 10, 2008, are entitled to notice of the Alpha Natural Resources, Inc. special meeting and to vote at the Alpha Natural Resources, Inc. special meeting and any adjournments of the Alpha Natural Resources, Inc. special meeting.

Alpha Natural Resources, Inc. s board of directors has approved the merger agreement and the transactions contemplated by the merger agreement, including the merger, and has determined that the merger agreement and the transactions contemplated by the merger agreement are advisable and fair to, and in the best interests of, Alpha Natural Resources, Inc. and its stockholders. Alpha Natural Resources, Inc. s board of directors recommends that you vote for the adoption of the merger agreement.

In deciding to approve the merger agreement and the transactions contemplated by the merger agreement, including the merger, Alpha Natural Resources, Inc. s board of directors considered the fairness opinion of its financial advisor delivered on July 15, 2008 and attached as Annex B to the accompanying joint proxy statement/prospectus. The fairness opinion speaks only as of its date and does not address the fairness of the merger consideration from a financial point of view at the time the merger is completed. We urge you to read Risk Factors Risks Relating to the Merger The fairness opinions obtained by Cliffs and Alpha from their respective financial advisors will not reflect changes in circumstances between signing the merger agreement and the completion of the merger on page 29.

Under Delaware law, appraisal rights will be available to Alpha Natural Resources, Inc. stockholders of record who do not vote in favor of the adoption of the merger agreement. To exercise your appraisal rights, you must strictly follow the procedures prescribed by Delaware law, submit a timely written demand for appraisal prior to the

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vote on the adoption of the merger agreement and otherwise comply with the requirements for exercising appraisal rights. These procedures are summarized in the accompanying joint proxy statement/prospectus.

Your vote is very important. Whether or not you plan to attend the Alpha Natural Resources, Inc. special meeting in person, please complete, sign and date the enclosed proxy card(s) as soon as possible and return it in the postage-prepaid envelope provided, or vote your shares by telephone or over the Internet as described in the accompanying joint proxy statement/prospectus. Submitting a proxy now will not prevent you from being able to vote at the special meeting by attending in person and casting a vote. **However, if you do not return or submit the proxy or vote your shares by telephone or over the Internet or vote in person at the special meeting, the effect will be the same as a vote against the proposal to adopt the merger agreement.**

By order of the board of directors,

Vaughn Groves
Vice President, Secretary and General
Counsel

Please vote your shares promptly. You can find instructions for voting on the enclosed proxy card.

If you have questions, contact:

Alpha Natural Resources, Inc.
One Alpha Place, P.O. Box 2345
Abingdon, Virginia 24212
Attention: Investor Relations
(276) 619-4410

or

D.F. King & Co., Inc.
48 Wall Street, 22nd Floor
New York, New York 10005
Banks and Brokers call collect: (212) 269-5550
All others call toll-free: (888) 887-0082

Abingdon, Virginia, , 2008

YOUR VOTE IS VERY IMPORTANT.

Please complete, date, sign and return your proxy card(s), or vote your shares by telephone or over the Internet at your earliest convenience so that your shares are represented at the meeting.

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CLIFFS NATURAL RESOURCES INC.

**1100 Superior Avenue
Cleveland, Ohio 44114-2544**

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON , 2008**

To our fellow Shareholders of Cliffs Natural Resources Inc.:

The special meeting of shareholders of Cliffs Natural Resources Inc. will be held at on , 2008, at , unless postponed or adjourned to a later date. The Cliffs Natural Resources Inc. special meeting will be held for the following purposes:

1. To adopt the Agreement and Plan of Merger, dated as of July 15, 2008, as it may be amended from time to time, by and among Cleveland-Cliffs Inc (now known as Cliffs Natural Resources Inc.), Alpha Merger Sub, Inc., a wholly-owned subsidiary of Cliffs Natural Resources Inc., and Alpha Natural Resources, Inc., pursuant to which Alpha Merger Sub, Inc. will merge with and into Alpha Natural Resources, Inc., or, under certain circumstances, as described in Annex G, Alpha Merger Sub, Inc. will be converted from a Delaware corporation to a Delaware limited liability company, Alpha Merger Sub, LLC, and Alpha Natural Resources, Inc. will merge with and into Alpha Merger Sub, LLC, on the terms and subject to the conditions contained in the merger agreement, and approve the issuance of Cliffs Natural Resources Inc. common shares in connection with the merger. A copy of the merger agreement is attached as Annex A to the accompanying joint proxy statement/prospectus;
2. To approve adjournments or postponements of the Cliffs Natural Resources Inc. special meeting, if necessary, to permit further solicitation of proxies if there are not sufficient votes at the time of the Cliffs Natural Resources Inc. special meeting to adopt the merger agreement and approve the issuance of the Cliffs Natural Resources Inc. common shares on the terms and subject to the conditions contained in the merger agreement; and
3. To consider and take action upon any other business that may properly come before the Cliffs Natural Resources Inc. special meeting or any reconvened meeting following an adjournment or postponement of the Cliffs Natural Resources Inc. special meeting.

These items of business are described in the accompanying joint proxy statement/prospectus. Only shareholders of record at the close of business on October 6, 2008, are entitled to notice of the Cliffs Natural Resources Inc. special meeting and to vote at the Cliffs Natural Resources Inc. special meeting and any adjournments or postponements of the Cliffs Natural Resources Inc. special meeting.

Cliffs Natural Resources Inc. s board of directors has approved the merger agreement and the transactions contemplated by the merger agreement, including the merger and the issuance of Cliffs Natural Resources Inc. common shares in connection with the merger, and has determined that the transactions contemplated by the merger agreement are advisable and fair to, and in the best interests of, Cliffs Natural Resources Inc. and its shareholders. Cliffs Natural Resources Inc. s board of directors recommends that you vote for the adoption of the merger agreement and the approval of the issuance of Cliffs Natural Resources Inc. common shares pursuant to the merger agreement.

In deciding to approve the merger agreement and the transactions contemplated by the merger agreement, including the merger and the issuance of the Cliffs Natural Resources Inc. common shares in connection with the merger, Cliffs Natural Resources Inc. s board of directors considered the fairness opinion of its financial advisor delivered on July 15,

2008 and attached as Annex C to the accompanying joint proxy statement/prospectus. The fairness opinion speaks only as of its date and does not address the fairness of the merger consideration from a financial point of view at the time the merger is completed. We urge you to read Risk Factors Risks Relating to the Merger The fairness opinions obtained by Cliffs and Alpha from their respective financial advisors will not reflect changes in circumstances between signing the merger agreement and the completion of the merger on page 29.

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Under Chapter 1701 of the Ohio Revised Code, dissenters' rights will be available to Cliffs Natural Resources Inc. shareholders of record who do not vote in favor of the proposal to adopt the merger agreement and approve the issuance of Cliffs Natural Resources Inc. common shares. To exercise your dissenters' rights, you must strictly follow the procedures prescribed by Chapter 1701 of the Ohio Revised Code. These procedures are summarized in the accompanying joint proxy statement/prospectus.

Your vote is very important. Whether or not you plan to attend the Cliffs Natural Resources Inc. special meeting in person, please complete, sign and date the enclosed proxy card(s) as soon as possible and return it in the postage-prepaid envelope provided, or vote your shares by telephone or over the Internet as described in the accompanying joint proxy statement/prospectus. Submitting a proxy now will not prevent you from being able to vote at the special meeting by attending in person and casting a vote. **However, if you do not return or submit the proxy or vote your shares by telephone or over the Internet or vote in person at the special meeting, the effect will be the same as a vote against the proposal to adopt the merger agreement and approve the issuance of Cliffs Natural Resources Inc. common shares in the merger.**

By order of the board of directors,

George W. Hawk, Jr.
General Counsel and Secretary

Please vote your shares promptly. You can find instructions for voting on the enclosed proxy card.

If you have questions, contact:

Cliffs Natural Resources Inc.
1100 Superior Avenue
Cleveland, Ohio 44114-2544
Attention: Investor Relations
(216) 694-5700

or

Innisfree M&A Incorporated
501 Madison Avenue, 20th Floor
New York, New York 10022

Shareholders may call toll-free: (877) 456-3507
Banks and Brokers call collect: (212) 750-5833

Cleveland, Ohio, _____, 2008

YOUR VOTE IS VERY IMPORTANT.

