

CLIFFS NATURAL RESOURCES INC.

Form 8-K

June 30, 2014

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): June 30, 2014

Cliffs Natural Resources Inc.  
(Exact name of registrant as specified in its charter)

|   |  |   |
|---|--|---|
| Ohio<br>(State or Other Jurisdiction<br>of Incorporation) | 1-8944<br><br>(Commission File Number) | 34-1464672<br><br>(IRS Employer<br>Identification Number) |
|---|--|---|

|  |                              |
|--|------------------------------|
| 200 Public Square, Suite 3300,<br>Cleveland, Ohio<br>(Address of Principal Executive<br>Offices) | 44114-2315<br><br>(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 1.01. Entry into a Material Definitive Agreement.

On June 30, 2014, Cliffs Natural Resources Inc. (the “Company”) entered into Amendment No. 3 (the “Amendment”) to the Amended and Restated Multicurrency Credit Agreement, dated as of August 11, 2011, among the Company, the foreign subsidiaries of the Company from time to time party thereto, the lenders from time to time party thereto (the “Lenders”) and Bank of America, N.A., as Administrative Agent. The Amendment, among other matters: (i) amended the definition of EBITDA to include certain cash charges related to the Company’s Wabush mine and other cash restructuring charges; (ii) modified the covenants restricting (a) certain investments and acquisitions, (b) the incurrence of certain indebtedness and liens and (c) the amount of dividends that may be declared or paid and shares that may be repurchased; and (iii) revised certain financial covenants by (x) replacing the maximum leverage ratio covenant with a maximum balance sheet leverage ratio that requires the ratio to be below 45.0% and (y) resetting the interest coverage ratio to 3.50 to 1.00.

The Lenders have in the past provided, and may in the future provide, investment banking, cash management, underwriting, lending, commercial banking, trust, leasing, foreign exchange and other advisory services to, or engage in transactions with, the Company, its subsidiaries or affiliates. These parties have received, and may in the future receive, customary compensation from the Company or its subsidiaries or affiliates for such services.

The summary of the Amendment described above is qualified in its entirety by reference to the Amendment, a copy of which is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit Number | Description  |
|----------------|--|
| 10.1           | Amendment No. 3, dated as of June 30, 2014, to the Amended and Restated Multicurrency Credit Agreement, dated as of August 11, 2011, among the Company, the foreign subsidiaries of the Company from time to time party thereto, the lenders from time to time party thereto and Bank of America, N.A., as Administrative Agent. |

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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: June 30, 2014

By: /s/ James D. Graham

Name: James D. Graham

Title: Vice President, Chief Legal Officer & Secretary

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EXHIBIT INDEX

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|-------------------|--|
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