

CLEVELAND CLIFFS INC
Form 8-A12B
October 14, 2008

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM 8-A
(Amendment No. ___)
FOR REGISTRATION OF CERTAIN CLASSES OF
SECURITIES PURSUANT TO SECTION 12(b) OR (g) OF
THE SECURITIES EXCHANGE ACT OF 1934
Cleveland-Cliffs Inc**

(Exact Name of Registrant as Specified in Its Charter)

Ohio

34-1464672

(State of Incorporation or Organization)

(I.R.S. Employer Identification No.)

1100 Superior Avenue, Cleveland, Ohio

44114-2544

(Address of Principal Executive Offices)

(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective Pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates:

(If applicable)

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

Title of Each Class
to be so Registered

Name of Each Exchange on Which
Each Class is to be Registered

Common Share Purchase Rights

New York Stock Exchange

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

(Title of class)

Item 1. Description of Registrant's Securities to be Registered

On October 8, 2008, the Board of Directors of Cleveland-Cliffs Inc (the Company) declared a dividend distribution of one right (a Right) for each Common Share, par value \$0.125 per share (the Common Shares), of the Company outstanding at the close of business on October 29, 2008 (the Record Date), pursuant to the terms of a Rights Agreement, dated as of October 13, 2008 (the Rights Agreement), by and between the Company and Computershare Trust Company, N.A. as rights agent. The Rights Agreement also provides, subject to specified exceptions and limitations, that Common Shares issued or delivered from the Company's treasury after the Record Date will be entitled to and accompanied by Rights. The Rights are in all respects subject to and governed by the provisions of the Rights Agreement, a copy of which has been filed as an exhibit hereto and incorporated herein by this reference. A summary of the terms of the Rights is included as Exhibit B to the Rights Agreement.

Item 2. Exhibits

Number Description

- 4(a) Rights Agreement, dated as of October 13, 2008, by and between the Company and Computershare Trust Company, N.A., as rights agent

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

CLEVELAND-CLIFFS INC

By: /s/ George W. Hawk, Jr.

Name: George W. Hawk, Jr.

Title: General Counsel and Secretary

Date: October 14, 2008

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EXHIBIT INDEX

| <u>Number</u> | <u>Description</u> |
|---------------|---|
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