Please complete, date, sign and return your proxy card(s) or vote your shares by telephone or over the Internet at your earliest convenience so that your shares are represented at the meeting.

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QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETINGS AND THE MERGER

The following questions and answers briefly address some commonly asked questions about the special meetings and the merger. They may not include all the information that is important to you. Cliffs Natural Resources Inc. (formerly, Cleveland-Cliffs Inc), which we refer to as Cliffs, and Alpha Natural Resources, Inc., which we refer to as Alpha, urge you to read carefully this entire joint proxy statement/prospectus, including the annexes and the other documents to which we have referred you. We have included page references in certain parts of this section to direct you to a more detailed description of each topic presented elsewhere in this joint proxy statement/prospectus.

The Merger

Q: Why am I receiving this joint proxy statement/prospectus?

A: The boards of directors of each of Alpha and Cliffs have agreed to the acquisition of Alpha by Cliffs pursuant to the terms of a merger agreement that is described in this joint proxy statement/prospectus. A copy of the merger agreement is attached to this joint proxy statement/prospectus as Annex A.

In order to complete the transactions contemplated by the merger agreement, including the merger, Cliffs shareholders and Alpha stockholders must vote on and approve proposals described in this joint proxy statement/prospectus and all other conditions to the merger must be satisfied or waived. Alpha and Cliffs will hold separate special meetings of their respective shareholders to seek to obtain these approvals.

This joint proxy statement/prospectus contains important information about the merger agreement, the transactions contemplated by the merger agreement, including the merger, and the respective special meetings of the stockholders of Alpha and shareholders of Cliffs, which you should read carefully. The enclosed proxy materials allow you to grant a proxy to vote your shares without attending your respective company's special meeting in person.

Your vote is very important. We encourage you to submit your proxy as soon as possible.

Q: What is the proposed transaction for which I am being asked to vote?

A: Alpha stockholders are being asked to adopt the merger agreement at the Alpha special meeting. A copy of the merger agreement is attached to this joint proxy statement/prospectus as Annex A. The approval of the proposal to adopt the merger agreement by Alpha stockholders is a condition to the obligation of the parties to the merger agreement to complete the merger. See *The Merger Conditions to Completion of the Merger* on page 93 and *Summary Conditions to Completion of the Merger* beginning on page 12.

Cliffs shareholders are being asked to adopt the merger agreement and approve the issuance of Cliffs common shares pursuant to the terms of the merger agreement at the Cliffs special meeting. The approval of this proposal by the Cliffs shareholders is a condition to the obligation of the parties to the merger agreement to complete the merger. See *The Merger Conditions to Completion of the Merger* on page 93 and *Summary Conditions to Completion of the Merger* beginning on page 12.

Q: Why are Alpha and Cliffs proposing the merger?

A:

Alpha and Cliffs both believe that the merger will provide substantial strategic and financial benefits to the stockholders of both companies. The combined company, which we refer to as the combined company, will become one of the largest U.S. mining companies and be positioned as a leading diversified mining and natural resources company. In addition, Alpha is also proposing the merger to provide its stockholders with the opportunity to receive the merger consideration and to offer Alpha stockholders the opportunity to participate in the growth and opportunities of the combined company by receiving Cliffs common shares pursuant to the merger. To review the reasons for the merger in greater detail, see *The Merger* Alpha's Reasons for the Merger and Recommendation of Alpha's Board of Directors beginning on page 59 and *The Merger* Cliffs' Reasons for the Merger and Recommendation of Cliffs' Board of Directors beginning on page 62.

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Q: What are the positions of the Alpha and Cliffs boards of directors regarding the merger and the proposals relating to the adoption of the merger agreement and the issuance of Cliffs common shares?

A: Both boards of directors have approved the merger agreement and the transactions contemplated by the merger agreement, including the merger, and determined that the transactions contemplated by the merger agreement are advisable and fair to, and in the best interests of, their respective companies and stockholders. The Alpha board of directors recommends that the Alpha stockholders vote **for** the proposal to adopt the merger agreement at the Alpha special meeting. The Cliffs board of directors recommends that the Cliffs shareholders vote **for** the proposal to adopt the merger agreement and approve the issuance of Cliffs common shares pursuant to the terms of the merger agreement at the Cliffs special meeting. See *The Merger Alpha's Reasons for the Merger and Recommendation of Alpha's Board of Directors* beginning on page 59, *The Merger Cliffs' Reasons for the Merger and Recommendation of Cliffs' Board of Directors* beginning on page 62, *Summary The Merger Alpha's Reasons for the Merger* on page 9 and *Summary The Merger Cliffs' Reasons for the Merger* on page 9.

Q: What vote is needed by Alpha stockholders to adopt the merger agreement?

A: The adoption of the merger agreement requires the affirmative vote of at least a majority of the outstanding shares of Alpha common stock entitled to vote. If you are an Alpha stockholder and you abstain from voting, that will have the same effect as a vote against the adoption of the merger agreement. See *The Alpha Special Meeting Quorum and Vote Required* beginning on page 40.

Q: What vote is needed by Cliffs shareholders to adopt the merger agreement and approve the issuance of Cliffs common shares pursuant to the terms of the merger agreement?

A: The adoption of the merger agreement and the approval of the issuance of Cliffs common shares pursuant to the terms of the merger agreement requires the affirmative vote of at least two-thirds of the votes entitled to be cast by the holders of outstanding common shares of Cliffs and 3.25% Redeemable Cumulative Convertible Perpetual Preferred Stock of Cliffs, which we refer to as Series A-2 preferred stock, voting together as a class. If you are a Cliffs shareholder and you abstain from voting, that will have the same effect as a vote against the adoption of the merger agreement and the issuance of Cliffs common shares pursuant to the merger agreement. See *The Cliffs Special Meeting Quorum and Vote Required* beginning on page 44.

The former owners of PinnOak Resources, LLC, or PinnOak, which, held, collectively, as of the record date, 4,000,000 common shares of Cliffs, or approximately 3.5% of all of the common shares of Cliffs issued and outstanding as of the record date, and United Mining Co., Ltd., or United Mining, which held as of the record date 4,311,471 common shares of Cliffs, or approximately 3.8% of the then issued and outstanding common shares of Cliffs, each entered into separate voting agreements with Cliffs, pursuant to which they have agreed, among other things, to vote their respective common shares of Cliffs in favor of the adoption of the merger agreement and the approval of the transactions contemplated thereby, including the merger.

Q: What will happen in the proposed merger?

A: In the proposed merger, Alpha Merger Sub, Inc., a wholly-owned subsidiary of Cliffs, which we refer to as merger sub, will merge with and into Alpha, with Alpha as the surviving company. Under certain circumstances, the merger may be restructured so that merger sub will be converted from a Delaware corporation to a Delaware limited liability company, Alpha Merger Sub, LLC, and Alpha will merge with and into Alpha Merger Sub, LLC, with Alpha Merger Sub, LLC as the surviving company. The effects of the merger, if it is restructured in this way, are described in Annex G. After the merger, Alpha will no longer be a public company and will become a

wholly-owned subsidiary of Cliffs. See The Merger Agreement The Merger; Closing beginning on page 97.

Q: What will Alpha stockholders receive in the merger?

A: In the merger, holders of Alpha common stock (other than shares of Alpha common stock held by any dissenting Alpha stockholder that has properly exercised appraisal rights in accordance with Delaware law, held in

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treasury by Alpha or owned by Cliffs) will be entitled to receive for each share of Alpha common stock (which will be cancelled in the merger):

\$22.23 in cash, without interest; and

0.95 of a fully paid, nonassessable common share of Cliffs.

Although both the cash portion and the share portion of the merger consideration are fixed, due to the fluctuations in the market value of the Cliffs common shares, the value of the Cliffs common shares to be issued in the merger will fluctuate with movements in the price of Cliffs common shares. See Risk Factors Risks Relating to the Merger Because the market price of Cliffs common shares will fluctuate, Alpha stockholders cannot be sure of the value of the merger consideration they will receive on page 27.

Alpha stockholders will be entitled to receive cash for any fractional common shares of Cliffs that they would otherwise be entitled to receive in the merger.

Q: What are the potential principal adverse consequences of the merger to the Cliffs shareholders?

