

CLEVELAND CLIFFS INC

Form S-4

August 12, 2008

Table of Contents

As filed with the Securities and Exchange Commission on August 12, 2008
Registration No. 333-

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form S-4
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)*

1000
*(Primary Standard Industrial
Classification Code Number)*

34-1464672
*(I.R.S. Employer
Identification Number)*

1100 Superior Avenue
Cleveland, Ohio 44114-2544
(216) 694-5700
*(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive
Offices)*

George W. Hawk, Esq.
General Counsel and Secretary
Cleveland-Cliffs Inc
1100 Superior Avenue
Cleveland, Ohio 44114-2544
(216) 694-5700
(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copies to:

Lyle G. Ganske, Esq.
James P. Dougherty, Esq.
Jones Day

Vaughn R. Groves, Esq.
Vice President and General
Counsel

Ethan A. Klingsberg, Esq.
Jeffrey S. Lewis, Esq.
Cleary Gottlieb Steen & Hamilton

**901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939**

**Alpha Natural Resources, Inc.
P.O. Box 2345
Abingdon, Virginia 24212
(276) 628-3116**

**LLP
One Liberty Plaza
New York, New York 10006
(212) 225-3999**

Approximate date of commencement of proposed sale to public: As soon as practicable following the effective date of this registration statement and the date on which all other conditions to the merger of Alpha Merger Sub, Inc. with and into Alpha Natural Resources, Inc., or under certain circumstances, the merger of Alpha Natural Resources, Inc. with and into Alpha Merger Sub, LLC, pursuant to the merger agreement described in the enclosed document have been satisfied or waived.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated
filer

Accelerated filer

Non-accelerated filer
(Do not check if a smaller
reporting company)

Smaller reporting
company

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price per Unit(2)	Proposed Maximum Aggregate Offering Price(3)	Amount of Registration Fee
Common shares, par value \$0.125 per share	69,750,813	Not applicable	\$4,737,654,626	\$186,190

(1) The maximum number of common shares of Cleveland-Cliffs Inc that may be registered is based on the maximum number of shares issuable immediately upon consummation of the merger described in this joint proxy statement/prospectus.

(2) Not included pursuant to Rule 457(o).

(3) Based upon the average of the high and low prices in the consolidated reporting system of the common stock, par value \$0.01 per share, of Alpha Natural Resources, Inc. on the New York Stock Exchange on August 11, 2008,

multiplied by the maximum number of shares of common stock of Alpha Natural Resources, Inc. presently outstanding or issuable or expected to be issued in connection with the consummation of the merger described in this joint proxy statement/prospectus (73,341,660 shares), less \$1,630,385,102, which is the total cash consideration expected to be paid by Cleveland-Cliffs Inc for the outstanding common stock of Alpha Natural Resources, Inc. upon consummation of the merger described in this joint proxy statement/prospectus, in accordance with Rules 457(c) and (f), and estimated solely for the purpose of determining the amount of the registration fee pursuant to Rule 457.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

Table of Contents

The information in this joint proxy statement/prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This joint proxy statement/prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

PRELIMINARY COPY

SUBJECT TO COMPLETION, DATED AUGUST 12, 2008

**TO THE SHAREHOLDERS OF
CLEVELAND-CLIFFS INC AND
ALPHA NATURAL RESOURCES, INC.**

Cleveland-Cliffs Inc, which is referred to as Cleveland-Cliffs, and Alpha Natural Resources, Inc., which is referred to as Alpha, have entered into an agreement and plan of merger pursuant to which Alpha Merger Sub, Inc., a wholly-owned subsidiary of Cleveland-Cliffs, which is referred to as merger sub, will merge with and into Alpha, or, under certain circumstances, as described in Annex G, merger sub will be converted from a Delaware corporation to a Delaware limited liability company, Alpha Merger Sub, LLC, and Alpha will merge with and into Alpha Merger Sub, LLC. Upon successful completion of the merger, Alpha stockholders will be entitled to receive a combination of cash and Cleveland-Cliffs common shares in exchange for their shares of Alpha common stock. Pursuant to the merger, each share of Alpha common stock (other than shares of Alpha common stock held by any dissenting Alpha stockholder that has properly exercised appraisal rights in accordance with Delaware law, held in treasury by Alpha or owned by Cleveland-Cliffs) will be converted into the right to receive 0.95 of a common share of Cleveland-Cliffs and \$22.23 in cash, without interest. Upon completion of the merger, we estimate that Alpha's former stockholders will own approximately 39% of the then-outstanding common shares of Cleveland-Cliffs, based on the number of shares of Alpha common stock and Cleveland-Cliffs common shares outstanding on _____, 2008. Cleveland-Cliffs shareholders will continue to own their existing shares, which will not be affected by the merger. Common shares of Cleveland-Cliffs are listed on the New York Stock Exchange under the symbol CLF. Upon completion of the merger, Alpha common stock, which is listed on the New York Stock Exchange under the symbol ANR, will be delisted. When the merger is completed, Cleveland-Cliffs will change its name to Cliffs Natural Resources Inc. and its common shares will continue to be listed on the New York Stock Exchange.

