

CLIFFS NATURAL RESOURCES INC.

Form 8-K

May 13, 2013

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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 7, 2013

Cliffs Natural Resources Inc.

(Exact name of registrant as specified in its charter)

Ohio

1-8944

34-1464672

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

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

200 Public Square, Suite 3300, Cleveland,  
Ohio

44114-2315

(Address of principal executive offices)

(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))



**Top of the Form****Item 5.03.** Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On May 7, 2013, the Board of Directors of Cliffs Natural Resources Inc. (the Company) approved the Third Amended Articles of Incorporation (the Third Amended Articles), which are attached hereto as Exhibit 3.1 and incorporated herein by reference. On May 13, 2013, the Company filed the Third Amended Articles with the Secretary of State of the State of Ohio (Ohio Secretary of State). The Third Amended Articles consolidate all amendments previously on file with the Ohio Secretary of State inclusive of the Second Amended Articles of Incorporation (filed July 13, 2010) through the Certificate of Amendment to the Second Amended Articles of Incorporation (filed on February 20, 2013).

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

The 2013 Annual Meeting of Shareholders of the Company was held on May 7, 2013. The final voting results for the proposals submitted for a vote of shareholders at the Annual Meeting are set forth below:

As of March 8, 2013, there were outstanding and entitled to vote at the Annual Meeting 153,095,713 common shares and 29,250,000 depository shares, each of which represents 1/40<sup>th</sup> of a share of our 7.00% Series A Mandatory Convertible Preferred Stock, Class A (preferred shares), and each common share and each preferred share was entitled to one vote. There were present at the Annual Meeting, in person or by proxy, holders of 125,143,713 common shares and preferred shares representing more than a majority of the voting power and constituting a quorum.

At the meeting, the shareholders voted on the following items:

**Proposal No. 1 Election of Ten Directors**

The following nominees were elected as directors by the votes indicated below for a term that will expire on the date of the 2014 annual meeting of shareholders.

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| <b>NOMINEES</b>       | <b>FOR</b> | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>BROKER<br/>NON-VOTES</b> |
|-----------------------|------------|----------------|----------------|-----------------------------|
| Joseph A. Carrabba    | 64,036,936 | 27,279,275     | 1,285,720      | 32,828,356                  |
| Susan M. Cunningham   | 66,024,123 | 26,070,059     | 507,749        | 32,828,356                  |
| Barry J. Eldridge     | 66,031,080 | 26,067,795     | 503,056        | 32,828,356                  |
| Andrés R. Gluski      | 81,948,705 | 10,138,997     | 514,229        | 32,828,356                  |
| Susan M. Green        | 65,796,722 | 26,290,456     | 514,753        | 32,828,356                  |
| Janice K. Henry       | 82,066,004 | 10,026,070     | 509,857        | 32,828,356                  |
| James F. Kirsch       | 82,092,948 | 9,990,562      | 518,421        | 32,828,356                  |
| Francis R. McAllister | 65,674,801 | 26,414,565     | 512,565        | 32,828,356                  |
| Richard K. Riederer   | 65,133,833 | 26,951,450     | 516,648        | 32,828,356                  |
| Timothy W. Sullivan   | 82,154,833 | 9,938,290      | 508,808        | 32,828,356                  |

**Proposal No. 2 Amendment to the Company's Second Amended Articles of Incorporation to adopt majority voting in uncontested director elections.**

While this proposal received an affirmative vote of more than a majority of the shares outstanding as of the record date, because this proposal was conditional upon the passage of Proposals 3 and 4, this proposal did not pass. The voting results for Proposal No. 2 were as follows:

|                         |            |
|-------------------------|------------|
| <b>FOR</b>              | 88,260,625 |
| <b>AGAINST</b>          | 3,560,898  |
| <b>ABSTAIN</b>          | 780,408    |
| <b>BROKER NON-VOTES</b> | 32,828,356 |

Proposal No. 3 Amendment to the Company's Second Amended Articles of Incorporation to eliminate cumulative voting in director elections

This proposal was defeated as it did not receive an affirmative vote of more than a majority of the shares outstanding as of the record date. The voting results for Proposal No. 3 were as follows:

|                         |            |
|-------------------------|------------|
| <b>FOR</b>              | 68,591,226 |
| <b>AGAINST</b>          | 23,224,674 |
| <b>ABSTAIN</b>          | 786,031    |
| <b>BROKER NON-VOTES</b> | 32,828,356 |

Proposal No. 4 Amendment to the Company's Regulations to allow the Board to amend the Regulations without shareholder approval to the extent permitted under Ohio law

This proposal was defeated as it did not receive an affirmative vote of more than a majority of shares outstanding as of the record date. The voting results were as follows:

|                         |            |
|-------------------------|------------|
| <b>FOR</b>              | 46,418,064 |
| <b>AGAINST</b>          | 45,376,656 |
| <b>ABSTAIN</b>          | 807,211    |
| <b>BROKER NON-VOTES</b> | 32,828,356 |

Proposal No. 5 Approval, on an Advisory Basis, of the Compensation of the Named Executive Officers

This proposal received an affirmative vote of more than a majority of the shares entitled to vote. The voting results were as follows:

|                         |            |
|-------------------------|------------|
| <b>FOR</b>              | 61,388,950 |
| <b>AGAINST</b>          | 30,436,604 |
| <b>ABSTAIN</b>          | 776,377    |
| <b>BROKER NON-VOTES</b> | 32,828,356 |

Proposal No. 6 Ratification of Deloitte & Touche LLP as Independent Registered Public Accounting Firm for 2012

This proposal was approved by the votes indicated below. There were no broker non-votes on this proposal.

|                |             |
|----------------|-------------|
| <b>FOR</b>     | 121,772,207 |
| <b>AGAINST</b> | 2,936,288   |
| <b>ABSTAIN</b> | 721,792     |

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

(d) Exhibits. The following exhibits are filed herewith:

3.1 Third Amended Articles of Incorporation of Cliffs Natural Resources Inc.

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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.

*May 13, 2013*

*By: /s/ Carolyn E. Cheverine*

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*Name: Carolyn E. Cheverine*

*Title: Vice President, General Counsel & Secretary*

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Exhibit Index

| <b><u>Exhibit No.</u></b> | <b><u>Description</u></b>  |
|---------------------------|--|
| 3.1                       | Third Amended Articles of Incorporation of Cliffs Natural Resources Inc. |