A: Following the consummation of the merger, Cliffs shareholders will participate in one of the largest U.S. mining companies with a mine portfolio including nine iron ore facilities and more than 60 coal mines located across North America, South America and Australia. Although the combined company will have a significantly increased size and scope, if the combined company is unable to realize the strategic and financial benefits currently anticipated to result from the merger, then Cliffs shareholders could experience dilution of their economic interest in Cliffs without receiving a commensurate benefit. In addition, it is possible that the merger could result in dilution to Cliffs earnings per share. Further, any adverse changes to the financial condition, results of operations, business, competitive position, reputation and business prospects of Alpha could potentially adversely affect the value of the combined company, thereby decreasing the value of the Cliffs common shares after the merger. Please see Risk Factors Risks Relating to the Merger beginning on page 27 and Risk Factors Risks Relating to the Combined Company's Operations After Consummation of the Merger beginning on page 38 for a further discussion of the material risks associated with the merger.

Q: Do Alpha stockholders have appraisal rights?

A: Yes. Alpha stockholders who do not vote in favor of adopting the merger agreement and who otherwise comply with the requirements of Delaware law will be entitled to appraisal rights to receive the statutorily determined fair value of their shares of Alpha common stock as determined by the Delaware Chancery Court, rather than the merger consideration. For a full description of the appraisal rights available to Alpha stockholders, see Summary Appraisal Rights of Alpha Stockholders beginning on page 11 and The Merger Appraisal Rights of Alpha Stockholders beginning on page 88.

Q: Do Cliffs shareholders have dissenters' rights?

A: Yes. Cliffs shareholders are entitled to exercise dissenters' rights in connection with the merger, provided they comply with the requirements of Chapter 1701 of the Ohio Revised Code, which we refer to as the Ohio General Corporation Law. For a full description of the dissenters' rights of Cliffs shareholders, see Summary Dissenters' Rights of Cliffs Shareholders on page 12 and The Merger Dissenters' Rights of Cliffs Shareholders beginning on page 91.

Q: Will the rights of Alpha stockholders change as a result of the merger?

A: Yes. Alpha stockholders will become Cliffs shareholders and their rights as Cliffs shareholders will be governed by the Ohio General Corporation Law and Cliffs' amended articles of incorporation, as amended, which we refer to as the amended articles of incorporation, and regulations, which we refer to as the regulations. For a summary description of those rights, see "Comparison of Rights of Shareholders" beginning on page 217. For a copy of Cliffs' amended articles of incorporation or regulations, see "Where You Can Find More Information" beginning on page 239.

Q: Will the rights of Cliffs shareholders change as a result of the merger?

A: No. Cliffs shareholders will retain their shares of Cliffs and their rights will continue to be governed by the Ohio General Corporation Law and Cliffs' amended articles of incorporation and regulations.

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Q: Where do Cliffs common shares trade?

A: Common shares of Cliffs trade on the New York Stock Exchange, or NYSE, under the symbol CLF.

Q: When do you expect to complete the merger?

A: If the merger agreement is adopted at the Alpha special meeting and the merger agreement is adopted and the issuance of Cliffs common shares is approved at the Cliffs special meeting, we expect to complete the merger as soon as possible after the satisfaction of the other conditions to the merger. There may be a substantial period of time between the approval of the proposals by stockholders at the special meetings of Alpha's stockholders and Cliffs' shareholders and the effectiveness of the merger. We currently anticipate that, if the necessary approvals of Alpha's stockholders and Cliffs' shareholders are obtained, the merger will be completed prior to the end of 2008. See *The Merger Agreement – The Merger; Closing* beginning on page 97.

Q: Who will be the directors of Cliffs after the merger?

A: The directors of Cliffs immediately prior to the merger will continue as directors after the effective time of the merger. In addition, Cliffs has agreed to take all actions required to appoint two members of Alpha's board of directors, Michael J. Quillen and Glenn A. Eisenberg, to Cliffs' board after the merger.

Q: Should I send in my stock certificates now?

A: **NO, PLEASE DO NOT SEND YOUR STOCK CERTIFICATE(S) WITH YOUR PROXY CARD(S).** If the merger is completed, Cliffs will send Alpha stockholders written instructions for sending in their stock certificates or, in the case of book-entry shares, for surrendering their book-entry shares. See *The Alpha Special Meeting – Proxy Solicitations* on page 43 and *The Merger Agreement – Exchange of Shares* beginning on page 99. Cliffs shareholders will not need to send in their share certificates or surrender their book-entry shares.

Q: Who can answer my questions about the merger?

A: If you have any questions about the merger or your special meeting, need assistance in voting your shares, or need additional copies of this joint proxy statement/prospectus or the enclosed proxy card(s), you should contact:

If you are a Cliffs shareholder:

Innisfree M&A Incorporated
501 Madison Avenue, 20th Floor
New York, NY 10022
Shareholders may call toll-free: (877) 456-3507
Banks and Brokers call collect: (212) 750-5833

If you are an Alpha stockholder:

D.F. King & Co., Inc.
48 Wall Street, 22nd Floor
New York, NY 10005
Banks and Brokers call collect: (212) 269-5550
All others call toll-free: (888) 887-0082

Procedures

Q: When and where are the special meetings?

A: The Alpha special meeting will be held at the offices of Alpha located at One Alpha Place, Abingdon, Virginia 24212, at _____ on _____, 2008.

The Cliffs special meeting will be held at _____, at _____ on _____, 2008.

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Q: Who is eligible to vote at the Alpha and Cliffs special meetings?

A: Owners of Alpha common stock are eligible to vote at the Alpha special meeting if they were stockholders of record at the close of business on October 10, 2008. See *The Alpha Special Meeting Record Date; Outstanding Shares; Shares Entitled to Vote* on page 40.

Owners of Cliffs common shares and shares of Series A-2 preferred stock are eligible to vote at the Cliffs special meeting if they were shareholders of record at the close of business on October 6, 2008. See *The Cliffs Special Meeting Record Date; Outstanding Shares; Shares Entitled to Vote* on page 44.

Q: What should I do now?

A: You should read this joint proxy statement/prospectus carefully, including the annexes, and return your completed, signed and dated proxy card(s) by mail in the enclosed postage-paid envelope or by submitting your proxy by telephone or over the Internet as soon as possible so that your shares will be represented and voted at your special meeting. You may vote your shares by signing, dating and mailing the enclosed proxy card(s), or by voting by telephone or over the Internet. A number of banks and brokerage firms participate in a program that also permits shareholders whose shares are held in street name to direct their vote by telephone or over the Internet. This option, if available, will be reflected in the voting instructions from the bank or brokerage firm that accompany this joint proxy statement/prospectus. If your shares are held in an account at a bank or brokerage firm that participates in such a program, you may direct the vote of these shares by telephone or over the Internet by following the voting instructions enclosed with the proxy form from the bank or brokerage firm. See *The Alpha Special Meeting How to Vote* beginning on page 41 and *The Cliffs Special Meeting How to Vote* beginning on page 46.

Q: If I am going to attend my special meeting, should I return my proxy card(s)?

A: Yes. Returning your signed and dated proxy card(s) or voting by telephone or over the Internet ensures that your shares will be represented and voted at your special meeting. See *The Alpha Special Meeting How to Vote* beginning on page 41 and *The Cliffs Special Meeting How to Vote* beginning on page 46.

Q: How will my proxy be voted?

A: If you complete, sign and date your proxy card(s) or vote by telephone or over the Internet, your proxy will be voted in accordance with your instructions. If you sign and date your proxy card(s) but do not indicate how you want to vote at your special meeting:

for Alpha stockholders, your shares will be voted **for** the adoption of the merger agreement. If you vote for the adoption of the merger agreement at the Alpha special meeting, you will lose the appraisal rights to which you would otherwise be entitled. See *Summary Appraisal Rights of Alpha Stockholders* beginning on page 11, *The Merger Appraisal Rights of Alpha Stockholders* beginning on page 88 and *The Alpha Special Meeting How to Vote* beginning on page 41; and

for Cliffs shareholders, your shares will be voted **for** the adoption of the merger agreement and the issuance of Cliffs common shares. If you vote for the adoption of the merger agreement and the issuance of the Cliffs common shares at the Cliffs special meeting, you will lose the dissenters' rights to which you would otherwise be entitled. See *Summary Dissenters' Rights of Cliffs Shareholders* on page 12, *The Merger Dissenters' Rights of Cliffs Shareholders* beginning on page 91 and *The Cliffs Special Meeting How to Vote* beginning on page 46.

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Q: Can I change my vote after I mail my proxy card(s) or vote by telephone or over the Internet?