We expect the merger to be nontaxable for federal income tax purposes for Alpha stockholders and Cleveland-Cliffs shareholders, except for the receipt by Alpha stockholders of cash in exchange for their Alpha common stock or cash instead of fractional common shares of Cleveland-Cliffs.

We are each holding our special meeting of shareholders in order to obtain those approvals necessary to consummate the merger. At the Cleveland-Cliffs special meeting, Cleveland-Cliffs will ask its shareholders to adopt the merger agreement and approve the issuance of common shares of Cleveland-Cliffs in connection with the merger. At the Alpha special meeting, Alpha will ask its stockholders to adopt the merger agreement. The obligations of Cleveland-Cliffs and Alpha to complete the merger are also subject to the satisfaction or waiver of several other conditions to the merger, including antitrust clearance. More information about Cleveland-Cliffs, Alpha and the proposed merger is contained in this joint proxy statement/prospectus. **We urge you to read this joint proxy statement/prospectus, and the documents incorporated by reference into this joint proxy statement/prospectus, carefully and in their entirety, in particular, see Risk Factors beginning on page 27.**

After careful consideration, each of our boards of directors has approved the merger agreement and has determined that the merger agreement and the merger are advisable and in the best interests of the shareholders of Cleveland-Cliffs and stockholders of Alpha, respectively. **Accordingly, the Alpha board of directors recommends that the Alpha stockholders vote for the adoption of the merger agreement. The Cleveland-Cliffs board of directors recommends that the Cleveland-Cliffs shareholders vote for the adoption of the merger agreement and the issuance of Cleveland-Cliffs common shares to be issued in connection with the merger.**

We are very excited about the opportunities the proposed merger brings to both Alpha stockholders and Cleveland-Cliffs shareholders, and we thank you for your consideration and continued support.

Joseph A. Carrabba
Chairman, President and Chief Executive Officer
Cleveland-Cliffs Inc

Michael J. Quillen
Chairman and Chief Executive Officer
Alpha Natural Resources, Inc.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this joint proxy statement/prospectus. Any representation to the contrary is a criminal offense.

This joint proxy statement/prospectus is dated _____, 2008, and is first being mailed to Alpha stockholders and Cleveland-Cliffs shareholders on or about _____, 2008.

Table of Contents

REFERENCES TO ADDITIONAL INFORMATION

Except where we indicate otherwise, as used in this joint proxy statement/prospectus, Cleveland-Cliffs refers to Cleveland-Cliffs Inc and its consolidated subsidiaries and Alpha refers to Alpha Natural Resources, Inc. and its consolidated subsidiaries. This joint proxy statement/prospectus incorporates important business and financial information about Cleveland-Cliffs and Alpha from documents that each company has filed with the Securities and Exchange Commission, which we refer to as the SEC, but that have not been included in or delivered with this joint proxy statement/prospectus. For a list of documents incorporated by reference into this joint proxy statement/prospectus and how you may obtain them, see *Where You Can Find More Information* on page 238.

This information is available to you without charge upon your written or oral request. You can also obtain the documents incorporated by reference into this joint proxy statement/prospectus by accessing the SEC's website maintained at <http://www.sec.gov>.

In addition, Cleveland-Cliffs' SEC filings are available to the public on Cleveland-Cliffs' website, <http://www.cleveland-cliffs.com>, and Alpha's filings with the SEC are available to the public on Alpha's website, <http://www.alphanr.com>. Information contained on Cleveland-Cliffs' website, Alpha's website or the website of any other person is not incorporated by reference into this joint proxy statement/prospectus, and you should not consider information contained on those websites as part of this joint proxy statement/prospectus.

