

CLEVELAND CLIFFS INC

Form 8-K

January 26, 2005

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**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): January 21, 2005

**CLEVELAND-CLIFFS INC**

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(Exact Name of Registrant as Specified in Its Charter)

OHIO

1-8944

34-1464672

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(State or Other Jurisdiction  
of Incorporation)

(Commission File  
Number)

(IRS Employer  
Identification No.)

1100 Superior Avenue, Cleveland, Ohio

44114-2589

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(Address of Principal Executive Offices)

(Zip Code)

Registrant's Telephone Number, Including Area Code: (216-694-5700)

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(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 13d-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 8.01. Other Events**

Cleveland-Cliffs Australia Pty Limited ( Cliffs Australia ), a wholly owned subsidiary of Cleveland-Cliffs Inc, filed on January 21, 2005 with the Australian Securities and Investments Commission and the Australian Stock Exchange a Bidder s Statement to shareholders of Portman Limited ( Portman ), whereby Cliffs Australia is offering to acquire all of Portman s outstanding shares for A\$3.40 per share in cash. The Bidder s Statement, a copy of which is filed as Exhibit 99(a) to this Current Report on Form 8-K and incorporated herein by reference, sets out the details of the offer.

**ITEM 9.01. Financial Statements and Exhibits**

(c) Exhibits.

Exhibit Number	Description
99(a)	Bidder s Statement dated January 21, 2005, relating to Recommended Cash Offer by Cleveland-Cliffs Australia Pty Limited for Portman Limited

**SIGNATURE**

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**

By: George W. Hawk, Jr.

Name: George W. Hawk, Jr.  
Title: General Counsel and Secretary

Dated: January 26, 2005

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**EXHIBIT INDEX**

Exhibit Number	Description
99(a)	Bidder's Statement dated January 21, 2005, Relating to Recommended Cash Offer by Cleveland-Cliffs Australia Pty Limited for Portman Limited