A: Yes. If you are a record holder of Alpha common stock or Cliffs common shares or shares of Series A-2 preferred stock, you can change your vote by:

 sending a written notice to the corporate secretary of the company in which you hold shares that is received prior to your special meeting and states that you revoke your proxy;

 signing and delivering a new proxy card(s) bearing a later date;

 voting again by telephone or over the Internet and submitting your proxy so that it is received prior to your special meeting; or

 attending your special meeting and voting in person, although your attendance alone will not revoke your proxy.

If your shares are held in a street name account, you must contact your broker, bank or other nominee to change your vote.

Q: What if my shares are held in street name by my broker?

A: If a broker holds your shares for your benefit but not in your own name, your shares are in street name. In that case, your broker will send you a voting instruction form to use in voting your shares. The availability of telephone and Internet voting depends on your broker's voting procedures. Please follow the instructions on the voting instruction form they send you. If your shares are held in your broker's name and you wish to vote in person at your special meeting, you must contact your broker and request a document called a legal proxy. You must bring this legal proxy to your respective special meeting in order to vote in person.

Q: What if I don't provide my broker with instructions on how to vote?

A: Generally, a broker may only vote the shares that it holds for you in accordance with your instructions. However, if your broker has not received your instructions, your broker has the discretion to vote on certain matters that are considered routine. A broker non-vote occurs if your broker cannot vote on a particular matter because your broker has not received instructions from you and because the proposal is not routine. Broker non-votes could be counted in determining whether a quorum is present at the respective special meetings of Alpha stockholders and Cliffs shareholders. Nevertheless, since we do not anticipate that there will be any routine matters on the agenda for the respective special meetings of Alpha stockholders and Cliffs shareholders, we expect that there will be practical impediments that will prevent us from counting broker non-votes for purposes of a quorum at those special meetings.

Alpha Stockholders

If you wish to vote on the proposal to adopt the merger agreement, you must provide instructions to your broker because this proposal is not routine. If you do not provide your broker with instructions, your broker will not be authorized to vote with respect to adopting the merger agreement, and a broker non-vote will occur. This will have the same effect as a vote **against** the adoption of the merger agreement.

Cliffs Shareholders

If you wish to vote on the proposal to adopt the merger agreement and approve the issuance of Cliffs common shares pursuant to the merger agreement, you must provide instructions to your broker because this proposal is not routine. If you do not provide your broker with instructions, your broker will not be authorized to vote with respect to the adoption of the merger agreement and the issuance of Cliffs common shares, and a broker non-vote will occur. This will have the same effect as a vote **against** the adoption of the merger agreement and the issuance of Cliffs common shares.

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Q: What if I abstain from voting?

A: Your abstention from voting will have the following effect:

If you are an Alpha stockholder:

Abstentions will be counted in determining whether a quorum is present at the special meeting. With respect to the proposal to adopt the merger agreement, abstentions will have the same effect as a vote **against** the proposal to adopt the merger agreement. With respect to the proposal to adjourn the special meeting, if necessary, to solicit further proxies in connection with the merger agreement adoption proposal, abstentions will have the same effect as a vote **against** the proposal to adjourn the Alpha special meeting.

If you are a Cliffs shareholder:

Abstentions will be counted in determining whether a quorum is present at the special meeting. With respect to the proposal to adopt the merger agreement and approve the issuance of Cliffs common shares pursuant to the merger agreement, abstentions will have the same effect as a vote **against** the proposal to adopt the merger agreement and approve the issuance of Cliffs common shares in connection with the merger. With respect to the proposal to adjourn or postpone the special meeting, if necessary, to solicit further proxies in connection with the merger agreement adoption and share issuance proposal, abstentions will have the same effect as a vote **against** the proposal to adjourn or postpone the Cliffs special meeting, whether a quorum is present or not.

Q: What does it mean if I receive multiple proxy cards?

A: Your shares may be registered in more than one account, such as brokerage accounts and 401(k) accounts. It is important that you complete, sign, date and return each proxy card or voting instruction card you receive or vote using the telephone or the Internet as described in the instructions included with your proxy card(s) or voting instruction card(s).

Q: Where can I find more information about Cliffs and Alpha?

A: You can find more information about Cliffs and Alpha from various sources described under [Where You Can Find More Information](#) beginning on page 239.

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SUMMARY

*This summary highlights selected information from this joint proxy statement/prospectus and may not contain all of the information that is important to you. You should carefully read this entire document and the other documents to which this document refers to fully understand the merger and the related transactions. See *Where You Can Find More Information* beginning on page 239. Most items in this summary include a page reference directing you to a more complete description of those items.*

Information about Cliffs

Founded in 1847, Cliffs is an international mining company, the largest producer of iron ore pellets in North America and a supplier of metallurgical coal to the global steelmaking industry. Cliffs operates six iron ore mines in Michigan, Minnesota and Eastern Canada, and three coking coal mines in West Virginia and Alabama. Cliffs also owns a majority control interest in Portman Limited, or Portman, a large iron ore mining company in Australia, serving the Asian iron ore markets with direct-shipping fines and lump ore. In addition, Cliffs has a 30 percent interest in MMX Amapá Mineração Limitada, a Brazilian iron ore project, which is referred to as Amapá, and a 45 percent economic interest in the Sonoma Coal Project, an Australian coking and thermal coal project, which is referred to as Sonoma. Cliffs' principal executive offices are located at: 1100 Superior Avenue, Cleveland, Ohio 44114, and its telephone number is: (216) 694-5700.

Information about Alpha

Alpha is a leading Appalachian coal supplier. Alpha produces, processes and sells steam and metallurgical coal from eight regional business units, which, as of June 30, 2008, were supported by 32 active underground mines, 26 active surface mines and 11 preparation plants located throughout Virginia, West Virginia, Kentucky, and Pennsylvania, as well as a road construction business in West Virginia and Virginia that recovers coal. Alpha also sells coal produced by others, the majority of which Alpha processes and/or blends with coal produced from its mines prior to resale, providing Alpha with a higher overall margin for the blended product than if Alpha had sold the coals separately. Alpha's principal executive offices are located at: One Alpha Place, P.O. Box 2345, Abingdon, Virginia 24212, and its telephone number is: (276) 619-4410.

The Merger

On July 15, 2008, each of the boards of directors of Cliffs and Alpha approved the merger of merger sub, a newly formed and wholly-owned subsidiary of Cliffs, with and into Alpha, upon the terms and subject to the conditions contained in the merger agreement. Alpha will be the surviving company after the merger and will become a wholly-owned subsidiary of Cliffs. Under certain circumstances, the merger may be restructured so that merger sub will be converted from a Delaware corporation into a Delaware limited liability company, Alpha Merger Sub, LLC, and Alpha will merge with and into Alpha Merger Sub, LLC, with Alpha Merger Sub, LLC as the surviving company. The effects of the merger, if it is restructured in this way, are described in Annex G. Any such restructuring will not affect the merger consideration to be received by holders of Alpha common stock.

We encourage you to read the merger agreement, which governs the merger and is attached as Annex A to this joint proxy statement/prospectus, because it sets forth the terms of the merger.

Merger Consideration (page 83)

In the merger, holders of Alpha common stock (other than shares of Alpha common stock held by any dissenting Alpha stockholder that has properly exercised appraisal rights in accordance with Delaware law, held in treasury by Alpha or owned by Cliffs) will be entitled to receive for each share of Alpha common stock (which will be cancelled in the merger):

\$22.23 in cash, without interest; and

0.95 of a fully paid, nonassessable common share of Cliffs.

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As a result, Cliffs will issue approximately 70,000,000 common shares of Cliffs and pay approximately \$1.7 billion in cash in the merger, based upon the number of shares of Alpha common stock outstanding on the record date for the Alpha special meeting. We refer to the share and cash consideration to be paid to Alpha stockholders by Cliffs as the merger consideration.

The total value of the merger consideration that an Alpha stockholder receives in the merger may vary. The value of the cash portion of the merger consideration is fixed at \$22.23 for each share of Alpha common stock. The share portion of the merger consideration is similarly fixed at 0.95 of a common share of Cliffs to be exchanged for each share of Alpha common stock, but its value may vary due to changes in the market value of Cliffs common shares.