Cleveland-Cliffs will provide you with copies of this information relating to Cleveland-Cliffs, without charge, if you request them in writing or by telephone from:

Cleveland-Cliffs Inc
1100 Superior Avenue
Cleveland, Ohio 44114-2544
Attention: Investor Relations
(216) 694-5700

Alpha will provide you with copies of this information relating to Alpha, without charge, if you request them in writing or by telephone from:

Alpha Natural Resources, Inc.
One Alpha Place, P.O. Box 2345
Abingdon, Virginia 24212
Attention: Investor Relations
(276) 619-4410

If you would like to request documents, please do so by _____, 2008, in order to receive them before the special meetings.

Cleveland-Cliffs has supplied all information contained in or incorporated by reference in this joint proxy statement/prospectus relating to Cleveland-Cliffs, and Alpha has supplied all information contained in or incorporated by reference in this joint proxy statement/prospectus relating to Alpha.

Table of Contents

ALPHA NATURAL RESOURCES, INC.

One Alpha Place, P.O. Box 2345

Abingdon, Virginia 24212

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS
TO BE HELD ON _____, 2008**

To our fellow Stockholders of Alpha Natural Resources, Inc.:

We will hold our special meeting of stockholders at _____, on _____, 2008, at _____, unless adjourned to a later date. This special meeting will be held for the following purposes:

1. To adopt the Agreement and Plan of Merger, dated as of July 15, 2008, as it may be amended from time to time, by and among Cleveland-Cliffs Inc, Alpha Merger Sub, Inc., a wholly-owned subsidiary of Cleveland-Cliffs Inc, and Alpha Natural Resources, Inc., pursuant to which Alpha Merger Sub, Inc. will merge with and into Alpha Natural Resources, Inc., or, under certain circumstances, as described in Annex G, Alpha Merger Sub, Inc. will be converted from a Delaware corporation to a Delaware limited liability company, Alpha Merger Sub, LLC, and Alpha Natural Resources, Inc. will merge with and into Alpha Merger Sub, LLC, on the terms and subject to the conditions contained in the merger agreement, and each outstanding share of common stock of Alpha Natural Resources, Inc. (other than shares held by any of its dissenting stockholders that have properly exercised appraisal rights in accordance with Delaware law, held in its treasury or owned by Cleveland-Cliffs Inc) will be converted into the right to receive \$22.23 in cash, without interest, and 0.95 of a common share of Cleveland-Cliffs Inc. A copy of the merger agreement is attached as Annex A to the accompanying joint proxy statement/prospectus; and
2. To approve adjournments of the Alpha Natural Resources, Inc. special meeting, if necessary, to permit further solicitation of proxies if there are not sufficient votes at the time of the Alpha Natural Resources, Inc. special meeting to approve the above proposal.

These items of business are described in the accompanying joint proxy statement/prospectus. Only stockholders of record at the close of business on _____, 2008, are entitled to notice of the Alpha Natural Resources, Inc. special meeting and to vote at the Alpha Natural Resources, Inc. special meeting and any adjournments of the Alpha Natural Resources, Inc. special meeting.

Alpha Natural Resources, Inc. s board of directors has approved the merger agreement and the transactions contemplated by the merger agreement, including the merger, and has determined that the merger agreement and the transactions contemplated by the merger agreement are advisable and fair to, and in the best interests of, Alpha Natural Resources, Inc. and its stockholders. Alpha Natural Resources, Inc. s board of directors recommends that you vote for the adoption of the merger agreement.

Under Delaware law, appraisal rights will be available to Alpha Natural Resources, Inc. stockholders of record who do not vote in favor of the adoption of the merger agreement. To exercise your appraisal rights, you must strictly follow the procedures prescribed by Delaware law, submit a timely written demand for appraisal prior to the vote on the adoption of the merger agreement and otherwise comply with the requirements for exercising appraisal rights. These procedures are summarized in the accompanying joint proxy statement/prospectus.

Your vote is very important. Whether or not you plan to attend the Alpha Natural Resources, Inc. special meeting in person, please complete, sign and date the enclosed proxy card(s) as soon as possible and return it in the postage-prepaid envelope provided, or vote your shares by telephone or over the Internet as described in the

accompanying joint proxy statement/prospectus. Submitting a proxy now will not prevent you from being able to vote at the special meeting by attending in person and casting a vote. **However, if you do not return or submit the**

Table of Contents

proxy or vote your shares by telephone or over the Internet or vote in person at the special meeting, the effect will be the same as a vote against the proposal to adopt the merger agreement.

