

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

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): May 17, 2023

**CLEVELAND-CLIFFS INC.**

(Exact name of registrant as specified in its charter)

Ohio 1-8944 34-1464672  
(State or Other Jurisdiction (Commission File Number) (IRS Employer  
of Incorporation or Organization) Identification No.)

200 Public Suite  
Square, 3300, Cleveland, Ohio 44114-2315  
(Address of Principal Executive Offices) (Zip Code)

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

Not Applicable

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

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

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

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered:
Common Shares, par value \$0.125 per share	CLF	New York Stock Exchange

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

Emerging growth company

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

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

The Annual Meeting of Shareholders (the "Annual Meeting") of Cleveland-Cliffs Inc. (the "Company") was held on May 17, 2023. The final voting results for the proposals submitted for a vote of shareholders at the Annual Meeting are set forth below.

As of March 20, 2023, the record date for the Annual Meeting, there were 515,051,263 common shares of the Company entitled to vote at the Annual Meeting. Each such share was entitled to one vote. There were present at the Annual Meeting, in person or by proxy, holders of 405,491,050 common shares representing more than a majority of the voting power and constituting a quorum.

At the Annual Meeting, the shareholders voted on the following items:

Proposal No. 1: Election of Directors

All of the Company's nominees were elected as directors by the votes indicated below for a term that will expire on the date of the Company's 2024 annual meeting of shareholders:

<b>NOMINEES</b>	<b>FOR</b>	<b>WITHHELD</b>	<b>BROKER NON-VOTES</b>
Lourenco Goncalves	302,850,977	12,713,153	89,926,920
Douglas C. Taylor	306,094,685	9,469,445	89,926,920
John T. Baldwin	305,997,739	9,566,391	89,926,920
Robert P. Fisher, Jr.	308,263,228	7,309,902	89,926,920
William K. Gerber	310,131,023	5,433,107	89,926,920
Susan M. Green	304,955,514	10,608,616	89,926,920
Ralph S. Michael, III	300,913,839	14,650,291	89,926,920
Janet L. Miller	308,254,708	7,309,422	89,926,920
Gabriel Stoliar	310,085,729	5,478,401	89,926,920
Arlene M. Yocum	310,067,065	5,497,065	89,926,920

Proposal No. 2: Approval, on an Advisory Basis, of our Named Executive Officers' Compensation

This proposal received an affirmative vote of 92.6%, which is significantly more than a majority of the shares present, in person or represented by proxy, at the Annual Meeting and entitled to vote. The voting results were as follows:

<b>FOR</b>	290,899,124
<b>AGAINST</b>	23,225,683
<b>ABSTAIN</b>	1,439,323
<b>BROKER NON-VOTES</b>	89,926,920

Proposal No. 3: Approval, on an Advisory Basis, of the Frequency of Future Shareholder Votes on our Named Executive Officers' Compensation

This proposal received the greatest number of votes for EVERY YEAR for the frequency of future advisory votes on our named executive officers' compensation. The voting results were as follows:

<b>1 YEAR</b>	299,538,308
<b>2 YEARS</b>	1,488,403
<b>3 YEARS</b>	12,659,968
<b>ABSTAIN</b>	1,877,451
<b>BROKER NON-VOTES</b>	89,926,920

Proposal No. 4: Ratification of the Appointment of Deloitte & Touche LLP as the Company's Independent Registered Public Accounting Firm for 2023

This proposal received an affirmative vote of more than a majority of the shares present, in person or represented by proxy, at the Annual Meeting and entitled to vote. The voting results were as follows:

<b>FOR</b>	400,531,199
<b>AGAINST</b>	3,327,741
<b>ABSTAIN</b>	1,632,110

**SIGNATURES**

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

CLEVELAND-CLIFFS INC.

Date: May 19, 2023

By: /s/ James D. Graham  
Name: James D. Graham  
Title: Executive Vice President, Human Resources, Chief  
Legal and Administrative Officer & Secretary