No fractional common shares of Cliffs will be issued in the merger. Any holder of Alpha common stock that would otherwise be entitled to receive fractional common shares of Cliffs as a result of the exchange of Alpha common stock for Cliffs common shares will receive, in lieu of any fractional shares, an amount in cash, without interest, equal to the fractional share interest multiplied by the closing price for a common share of Cliffs as reported on the NYSE Composite Transactions Reports as of the closing date of the merger or, if such date is not a trading day, the trading day immediately preceding the closing date of the merger.

Financing of the Merger (page 94)

Cliffs will fund the cash portion of the merger consideration with cash from committed debt financing in the form of a senior unsecured term loan facility for up to \$1.9 billion and cash from operations.

Alpha's Reasons for the Merger (beginning on page 59)

In reaching its decision to approve the merger agreement and recommend the merger to its stockholders, the Alpha board of directors consulted with Alpha's management, as well as Alpha's legal and financial advisors, and considered a number of factors, including those listed in The Merger Alpha's Reasons for the Merger and Recommendation of Alpha's Board of Directors beginning on page 59.

Cliffs' Reasons for the Merger (beginning on page 62)

In reaching its decision to approve the merger agreement and the transactions contemplated by the merger agreement and to recommend that Cliffs shareholders adopt the merger agreement and approve the issuance of Cliffs common shares in connection with the merger, the Cliffs board of directors consulted with Cliffs' management, as well as Cliffs' legal and financial advisors, and considered a number of factors, including those listed in The Merger Cliffs' Reasons for the Merger and Recommendation of Cliffs' Board of Directors beginning on page 62.

Effect of the Merger on Alpha Equity Awards (page 108)

In general, upon completion of the merger, options to purchase shares of Alpha common stock will be converted into options to purchase common shares of Cliffs. Cliffs has agreed to assume each of Alpha's stock option plans at the effective time of the merger. Each unvested Alpha stock option outstanding under any Alpha stock option plan will become fully vested and exercisable in connection with the merger.

Restricted shares of Alpha common stock granted by Alpha to its employees and directors will become fully vested in connection with the merger and the holders thereof will be entitled to receive the merger consideration with respect to such vested shares upon completion of the merger.

Performance shares of Alpha common stock granted by Alpha to its employees will vest according to the terms of the applicable performance share agreement, and the holder of each performance share agreement will be entitled to receive an amount in cash equal to the product of (i) the sum of (A) \$22.23 plus (B) the product of 0.95 multiplied by the closing price for a common share of Cliffs as reported on the NYSE Composite Transactions Reports on the closing date of the merger or, if such date is not a trading day, the trading day immediately preceding the closing date of the merger, multiplied by (ii) the number of shares of Alpha common stock that would be issuable under such performance share agreement.

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For a full description of the treatment of Alpha equity awards, see *The Merger Agreement – Covenants and Agreements – Effect of the Merger on Alpha Equity Awards* on page 108.

Recommendations of the Boards of Directors to Alpha Stockholders and Cliffs Shareholders

Alpha Stockholders. The Alpha board of directors believes that the merger agreement and the transactions contemplated by the merger agreement, including the merger, are advisable and fair to, and in the best interests of, Alpha and its stockholders and has approved the merger agreement and the transactions contemplated by the merger agreement, including the merger. The Alpha board of directors has resolved to recommend that Alpha stockholders vote **for** the adoption of the merger agreement.

Cliffs Shareholders. The Cliffs board of directors believes that the merger agreement and the transactions contemplated by the merger agreement, including the merger, are advisable and fair to, and in the best interests of, Cliffs and its shareholders and has approved the merger agreement and the transactions contemplated by the merger agreement, including the merger. The Cliffs board of directors has resolved to recommend that Cliffs shareholders vote **for** the adoption of the merger agreement and the approval of the issuance of Cliffs common shares pursuant to the merger agreement.

Opinions of Financial Advisors (beginning on page 64 for Alpha’s financial advisor and page 76 for Cliffs financial advisor)

Opinion of Alpha’s Financial Advisor. In deciding to approve the merger agreement, the Alpha board of directors considered the oral opinion of Citigroup Global Markets Inc., which is referred to as Citi, financial advisor to the Alpha board of directors, delivered on July 15, 2008, which was subsequently confirmed in writing on the same date, to the effect that, as of the date of the opinion and based upon and subject to the considerations and limitations set forth in the opinion, its work described below and other factors it deemed relevant, the merger consideration was fair, from a financial point of view, to the holders of Alpha common stock. The full text of Citi’s opinion, which sets forth the assumptions made, general procedures followed, matters considered and limits on the review undertaken, is included as Annex B to this joint proxy statement/prospectus. Holders of Alpha common stock are urged to read the Citi opinion carefully and in its entirety, as well as the information set forth under *Risk Factors* beginning on page 27. Citi provided its opinion for the information and assistance of the Alpha board of directors in connection with its consideration of the merger. Neither Citi’s opinion nor the related analyses constituted a recommendation of the proposed merger to the Alpha board of directors. Citi makes no recommendation to any stockholder regarding how such stockholder should vote with respect to the merger. For its services to date, Citi has been paid a customary fee, and will be entitled to receive a transaction fee upon the completion of the merger. In addition, in the event that the merger is not completed and Alpha receives termination or break-up fees, Citi will be entitled to a portion of such fees.

Opinion of Cliffs’ Financial Advisor. In connection with the merger, the Cliffs board of directors retained J.P. Morgan Securities Inc., which is referred to as J.P. Morgan, as its financial advisor. In deciding to approve the merger, the Cliffs board of directors considered the oral opinion of J.P. Morgan provided to the Cliffs board of directors on July 15, 2008, subsequently confirmed in writing on the same date, that, as of the date of the opinion and based upon and subject to the various factors and assumptions set forth in the written opinion, the consideration to be paid by Cliffs to Alpha stockholders in the proposed merger was fair, from a financial point of view, to Cliffs. The full text of J.P. Morgan’s written opinion, dated July 15, 2008, is attached to this joint proxy statement/prospectus as Annex C. Cliffs shareholders are urged to read the J.P. Morgan opinion carefully in its entirety for a description of, among other things, the assumptions made, general procedures followed, matters considered and limitations on the scope of the review undertaken by J.P. Morgan in conducting its financial analysis and rendering its opinion. J.P. Morgan’s opinion

is addressed to the Cliffs board of directors and is one of many factors considered by the Cliffs board of directors in deciding to approve the transactions contemplated by the merger agreement. J.P. Morgan provided its opinion for the information and assistance of the Cliffs board of directors in connection with its consideration of the merger, and the opinion does not constitute a recommendation to any holder of Alpha common stock or Cliffs common shares as to how that holder should vote or act on any matter relating to the merger. For its services, J.P. Morgan will be entitled to receive a transaction fee, the principal portion of which is payable upon the completion of the merger. In addition, in the event Alpha pays a break-up fee or other payment to Cliffs

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following or in connection with the termination, abandonment or failure to consummate the merger, J.P. Morgan will be entitled to a portion of such fee or other payment.

Record Date; Outstanding Shares; Shares Entitled to Vote (page 40 for Alpha and page 44 for Cliffs)

Alpha Stockholders. The record date for the meeting of Alpha stockholders is October 10, 2008. This means that you must have been a stockholder of record of Alpha's common stock at the close of business on October 10, 2008, in order to vote at the special meeting. You are entitled to one vote for each share of common stock you own. On Alpha's record date, there were 70,495,814 shares of common stock (no shares of treasury stock) outstanding and entitled to vote at the special meeting.

Cliffs Shareholders. The record date for the meeting of Cliffs shareholders is October 6, 2008. This means that you must have been a shareholder of record of Cliffs' common shares or Series A-2 preferred stock at the close of business on October 6, 2008, in order to vote at the special meeting. You are entitled to one vote for each common share or share of Series A-2 preferred stock you own. On Cliffs' record date, Cliffs' voting securities carried 113,502,668 votes, which consisted of 113,502,463 common shares (excluding 21,121,065 shares of treasury stock) and 205 shares of Series A-2 preferred stock.

Stock Ownership of Directors and Executive Officers (page 83 for Alpha and Cliffs)

Alpha. At the close of business on the record date for the Alpha special meeting, directors and executive officers of Alpha beneficially owned and were entitled to vote approximately 651,036 shares of Alpha common stock, collectively representing 0.92% of the shares of Alpha common stock outstanding on that date.