By order of the board of directors,

Vaughn Groves
Vice President, Secretary and General
Counsel

Please vote your shares promptly. You can find instructions for voting on the enclosed proxy card.

If you have questions, contact:

Alpha Natural Resources, Inc.
One Alpha Place, P.O. Box 2345
Abingdon, Virginia 24212
Attention: Investor Relations
(276) 619-4410

or

D.F. King & Co., Inc.
48 Wall Street, 22nd Floor
New York, New York 10005
Banks and Brokers call collect: (212) 269-5550
All others call toll-free: (888) 887-0082

Abingdon, Virginia, , 2008

YOUR VOTE IS VERY IMPORTANT.

Please complete, date, sign and return your proxy card(s), or vote your shares by telephone or over the Internet at your earliest convenience so that your shares are represented at the meeting.

Table of Contents

**CLEVELAND-CLIFFS INC
1100 Superior Avenue
Cleveland, Ohio 44114-2544**

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON , 2008**

To our fellow Shareholders of Cleveland-Cliffs Inc:

The special meeting of shareholders of Cleveland-Cliffs Inc will be held at , 2008, at , unless postponed or adjourned to a later date. The Cleveland-Cliffs Inc special meeting will be held for the following purposes:

1. To adopt the Agreement and Plan of Merger, dated as of July 15, 2008, as it may be amended from time to time, by and among Cleveland-Cliffs Inc, Alpha Merger Sub, Inc., a wholly-owned subsidiary of Cleveland-Cliffs Inc, and Alpha Natural Resources, Inc., pursuant to which Alpha Merger Sub, Inc. will merge with and into Alpha Natural Resources, Inc., or, under certain circumstances, as described in Annex G, Alpha Merger Sub, Inc. will be converted from a Delaware corporation to a Delaware limited liability company, Alpha Merger Sub, LLC, and Alpha Natural Resources, Inc. will merge with and into Alpha Merger Sub, LLC, on the terms and subject to the conditions contained in the merger agreement, and approve the issuance of Cleveland-Cliffs Inc common shares in connection with the merger. A copy of the merger agreement is attached as Annex A to the accompanying joint proxy statement/prospectus;
2. To approve adjournments or postponements of the Cleveland-Cliffs Inc special meeting, if necessary, to permit further solicitation of proxies if there are not sufficient votes at the time of the Cleveland-Cliffs Inc special meeting to adopt the merger agreement and approve the issuance of the Cleveland-Cliffs Inc common shares on the terms and subject to the conditions contained in the merger agreement; and
3. To consider and take action upon any other business that may properly come before the Cleveland-Cliffs Inc special meeting or any reconvened meeting following an adjournment or postponement of the Cleveland-Cliffs Inc special meeting.

These items of business are described in the accompanying joint proxy statement/prospectus. Only shareholders of record at the close of business on , 2008, are entitled to notice of the Cleveland-Cliffs Inc special meeting and to vote at the Cleveland-Cliffs Inc special meeting and any adjournments or postponements of the Cleveland-Cliffs Inc special meeting.

Cleveland-Cliffs Inc's board of directors has approved the merger agreement and the transactions contemplated by the merger agreement, including the merger and the issuance of Cleveland-Cliffs Inc common shares in connection with the merger, and has determined that the transactions contemplated by the merger agreement are advisable and fair to, and in the best interests of, Cleveland-Cliffs Inc and its shareholders. Cleveland-Cliffs Inc's board of directors recommends that you vote for the adoption of the merger agreement and the approval of the issuance of Cleveland-Cliffs Inc common shares pursuant to the merger agreement.

Under Chapter 1701 of the Ohio Revised Code, dissenters' rights will be available to Cleveland-Cliffs Inc shareholders of record who do not vote in favor of the proposal to adopt the merger agreement and approve the issuance of Cleveland-Cliffs Inc common shares. To exercise your dissenters' rights, you must strictly follow the procedures prescribed by Chapter 1701 of the Ohio Revised Code. These procedures are summarized in the accompanying joint

proxy statement/prospectus.

