

CLIFFS NATURAL RESOURCES INC.

Form DEFA14A

July 14, 2014

UNITED STATES

Securities and Exchange Commission

Washington D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934 (Amendment No. \_\_ )

Filed by the Registrant  Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14A-6(E)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

CLIFFS NATURAL RESOURCES INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
  - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
  - (2) Aggregate number of securities to which transaction applies:
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  - (4) Proposed maximum aggregate value of transaction:
  - (5) Total fee paid:
- Fee paid previously with preliminary materials.
  - Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- (1) Amount Previously Paid:
  - (2) Form, Schedule or Registration Statement No.:
  - (3) Filing Party:
  - (4) Date Filed:

On July 14, 2014, Cliffs Natural Resources Inc. (the "Company") issued a letter to shareholders dated July 11, 2014 (the "Open Letter") to be mailed on or about July 14, 2014. A copy of the Open Letter is filed herewith as Exhibit 1.

Also on July 14, 2014, the Company issued a news release announcing the issuance of the Open Letter to shareholders. A copy of the news release is filed herewith as Exhibit 2.

Also on July 14, 2014, the Company sent a notice of annual meeting of shareholders to employees (the "Notice"). A copy of the Notice is filed herewith as Exhibit 3.

Also on July 14, 2014, the Company issued a brochure to retail shareholders to be mailed on or about July 14, 2014 (the "Shareholder Brochure"). A copy of the Shareholder Brochure is filed herewith as Exhibit 4.

Also on July 14, 2014, the Company issued a brochure to U.S. hourly employees to be mailed on or about July 16, 2014 (the "Employee Brochure"). A copy of the Employee Brochure is filed herewith as Exhibit 5.

Also on July 14, 2014, the Company updated various soliciting materials located at [www.cliffsnr.com/annualmeeting](http://www.cliffsnr.com/annualmeeting) (the "Website"). Copies of the updated materials posted to the Website are filed herewith as Exhibit 6.