Cliffs. At the close of business on the record date for the Cliffs special meeting, directors and executive officers of Cliffs beneficially owned and were entitled to vote approximately 1,574,181 common shares of Cliffs, collectively representing approximately 1.39% of the common shares of Cliffs outstanding on that date. Directors and executive officers of Cliffs did not hold any shares of Series A-2 preferred stock as of the close of business on the record date.

Ownership of the Combined Company After the Merger (beginning on page 83)

Based on the number of common shares of Cliffs and shares of Alpha common stock outstanding on their respective record dates, and assuming that Cliffs will issue approximately 70,000,000 common shares of Cliffs in the merger, after the merger, former Alpha stockholders are expected to own approximately 37% of the then-outstanding common shares of Cliffs.

Interests of Alpha Directors and Executive Officers in the Merger (beginning on page 84)

Alpha's executive officers and members of the Alpha board of directors, in their capacities as such, may have financial interests in the merger that are in addition to or different from their interests as stockholders of Alpha generally. Alpha's board of directors was aware of these interests and considered them, among other matters, in approving the merger agreement and the transactions contemplated thereby.

Listing of Cliffs Common Shares and Delisting of Alpha Common Stock (page 87)

Application will be made to have the common shares of Cliffs issued in the merger approved for listing on the NYSE, where Cliffs common shares currently are traded under the symbol CLF. If the merger is completed, Alpha common stock will no longer be listed on the NYSE and will be deregistered under the Securities Exchange Act of 1934, as amended, which is referred to as the Exchange Act, and Alpha may no longer file periodic reports with the SEC.

Appraisal Rights of Alpha Stockholders (beginning on page 88)

Holders of Alpha common stock who do not wish to accept the consideration payable pursuant to the merger may seek, under Section 262 of the General Corporation Law of the State of Delaware, which we refer to as the DGCL, judicial appraisal of the fair value of their shares by the Delaware Court of Chancery. This value could be

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more than, less than or the same as the merger consideration for the Alpha common stock. Failure to strictly comply with all the procedures required by Section 262 of the DGCL will result in a loss of the right to appraisal.

Merely voting against adoption of the merger agreement will not preserve the right of Alpha stockholders to appraisal under Delaware law. Also, because a submitted proxy not marked against or abstain will be voted for the proposal to adopt the merger agreement, the submission of a proxy not marked against or abstain will result in the waiver of appraisal rights. Alpha stockholders who hold shares in the name of a broker or other nominee must instruct their nominee to take the steps necessary to enable them to demand appraisal for their shares.

Annex D to this joint proxy statement/prospectus contains the full text of Section 262 of the DGCL, which relates to the rights of appraisal. We encourage you to read these provisions carefully and in their entirety.

Dissenters Rights of Cliffs Shareholders (beginning on page 91)

Cliffs shareholders who (1) are record holders of the Cliffs shares as of the record date; (2) do not vote to adopt the merger agreement and approve the issuance of Cliffs common shares in the merger, and (3) deliver a written demand for payment of the fair cash value of their Cliffs shares not later than ten days after the Cliffs special meeting, will be entitled, if and when the merger is completed, to receive the fair cash value of their Cliffs shares. The right as a Cliffs shareholder to receive the fair cash value of Cliffs shares, however, is contingent upon strict compliance by the dissenting Cliffs shareholder with the procedures set forth in Section 1701.85 of the Ohio General Corporation Law. If you wish to submit a written demand for payment of the fair cash value of your Cliffs shares, you should deliver your demand no later than _____, 2008.

Annex E to this joint proxy statement/prospectus contains the full text of Section 1701.85 of the Ohio General Corporation Law, which relates to the dissenters rights of Cliffs shareholders. We encourage you to read these provisions carefully and in their entirety.

Conditions to Completion of the Merger (page 93)

Completion of the merger depends on a number of conditions being satisfied or waived. These conditions include the following:

adoption of the merger agreement by the Alpha stockholders at the Alpha special meeting;

adoption of the merger agreement and approval of the issuance of Cliffs common shares pursuant to the terms of the merger agreement by the Cliffs shareholders at the Cliffs special meeting;

the waiting period (including any extension thereof) applicable to the consummation of the merger under the Hart-Scott-Rodino Act, which is referred to as the HSR Act, must have expired or been terminated, and antitrust clearance in Turkey must have been obtained;

making or obtaining consents, approvals, and actions of, filings with and notices to, the governmental entities required to consummate the merger and the other transactions contemplated by the merger agreement, the failure of which to be made or obtained is reasonably expected to have or result in a material adverse effect on Cliffs or Alpha;

absence of any order or law of any governmental authority preventing the consummation of the merger;

approval for listing on the NYSE, upon official notice of issuance, of Cliffs common shares to be issued in connection with the merger;

continued effectiveness of the registration statement of which this joint proxy statement/prospectus is a part and the absence of any stop order or proceeding seeking a stop order by the SEC suspending the effectiveness of the registration statement;

accuracy of each party's representations and warranties in the merger agreement, except as would not reasonably be expected to have or result in a material adverse effect on the party making the representations;

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performance in all material respects of each party's covenants set forth in the merger agreement required to be performed by it at or prior to the closing date of the merger; and

delivery by both parties of customary officer's certificates and tax opinions.

Antitrust Clearances (page 93)

The completion of the merger is subject to compliance with the HSR Act. The notifications required under the HSR Act to the U.S. Federal Trade Commission, which is referred to as the FTC, and the Antitrust Division of the U.S. Department of Justice, which is referred to as the Antitrust Division, were filed on July 25, 2008. On August 22, 2008, the FTC granted an early termination of the waiting period under the HSR Act without the imposition of any conditions or restrictions on the consummation of the merger.

In addition, Cliffs and Alpha were required to submit a pre-merger notification in Turkey and obtain antitrust clearance from the Turkish Competition Authority. The pre-merger notification in Turkey was submitted on August 19, 2008, and the antitrust clearance was granted by the Turkish Competition Authority effective as of September 11, 2008.

Termination of the Merger Agreement (beginning on page 111)

Cliffs and Alpha may agree in writing to terminate the merger agreement at any time without completing the merger, even after the Alpha stockholders have approved the adoption of the merger agreement and the Cliffs shareholders have adopted the merger agreement and approved the issuance of Cliffs common shares in connection with the merger.

The merger agreement may also be terminated at any time before the effective time of the merger under the following circumstances, among others:

by either Cliffs or Alpha if:

the merger is not consummated by January 15, 2009, which date can be extended under certain circumstances to April 15, 2009 (we refer to such date, as possibly extended, as the outside date), unless the failure to consummate the merger by the outside date is the result of a breach of the merger agreement by the party seeking the termination or if such party has not yet held its special meeting of shareholders;

the shareholders of Cliffs have voted and failed to adopt the merger agreement and approve the issuance of common shares of Cliffs pursuant to the merger agreement;

the Alpha stockholders have voted and failed to adopt the merger agreement; or

the other party breaches its representations or warranties or breaches or fails to perform its covenants set forth in the merger agreement, which breach or failure to perform results in a failure of certain of the conditions to the completion of the merger being satisfied and such breach or failure to perform is not cured within 30 days after the receipt of written notice thereof or is incapable of being cured by the outside date; or

by Alpha if:

prior to the receipt of its stockholders' approval of the proposal to adopt the merger agreement, Alpha (i) receives an unsolicited written proposal after the date of the merger agreement concerning a business combination or acquisition of Alpha that the Alpha board of directors determines in its good faith judgment constitutes, or would reasonably be expected to lead to, a proposal that is more favorable to the Alpha stockholders than the transactions contemplated by the merger agreement, (ii) the Alpha board of directors determines in good faith that failure to take such action would be reasonably likely to be a violation of its fiduciary duties to Alpha stockholders under applicable Delaware law, (iii) provides Cliffs with a written notice that it intends to take such action, (iv) satisfies the conditions for withdrawing (or modifying in a manner adverse to Cliffs) the recommendation by its board of directors of the merger or recommending such superior proposal, and (v) concurrently with the termination of the merger

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agreement, enters into an acquisition agreement with a third party providing for the implementation of the transactions contemplated by such superior proposal; provided that Alpha pays a \$350 million termination fee to Cliffs and such superior proposal did not result from Alpha's breach of its non-solicitation obligations under the merger agreement;

Cliffs materially breaches its covenants to convene the Cliffs special meeting or breaches its obligations to recommend that the Cliffs shareholders vote in favor of the adoption of the merger agreement and the issuance of common shares in connection with the merger; or

the Cliffs board of directors or any committee thereof (i) withdraws or modifies, or publicly proposes to withdraw or modify, its recommendation that Cliffs' shareholders adopt the merger agreement and approve the issuance of Cliffs common shares in connection with the merger, or (ii) recommends, adopts or approves, or proposes publicly to recommend, adopt or approve certain transactions involving Cliffs; or

by Cliffs if:

Alpha materially breaches its obligations not to solicit alternative takeover proposals or materially breaches its covenants to convene the Alpha special meeting or breaches its obligations to recommend that the Alpha stockholders vote in favor of the adoption of the merger agreement; or

the Alpha board of directors or any committee thereof (i) withdraws or adversely modifies or publicly proposes to withdraw or adversely modify, its recommendation of the merger agreement and the transactions contemplated by the merger agreement, including the merger, or (ii) recommends, adopts or approves, or proposes publicly to recommend, adopt or approve a takeover proposal other than the merger agreement.

