

**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 16, 2024

**CLEVELAND-CLIFFS INC.**

(Exact name of registrant as specified in its charter)

Ohio <i>(State or Other Jurisdiction of Incorporation or Organization)</i>	1-8944 <i>(Commission File Number)</i>	34-1464672 <i>(IRS Employer Identification No.)</i>
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200 Public Square, Suite 3300, Cleveland, Ohio <i>(Address of Principal Executive Offices)</i>	44114-2315 <i>(Zip Code)</i>
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Registrant's telephone number, including area code: (216) 694-5700

Not Applicable

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(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.

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**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 16, 2024. The final voting results for the proposals submitted for a vote of shareholders at the Annual Meeting are set forth below.

As of March 18, 2024, the record date for the Annual Meeting, there were 475,458,421 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 379,812,447 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 2025 annual meeting of shareholders:

<b>NOMINEES</b>	<b>FOR</b>	<b>WITHHELD</b>	<b>BROKER NON-VOTES</b>
Lourenco Goncalves	281,486,375	18,413,113	79,912,959
Douglas C. Taylor	289,072,079	10,827,409	79,912,959
John T. Baldwin	289,439,723	10,459,765	79,912,959
Ron A. Bloom	294,378,504	5,520,984	79,912,959
Susan M. Green	289,597,778	10,301,710	79,912,959
Ralph S. Michael, III	285,166,593	14,732,895	79,912,959
Janet L. Miller	292,387,445	7,512,043	79,912,959
Ben Oren	286,801,987	13,097,501	79,912,959
Gabriel Stoliar	293,691,653	6,207,835	79,912,959
Arlene M. Yocum	293,687,560	6,211,928	79,912,959

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

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>	220,508,328
<b>AGAINST</b>	75,276,815
<b>ABSTAIN</b>	4,114,345
<b>BROKER NON-VOTES</b>	79,912,959

Proposal No. 3: Ratification of the Appointment of Deloitte & Touche LLP as the Company's Independent Registered Public Accounting Firm for 2024

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>	368,365,867
<b>AGAINST</b>	8,395,943
<b>ABSTAIN</b>	3,050,637

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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.

CLEVELAND-CLIFFS INC.

Date: May 20, 2024

By: /s/ James D. Graham

Name: James D. Graham

Title: Executive Vice President, Chief Legal and  
Administrative Officer & Secretary