

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. _____

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

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 Maxi- mum Offering Price Per Share (2)	Proposed Maxi- mum 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)

*

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

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

R. C. Cambre Director *

R. Cucuz Director *

J. D. Ireland, III Director *

L. L. Kanuk Director *

F. R. McAllister Director *

J. C. Morley Director *

S. B. Oresman Director *

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

John E. Lenhard, Attorney-in-Fact

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4(a)

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Amendment to
Cleveland-Cliffs
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Attorney