Termination Fees (beginning on page 113)

In connection with the termination of the merger agreement in certain circumstances involving a takeover proposal by a third party for Alpha, a change of the Alpha board of directors' recommendation to the Alpha stockholders in favor of the adoption of the merger agreement, or certain breaches of the merger agreement by Alpha, Alpha will be required to pay Cliffs a termination fee of \$350 million. Similarly, in connection with the termination of the merger agreement in certain circumstances involving certain alternative transactions for Cliffs, a change of the Cliffs board of directors' recommendation to the Cliffs shareholders in favor of the adoption of the merger agreement and the approval of the issuance of Cliffs common shares in connection with the merger, or certain breaches of the merger agreement by Cliffs, Cliffs will be required to pay Alpha a termination fee of \$350 million.

Furthermore, each party will have to pay a termination fee of \$100 million to the other party if its stockholders or shareholders, as applicable, voting at their respective special meetings, fail to approve the adoption of the merger agreement (in the case of Alpha) or the adoption of the merger agreement and the approval of the issuance of common shares of Cliffs in connection with the merger (in the case of Cliffs), but no such fee will be payable by such party if the shareholders of both parties, voting at their respective special meetings, fail to make such approvals.

Material United States Federal Income Tax Consequences (beginning on page 94)

Cliffs and Alpha intend for the merger to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, or the Code. If the merger qualifies as a reorganization, the U.S. federal income tax consequences to Alpha stockholders generally will be as follows: Alpha stockholders will generally recognize gain only to the extent of the cash consideration that they receive, and will not recognize any loss.

Tax matters are complicated, and the tax consequences of the merger to each Alpha stockholder will depend on the facts of each shareholder's situation. Alpha stockholders are urged to read carefully the discussion in the section titled "Material United States Federal Income Tax Consequences" beginning on page 94 and to consult their own tax advisors for a full understanding of the tax consequences of their participation in the merger.

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Accounting Treatment (page 94)

The merger will be accounted for as a business combination using the purchase method of accounting. Cliffs will be the acquirer for financial accounting purposes.

Risks

In evaluating the merger, the merger agreement or the issuance of Cliffs common shares in the merger, you should carefully read this joint proxy statement/prospectus and especially consider the factors discussed in the section titled Risk Factors beginning on page 27.

Comparison of Rights of Shareholders (beginning on page 217)

As a result of the merger, the holders of Alpha common stock will become holders of Cliffs common shares and their rights will be governed by the Ohio General Corporation Law and by Cliffs amended articles of incorporation and regulations. Following the merger, Alpha stockholders will have different rights as shareholders of Cliffs than as stockholders of Alpha.

Some of the material differences in the rights of Alpha stockholders and Cliffs shareholders include, but are not limited to, the following:

subject to certain exceptions, amendments to Alpha's certificate of incorporation require approval by Alpha's board of directors and holders of a majority of the voting power of the corporation (or, in cases in which class voting is required, by holders of a majority of the voting power of such class), while amendments to the Cliffs articles of incorporation require approval by holders of two-thirds of the voting power of the corporation (or, in cases in which class voting is required, by holders of two-thirds of the voting power of such class);

the Alpha bylaws may be amended and repealed by the Alpha board of directors, while the Cliffs board of directors does not have the power to amend or repeal the Cliffs regulations;

while the Alpha stockholders do not have the right to vote cumulatively in the election of Alpha's directors, the Cliffs shareholders, in contrast, may vote cumulatively in the election of Cliffs' directors; and

while any action by Alpha stockholders without a meeting requires written consent of holders of not less than the minimum number of votes otherwise required to authorize or take such action at a meeting of the Alpha stockholders, generally, the Cliffs shareholders may take action without a meeting only by unanimous written consent of all shareholders entitled to vote at such meeting.

The foregoing list is not intended to be exhaustive, but, rather serves as an illustration of some of the material differences in the rights of Alpha stockholders and Cliffs shareholders. For further discussion of the material differences between the rights of Alpha stockholders and Cliffs shareholders, please see Comparison of Rights of Shareholders beginning on page 217.

Table of Contents**FINANCIAL SUMMARY****Cliffs Market Price Data and Dividends**

Cliffs common shares are traded on the NYSE under the symbol CLF. The following table shows the high and low sales prices at any time during the period indicated for Cliffs common shares as reported on the NYSE. For current price information, you are urged to consult publicly available sources.

On May 9, 2006, the board of directors of Cliffs approved a two-for-one stock split of its common shares. The record date for the stock split was June 15, 2006 with a distribution date of June 30, 2006. On March 11, 2008, the board of directors of Cliffs declared a two-for-one stock split of its common shares. The record date for the stock split was May 1, 2008 with a distribution date of May 15, 2008. Accordingly, unless indicated otherwise, all Cliffs common share and per share amounts in this joint proxy statement/prospectus that relate to dates prior to the stock splits have been adjusted retroactively to reflect the stock splits.

Fiscal Year Ended	Price Range of Common shares		Dividends Paid
	High	Low	
December 31, 2006:			
First Quarter	\$ 27.59	\$ 20.13	\$ 0.05
Second Quarter	25.22	15.70	0.0625
Third Quarter	20.05	16.58	0.0625
Fourth Quarter	24.74	18.42	0.0625
December 31, 2007:			
First Quarter	32.42	23.00	0.0625
Second Quarter	46.03	32.10	0.0625
Third Quarter	45.00	28.20	0.0625
Fourth Quarter	53.15	36.75	0.0625
December 31, 2008:			
First Quarter	63.89	38.63	0.0875
Second Quarter	121.95	57.32	0.0875
Third Quarter	118.10	42.16	0.0875
Fourth Quarter (through October 14, 2008)	53.30	25.38	

In addition, on September 9, 2008, Cliffs declared a regular quarterly cash dividend of \$0.0875 per Cliffs common share that will be payable on December 1, 2008 to Cliffs shareholders of record as of the close of business on November 14, 2008.

The last reported sales prices of Cliffs common shares on the NYSE on July 15, 2008 and October 14, 2008 were \$111.46 and \$32.67, respectively. July 15, 2008 was the last full trading day prior to the public announcement of the merger. October 14, 2008 was the last full trading day prior to the filing of this joint proxy statement/prospectus with the SEC.

The Cliffs board of directors has the power to determine the amount and frequency of the payment of dividends. Decisions regarding whether or not to pay dividends and the amount of any dividends are based on compliance with the Ohio General Corporation Law, compliance with agreements governing Cliffs' indebtedness, earnings, cash requirements, results of operations, cash flows, financial condition and other factors that the board of directors considers important. While Cliffs intends to maintain dividends at this level for the foreseeable future, it cannot assure that it will continue to pay dividends at this level, or at all.

Under the merger agreement, Cliffs has agreed that, until the effective time of the merger, it will not declare, set aside or pay any dividends on, or make any other distributions in respect of, any of its capital stock, other than regular quarterly cash dividends with respect to Cliffs common shares not in excess of \$0.25 per share and Series A-2 preferred stock in accordance with the terms thereof.

Table of Contents**Alpha Market Price Data and Dividends**

Alpha common stock is traded on the NYSE under the symbol ANR. The following table shows the high and low sales prices at any time during the period indicated for Alpha common stock on the NYSE. For current price information, you are urged to consult publicly available sources.

