

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): April 27, 2022

CLEVELAND-CLIFFS INC.

(Exact name of registrant as specified in its charter)

Ohio
(State or Other Jurisdiction
of Incorporation or Organization)

1-8944
(Commission File Number)

34-1464672
(IRS Employer
Identification No.)

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

44114-2315
(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 the Company was held on April 27, 2022. The final voting results for the proposals submitted for a vote of shareholders at the Annual Meeting are set forth below:

As of February 28, 2022, there were 524,409,717 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 389,154,229 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 2023 annual meeting of Shareholders:

| NOMINEES | FOR | WITHHELD | BROKER NON-VOTES |
|-----------------------|-------------|-----------------|-----------------------------|
| Lourenco Goncalves | 231,552,754 | 33,498,091 | 124,103,384 |
| Douglas C. Taylor | 194,418,342 | 70,632,503 | 124,103,384 |
| John T. Baldwin | 198,725,769 | 66,325,076 | 124,103,384 |
| Robert P. Fisher, Jr. | 262,658,179 | 2,392,666 | 124,103,384 |
| William K. Gerber | 263,347,081 | 1,703,764 | 124,103,384 |
| Susan M. Green | 261,035,152 | 4,015,693 | 124,103,384 |
| Ralph S. Michael, III | 197,191,005 | 67,859,840 | 124,103,384 |
| Janet L. Miller | 262,532,555 | 2,518,290 | 124,103,384 |
| Gabriel Stoliar | 263,302,925 | 1,747,920 | 124,103,384 |
| Arlene M. Yocum | 263,186,197 | 1,864,648 | 124,103,384 |

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

This proposal, which was on an advisory basis, received an affirmative vote of 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:

| | |
|-------------------------|-------------|
| FOR | 166,353,283 |
| AGAINST | 96,626,555 |
| ABSTAIN | 2,071,007 |
| BROKER NON-VOTES | 124,103,384 |

Proposal No. 3: Ratification of Deloitte & Touche LLP as Independent Registered Public Accounting Firm for 2022

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:

| | |
|----------------|-------------|
| FOR | 384,307,521 |
| AGAINST | 2,755,252 |
| ABSTAIN | 2,091,456 |

Item 9.01. Financial Statements and Exhibits.

(d) **Exhibits.**

| Exhibit Number | Description |
|-----------------------|---|
| 101 | Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document. |
| 104 | The cover page from this Current Report on Form 8-K, formatted as Inline XBRL. |

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: April 29, 2022

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