

CLEVELAND CLIFFS INC  
Form S-8  
June 28, 2001

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As filed with the Securities and Exchange Commission on June 28, 2001

Registration No. \_\_\_\_\_

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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**FORM S-8**  
REGISTRATION STATEMENT  
Under  
The Securities Act of 1933

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**CLEVELAND-CLIFFS INC**  
(Exact Name of Registrant as Specified in Its Charter)

OHIO  
(State or Other Jurisdiction  
of Incorporation or Organization)

34-1464672  
(I.R.S. Employer Identification No.)

18th Floor, Diamond Building  
1100 Superior Avenue, Cleveland, Ohio 44114-2589  
(Address of Principal Executive Offices Including Zip Code)

**Cleveland-Cliffs Inc Nonemployee Directors Compensation Plan**  
**(AS AMENDED THROUGH MAY 8, 2001)**  
(Full Title of the Plan)

John E. Lenhard, Esq.  
Secretary and Corporate Counsel  
Cleveland-Cliffs Inc  
18th Floor, Diamond Building  
1100 Superior Avenue  
Cleveland, Ohio 44114-2589

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(Name and Address of Agent For Service)

(216) 694-5700

(Telephone Number, Including Area Code, of Agent For Service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Shares, par value \$1.00 per share(3)	50,000	\$19.14	\$957,000	\$239.25

(1) Pursuant to Rule 416 of the Securities Act of 1933 ( Securities Act ), this Registration Statement also covers such additional Common Shares, par value \$1.00 per share ( Common Shares ), as may become issuable pursuant to the anti-dilution provisions of the Cleveland-Cliffs Inc Nonemployee Directors Compensation Plan (As Amended through May 8, 2001) ( Plan ).

(2) Estimated solely for calculating the amount of the registration fee, pursuant to paragraphs (c) and (h) of Rule 457 of the General Rules and Regulations under the Securities Act, on the basis of the average of the high and low sale prices of such securities on the New York Stock Exchange on June 26, 2001, within five business days prior to filing. (3) One common share purchase right

( Right ) will also be issued with respect to each Common Share. The terms of the Rights are described in the Form 8-A filed by the Registrant on September 19, 1997.

Exhibit Index Appears on Page 4

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Part II

Pursuant to General Instruction E to Form S-8, the contents of Registration Statement No. 333-06049 on Form S-8 as filed by Cleveland-Cliffs Inc (the Registrant ) with the Securities and Exchange Commission ( SEC ) on June 16, 1996, is incorporated herein by reference.

Item 8. Exhibits

4(a) Articles of Incorporation, as amended, of the Registrant (filed as Exhibit 3(a) to the Registrant s Annual Report on Form 10-K filed on February 2, 2001 and incorporated by reference)

4(b) Regulations of the Registrant (filed as Exhibit 3(b) to the Registrant s Annual Report on Form 10-K for the year ended December 31, 2000 and incorporated herein by reference) 4(c) Cleveland-Cliffs Inc

Nonemployee  
Directors  
Compensation  
Plan, effective  
July 1, 1996  
(filed as  
Exhibit 10(vv) to  
the Registrant's  
Annual Report  
on Form 10-K  
filed on  
February 2, 2001  
and incorporated  
by  
reference) 4(d)  
First  
Amendment to  
Cleveland-Cliffs  
Inc  
Nonemployee  
Directors  
Compensation  
Plan, effective as  
of November 12,  
1996 (filed as  
Exhibit 10(dd) to  
Registrant's  
Form 10-K filed  
on March 26,  
1997 and  
incorporated by  
reference) 4(e)  
Second  
Amendment to  
Cleveland-Cliffs  
Inc  
Nonemployee  
Directors  
Compensation  
Plan, effective as  
of May 13, 1997  
(filed as Exhibit  
10(m) to  
Registrant's  
Form 10-Q filed  
on August 13,  
1997 and  
incorporated by  
reference) 4(f)  
Third  
Amendment to

Cleveland-Cliffs  
Inc  
Nonemployee  
Directors  
Compensation  
Plan, effective as  
of January 1,  
1999 (filed as  
Exhibit 10(qq) to  
Form 10-K of  
Cleveland-Cliffs  
Inc filed on  
March 25, 1999  
and incorporated  
by  
reference) 4(g)  
Fourth  
Amendment to  
Cleveland-Cliffs  
Inc  
Nonemployee  
Directors  
Compensation  
Plan, effective  
May 8, 2001  
(filed as  
Appendix B to  
the Registrant's  
Proxy Statement  
dated March 26,  
2001 and  
incorporated  
herein by  
reference) 4(h)  
The Registrant's  
Form 8-A with  
respect to the  
Rights (filed on  
September 19,  
1997 and  
incorporated  
herein by  
reference) 4(i)  
Rights  
Agreement,  
dated  
September 19,  
1997 between  
the Registrant  
and First  
Chicago Trust

Company of  
New York (filed  
as Exhibit 4.1 to  
the Registrant's  
Form 8-K filed  
on  
September 19,  
1997 and  
incorporated  
herein by  
reference) 23  
Consent of  
Independent  
Auditors 24  
Power of  
Attorney

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Cleveland, State of Ohio, on June 28, 2001.

CLEVELAND-CLIFFS INC

By: /s/ John S. Brinzo

\_\_\_\_\_  
John S. Brinzo, Chairman and Chief Executive Officer

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Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities as of June 28, 2001.

Signature	Title
* _____ J. S. Brinzo	Chairman and Chief Executive Officer and Director (Principal Executive Officer)

\*

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C. B. Bezik Senior Vice President-Finance  
(Principal Financial  
Officer) \*

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R. J. Leroux Vice President and Controller  
(Principal Accounting  
Officer) \*

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R. C. Cambre Director \*

---

R. Cucuz Director \*

---

J. D. Ireland, III Director \*

---

L. L. Kanuk Director \*

---

F. R. McAllister Director \*

---

J. C. Morley Director \*

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S. B. Oresman Director \*

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A. Schwartz Director

\* John E. Lenhard, the undersigned attorney-in-fact, by signing his name hereto, does hereby sign and execute this Registration Statement on behalf of the above indicated officers and directors thereof (constituting a majority of the directors) pursuant to a power of attorney filed with the Securities and Exchange Commission.

June 28, 2001

By: /s/ John E. Lenhard

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John E. Lenhard, Attorney-in-Fact

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EXHIBIT INDEX

4(a)

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Amendment to  
Cleveland-Cliffs  
Inc  
Nonemployee  
Directors  
Compensation  
Plan, effective as  
of May 13, 1997  
(filed as Exhibit  
10(m) to  
Registrant s  
Form 10-Q filed  
on August 13,  
1997 and  
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Third

Amendment to  
Cleveland-Cliffs  
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Cleveland-Cliffs  
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Fourth

Amendment to  
Cleveland-Cliffs  
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May 8, 2001  
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Attorney