

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): October 16, 2014

**Cliffs Natural Resources Inc.**

(Exact name of registrant as specified in its charter)

Ohio  
(State or Other Jurisdiction  
of Incorporation)

1-8944  
(Commission File Number)

34-1464672  
(IRS Employer  
Identification Number)

200 Public Square, Suite 3300,  
Cleveland, Ohio  
(Address of Principal Executive Offices)

44114-2315  
(Zip Code)

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

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

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.02. Results of Operations and Financial Condition.**

On October 17, 2014, Cliffs Natural Resources Inc. (the "Company") issued a news release announcing, among other things, that it expects to record a non-cash impairment of long-lived assets of approximately \$6 billion, after tax, for its seaborne iron ore and coal assets in the third quarter of 2014. A copy of the news release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 2.06 Material Impairments.**

On October 16, 2014, the Company determined that it expects to report a non-cash impairment of its long-lived assets of approximately \$6 billion, after tax, for its seaborne iron ore and coal assets in its third quarter financial statements. The non-cash accounting charge will not impact the Company's cash flows from operations or any future operations. The impairment of long-lived assets is substantially driven by the Company's revised outlook for long-term pricing trends and adverse market conditions for seaborne iron ore and metallurgical coal.

**Item 9.01. Financial Statements and Exhibits.**

- (d) **Exhibits.** The following exhibit is furnished herewith:

<b>Exhibit Number</b>	<b>Description</b>
99.1	Cliffs Natural Resources Inc. news release dated October 17, 2014 captioned, "Cliffs Natural Resources Inc. Expects to Include Non-cash Asset Impairment Charges within Its Third Quarter Results" (furnished pursuant to Item 2.02 of Form 8-K)

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**SIGNATURES**

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

Cliffs Natural Resources Inc.

Date: October 17, 2014

By: /s/ James D. Graham

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Name: James D. Graham

Title: Vice President, Chief Legal Officer & Secretary

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## EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Description</b>
99.1	Cliffs Natural Resources Inc. news release dated October 17, 2014 captioned, "Cliffs Natural Resources Inc. Expects to Include Non-cash Asset Impairment Charges within Its Third Quarter Results" (furnished pursuant to Item 2.02 of Form 8-K)



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**NEWS RELEASE****Cliffs Natural Resources Inc. Expects to Include Non-cash Asset Impairment Charges within Its Third Quarter Results**

**CLEVELAND – Oct. 17, 2014** – Cliffs Natural Resources Inc. (NYSE: CLF) today announced that it expects to record a non-cash impairment of its long-lived assets of approximately \$6 billion, after tax, for its seaborne iron ore and coal assets in the third quarter of 2014. This non-cash accounting charge will not impact the Company's cash flows from operations or any future operations.

The impairment of long-lived assets is substantially driven by the Company's revised outlook for long-term pricing trends and the particularly adverse market conditions for seaborne iron ore and metallurgical coal in contrast to its more stable U.S. iron ore business. Cliffs stated that with this adjustment, the book value of its long-lived assets will be more reflective of current market value. Cliffs is working with its banking group to obtain an amendment that will eliminate the Debt-to-Capitalization covenant of 45% currently present in its revolving credit facility, as the non-cash impairment charge will increase the Debt-to-Capitalization ratio over that threshold. The Company is confident that this amendment will be completed by its third quarter earnings, which will be reported on Oct. 27, 2014 after market close. As of Sept. 30, 2014, the Company had no drawings on its \$1.25 billion revolving credit facility and expects to close the quarter with approximately \$250 million of cash on hand.

**Third Quarter Financial Conference Call Information**

Cliffs plans to announce its unaudited 2014 third quarter financial results after the U.S. market close Monday, Oct. 27, 2014. Lourenco Goncalves, Chairman, President and Chief Executive Officer and Terrance Paradie, Executive Vice President & Chief Financial Officer will host an investor conference call to discuss the company's financial results at 10 a.m. ET on Tuesday, Oct. 28, 2014. A replay of the call will be archived at <http://www.cliffsnaturalresources.com>.

