

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>GONCALVES LOURENCO</u>  (Last) (First) (Middle) 200 PUBLIC SQUARE SUITE 3300  (Street) CLEVELAND OH 44114-2315  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CLEVELAND-CLIFFS INC. [ CLF ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman, President & CEO
	3. Date of Earliest Transaction (Month/Day/Year) 01/03/2024	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares	01/03/2024		A		137,670 <sup>(1)</sup>	A	\$0	2,602,555 <sup>(2)(3)</sup>	D	
Common Shares	01/03/2024		F		133,317 <sup>(4)</sup>	D	\$19.64	2,469,238 <sup>(2)(3)</sup>	D	
Common Shares								898,800 <sup>(2)</sup>	I	By 2022 grantor retained annuity trust
Common Shares								2,101,200 <sup>(3)</sup>	I	By 2023 grantor retained annuity trust

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Reflects a payout of performance shares for the 2021-2023 performance period earned under the Issuer's 2015 Equity and Incentive Compensation Plan, as amended.
- Reflects the exempt change in form of beneficial ownership for 2,101,200 Issuer common shares received by the Reporting Person from a 2022 grantor retained annuity trust since the date of the Reporting Person's last filed Form 4. These 2,101,200 Issuer common shares were previously reflected as being held indirectly through the 2022 grantor retained annuity trust.
- Reflects the Reporting Person's exempt contribution of 2,101,200 Issuer common shares to a 2023 grantor retained annuity trust since the date of the Reporting Person's last filed Form 4. These 2,101,200 Issuer common shares, described in footnote two, were previously reflected as being held indirectly through the 2022 grantor retained annuity trust.
- Reflects the mandatory surrender of 62,434 shares underlying performance shares and 70,883 shares underlying restricted share units in payment of the related tax liability incurred on January 3, 2024.

**Remarks:**

/s/ James D. Graham by Power of Attorney 01/05/2024

\*\* Signature of Reporting Person Date

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

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

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

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.