Fiscal Year Ended	Price Range of Common Stock	
	High	Low
December 31, 2006:		
First Quarter	\$ 23.60	\$ 19.25
Second Quarter	27.46	17.88
Third Quarter	20.18	14.41
Fourth Quarter	17.07	14.09
December 31, 2007:		
First Quarter	15.85	12.32
Second Quarter	21.07	15.43
Third Quarter	23.50	15.92
Fourth Quarter	35.20	22.78
December 31, 2008:		
First Quarter	44.58	21.92
Second Quarter	108.73	40.05
Third Quarter	119.30	42.68
Fourth Quarter (through October 14, 2008)	50.69	28.05

The last reported sales prices Alpha common stock on the NYSE on July 15, 2008, and October 14, 2008 were \$94.92 and \$38.41, respectively. July 15, 2008 was the last full trading day prior to the public announcement of the merger. October 14, 2008 was the last full trading day prior to the filing of this joint proxy statement/prospectus with the SEC.

The Alpha board of directors has the power to determine the amount and frequency of the payment of dividends. Decisions regarding whether or not to pay dividends and the amount of any dividends are based on compliance with the DGCL, compliance with agreements governing Alpha's indebtedness, earnings, cash requirements, results of operations, cash flows, financial condition and other factors that the board of directors considers important. Alpha does not currently pay dividends. While Alpha anticipates that if the merger were not consummated it would continue not to pay dividends, it cannot assure that is the case. Under the merger agreement, until the closing of the merger Alpha is not permitted to declare, set aside or pay any dividends on, or make any other distributions in respect of, any of its capital stock.

Table of Contents**Selected Historical Consolidated Financial Data of Cliffs**

The following table shows selected historical financial data for Cliffs. The selected financial data as of December 31, 2007, 2006, 2005, 2004, and 2003 and for each of the five years then ended were derived from the audited historical consolidated financial statements and related footnotes of Cliffs. The data as of and for the six months ended June 30, 2008 and 2007 were derived from Cliffs unaudited condensed consolidated financial statements. In the opinion of management, the unaudited financial information as of and for the six months ended June 30, 2008 and 2007 includes all adjustments, consisting of normal and recurring adjustments, necessary to present fairly the data for such periods. The operating results for the six months ended June 30, 2008 are not necessarily indicative of results for the full year ending December 31, 2008.

Detailed historical financial information is included in the audited consolidated statements of financial position as of December 31, 2007 and 2006, and the related consolidated statements of operations, shareholders equity and cash flows for each of the years in the three-year period ended December 31, 2007 and the unaudited condensed consolidated statements of financial position as of June 30, 2008 and the related unaudited condensed consolidated statements of operations and cash flows for the six-month periods ended June 30, 2008 and 2007 included elsewhere in this joint proxy statement/prospectus. You should read the following selected financial data together with Cliffs historical consolidated financial statements, including the related notes.

	Six Months Ended		Year Ended December 31,				
	2008(b)	2007	2007(a)	2006	2005(b)	2004	2003
	(In millions, except per share data)						
Financial Data:							
Revenue from product sales and services	\$ 1,503.1	\$ 873.1	\$ 2,275.2	\$ 1,921.7	\$ 1,739.5	\$ 1,203.1	\$ 825.1
Cost of goods sold and operating expenses	(994.3)	(681.7)	(1,813.2)	(1,507.7)	(1,350.5)	(1,053.6)	(835.0)
Other operating income (expense)	(56.6)	(30.6)	(80.4)	(48.3)	(32.5)	(31.9)	(38.4)
Operating income (loss)	452.2	160.8	381.6	365.7	356.5	117.6	(48.3)
Income (loss) from continuing operations	287.2	119.4	269.8	279.8	273.2	320.2	(34.9)
Income (loss) from discontinued operations			0.2	0.3	(0.8)	3.4	
Income (loss) before extraordinary gain and cumulative effect of accounting change	287.2	119.4	270.0	280.1	272.4	323.6	(34.9)
Extraordinary gain(g)							2.2
Cumulative effect of accounting changes(c)					5.2		

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Net income (loss)	287.2	119.4	270.0	280.1	277.6	323.6	(32.7)
Preferred stock dividends	(1.3)	(2.8)	(5.2)	(5.6)	(5.6)	(5.3)	
Income (loss) applicable to common shares	285.9	116.6	264.8	274.5	272.0	318.3	(32.7)
Earnings (loss) per common share basic(d)(e)(f)							
Continuing operations	3.04	1.43	3.19	3.26	3.08	3.70	(.43)
Discontinued operations					(.01)	.04	
Cumulative effect of accounting changes and extraordinary gain					.06		.03
Earnings (loss) per common share	3.04	1.43	3.19	3.26	3.13	3.74	(.40)
Earnings (loss) per common share diluted(d)(e)(f)							
Continuing operations	2.73	1.14	2.57	2.60	2.46	2.92	(.43)
Discontinued operations					(.01)	.03	
Cumulative effect of accounting changes and extraordinary gain					.05		.03
Earnings (loss) per common share diluted(d)(e)(f)	2.73	1.14	2.57	2.60	2.50	2.95	(.40)
Total assets	\$ 4,046.9	\$ 2,221.0	\$ 3,075.8	\$ 1,939.7	\$ 1,746.7	\$ 1,232.3	\$ 881.6
Debt obligations effectively serviced	774.8	158.6	505.8	47.2	49.6	9.1	34.6
Net cash from (used by) operating activities	82.9	(37.7)	288.9	428.5	514.6	(141.4)	42.7
Series A-2 preferred stock	19.6	172.3	134.7	172.3	172.5	172.5	
Distributions to preferred shareholders cash dividends	1.3	2.8	5.5	5.6	5.6	5.3	
Distributions to common shareholders cash dividends							
Per share(d)(e)(f)	.18	.13	.25	.24	.15	.03	
Total	16.9	10.2	20.9	20.2	13.1	2.2	
Repurchases of common shares		2.2	2.2	121.5		6.5	

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	Six Months		Year Ended December 31,				2003
	Ended June 30,	2007	2007(a)	2006	2005(b)	2004	
	2008(b)						
(In millions, except per share data)							
Iron ore and coal production and sales statistics (tons in millions North America; tonnes in millions Asia-Pacific)							
Production tonnage North American iron ore	18.0	16.9	34.6	33.6	35.9	34.4	30.3
North American coal	1.7		1.1				
Asia-Pacific iron ore	4.0	4.2	8.4	7.7	5.2		
Production tonnage North American iron ore (Cliffs share)	11.5	10.8	21.8	20.8	22.1	21.7	18.1
Sales tonnage North American iron ore	8.2	7.9	22.3	20.4	22.3	22.6	19.2
North American coal	1.6		1.2				
Asia-Pacific iron ore	3.9	4.1	8.1	7.4	4.9		
Common shares outstanding (millions)(d)(e)(f)							
Average for period	94.0	81.4	83.0	84.1	86.9	85.2	82.0
At period end	102.6	82.0	87.2	81.8	87.6	86.4	84.0

- (a) On July 31, 2007, Cliffs completed the acquisition of Cliffs North American Coal LLC (formerly PinnOak), a producer of high-quality, low-volatile metallurgical coal. Results for 2007 include PinnOak's results since the acquisition.
- (b) On April 19, 2005, Cliffs completed the acquisition of 80.4 percent of Portman, an iron ore mining company in Australia. The acquisition was initiated on March 31, 2005 by the purchase of approximately 68.7 percent of Portman's outstanding shares. Results for 2005 include Portman's results since the acquisition. On May 21, 2008, Portman authorized a tender offer to repurchase up to 16.5 million shares, or 9.39 percent of its common stock, and as a result of the repurchase of shares pursuant to the tender offer, Cliffs' ownership interest in Portman increased from 80.4 percent to 85.2 percent on June 24, 2008. See Information about Cliffs' Business Strategic Transformation on page 116.
- (c) Effective January 1, 2005, Cliffs adopted Emerging Issues Task Force, or EITF, 04-6, Accounting for Stripping Costs Incurred during Production in the Mining Industry.
- (d) On March 11, 2008, the Cliffs board of directors declared a two-for-one stock split of Cliffs common shares. The record date for the stock split was May 1, 2008 with a distribution date of May 15, 2008. Accordingly, all common shares and per share amounts for all periods presented have been adjusted retroactively to reflect the stock split.
- (e) On May 9, 2006, the board of directors of Cliffs approved a two-for-one stock split of its common shares. The record date for the stock split was June 15, 2006 with a distribution date of June 30, 2006.