**About Cliffs Natural Resources Inc.**

Cliffs Natural Resources Inc. is a leading mining and natural resources company. The Company is a major iron ore producer in the Great Lakes region and a significant producer of high-and low-volatile metallurgical coal in the U.S. Additionally, Cliffs operates iron ore mines in Eastern Canada and an iron

mining complex in Western Australia. Driven by the core values of social, environmental and capital stewardship, Cliffs' employees endeavor to provide all stakeholders operating and financial transparency. News releases and other information on the Company are available at: <http://www.cliffsnaturalresources.com>.

#### **Forward-Looking Statements**

This release contains forward-looking statements within the meaning of the federal securities laws. Although the Company believes that its forward-looking statements are based on reasonable assumptions, such statements are subject to risks and uncertainties relating to Cliffs' operations and business environment that are difficult to predict and may be beyond Cliffs' control. Such uncertainties and factors may cause actual results to differ materially from those expressed or implied by forward-looking statements for a variety of reasons including without limitation: the actual amount of the non-cash impairment charge to be taken in the third quarter of 2014; our ability to obtain an amendment from our bank group with respect to the debt-to-capitalization requirement; trends affecting our financial condition, results of operations or future prospects, particularly the continued volatility of iron ore and coal prices; our actual levels of capital spending; uncertainty or weaknesses in global economic conditions, including downward pressure on prices, reduced market demand and any slowing of the economic growth rate in China; our ability to successfully integrate acquired companies into our operations and achieve post-acquisition synergies, including without limitation, Cliffs Quebec Iron Mining Limited (formerly Consolidated Thompson Iron Mining Limited); our ability to successfully identify and consummate any strategic investments and complete planned divestitures; the outcome of any contractual disputes with our customers, joint venture partners or significant energy, material or service providers or any other litigation or arbitration; the ability of our customers and joint venture partners to meet their obligations to us on a timely basis or at all; our ability to reach agreement with our iron ore customers regarding any modifications to sales contract provisions; the impact of price-adjustment factors on our sales contracts; changes in sales volume or mix; our actual economic iron ore and coal reserves or reductions in current mineral estimates, including whether any mineralized material qualifies as a reserve; the impact of our customers using other methods to produce steel or reducing their steel production; events or circumstances that could impair or adversely impact the viability of a mine and the carrying value of associated assets; the results of prefeasibility and feasibility studies in relation to projects; impacts of existing and increasing governmental regulation and related costs and liabilities, including failure to receive or maintain required operating and environmental permits, approvals, modifications or other authorization of, or from, any governmental or regulatory entity and costs related to implementing improvements to ensure compliance with regulatory changes; our ability to cost-effectively achieve planned production rates or levels; uncertainties associated with natural disasters, weather conditions, unanticipated geological conditions, supply or price of energy, equipment failures and other unexpected events; adverse changes in currency values, currency exchange rates, interest rates and tax laws; availability of capital and our ability to maintain adequate liquidity and successfully implement our financing plans; our ability to maintain appropriate relations with unions and employees and enter into or renew collective bargaining agreements on satisfactory terms; risks related to international operations; availability of capital equipment and component parts; the potential existence of significant deficiencies or material weakness in our internal control over financial reporting; problems or uncertainties with productivity, tons mined, transportation, mine-closure obligations, environmental liabilities, employee-benefit costs and other risks of the mining industry; and other factors and risks that are set forth in the Company's most recently filed reports with the U.S. Securities and Exchange Commission (the "SEC"). The information contained herein speaks as of the date of this release and may be superseded by subsequent events. Except as may be required by applicable securities laws, we do not undertake any obligation to revise or update any forward-looking statements contained in this release.

#### **Contact:**

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Director, Global Communications  
(216) 694-5316

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