Your vote is very important. Whether or not you plan to attend the Cleveland-Cliffs Inc special meeting in person, please complete, sign and date the enclosed proxy card(s) as soon as possible and return it in the postage-prepaid envelope provided, or vote your shares by telephone or over the Internet as described in the accompanying

Table of Contents

joint proxy statement/prospectus. Submitting a proxy now will not prevent you from being able to vote at the special meeting by attending in person and casting a vote. **However, if you do not return or submit the proxy or vote your shares by telephone or over the Internet or vote in person at the special meeting, the effect will be the same as a vote against the proposal to adopt the merger agreement and approve the issuance of Cleveland-Cliffs Inc common shares in the merger.**

By order of the board of directors,

George W. Hawk, Jr.
General Counsel and Secretary

Please vote your shares promptly. You can find instructions for voting on the enclosed proxy card.

If you have questions, contact:

Cleveland-Cliffs Inc
1100 Superior Avenue
Cleveland, Ohio 44114-2544
Attention: Investor Relations
(216) 694-5700

or

Innisfree M & A Incorporated
501 Madison Avenue, 20th Floor
New York, New York 10022
Banks and Brokers call collect: (212) 750-5833
All others call toll-free: (877) 456-3507

Cleveland, Ohio, , 2008

YOUR VOTE IS VERY IMPORTANT.

Please complete, date, sign and return your proxy card(s) or vote your shares by telephone or over the Internet at your earliest convenience so that your shares are represented at the meeting.

Table of Contents**TABLE OF CONTENTS**

	Page
<u>QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETINGS AND THE MERGER</u>	1
<u>The Merger</u>	1
<u>Procedures</u>	4
<u>SUMMARY</u>	8
<u>Information about Cleveland-Cliffs</u>	8
<u>Information about Alpha</u>	8
<u>The Merger</u>	8
<u>Opinions of Financial Advisors</u>	10
<u>Record Date; Outstanding Shares; Shares Entitled to Vote</u>	11
<u>Stock Ownership of Directors and Executive Officers</u>	11
<u>Ownership of the Combined Company After the Merger</u>	11
<u>Interests of Alpha Directors and Executive Officers in the Merger</u>	11
<u>Listing of Cleveland-Cliffs Common Shares and Delisting of Alpha Common Stock</u>	11
<u>Appraisal Rights of Alpha Stockholders</u>	12
<u>Dissenters' Rights of Cleveland-Cliffs Shareholders</u>	12
<u>Conditions to Completion of the Merger</u>	12
<u>Termination of the Merger Agreement</u>	13
<u>Termination Fees</u>	14
<u>Material United States Federal Income Tax Consequences</u>	15
<u>Accounting Treatment</u>	15
<u>Risks</u>	15
<u>Comparison of Rights of Shareholders</u>	15
<u>FINANCIAL SUMMARY</u>	16
<u>Cleveland-Cliffs Market Price Data and Dividends</u>	16
<u>Alpha Market Price Data and Dividends</u>	17
<u>Selected Historical Consolidated Financial Data of Cleveland-Cliffs</u>	18
<u>Selected Historical Consolidated Financial Data of Alpha</u>	20
<u>Selected Unaudited Pro Forma Condensed Consolidated Financial Data</u>	24
<u>COMPARATIVE PER SHARE INFORMATION</u>	25
<u>COMPARATIVE MARKET VALUE INFORMATION</u>	26
<u>RISK FACTORS</u>	27
<u>Risks Relating to the Merger</u>	27
<u>Risks Associated with the Cleveland-Cliffs Business</u>	29
<u>Risks Relating to the Combined Company's Operations After Consummation of the Merger</u>	37
<u>CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS</u>	39
<u>THE ALPHA SPECIAL MEETING</u>	40
<u>General</u>	40
<u>Date, Time and Place of the Alpha Special Meeting</u>	40
<u>Purposes of the Alpha Special Meeting</u>	40
<u>Record Date; Outstanding Shares; Shares Entitled to Vote</u>	40
<u>Quorum and Vote Required</u>	40
<u>Stock Ownership and Voting by Alpha's Directors and Executive Officers</u>	41
<u>How to Vote</u>	41

Table of Contents

	Page
<u>Revoking Your Proxy</u>	42
<u>Other Voting Matters</u>	43
<u>Proxy Solicitations</u>	43
<u>Other Business</u>	43
<u>Assistance</u>	43
<u>THE CLEVELAND-CLIFFS SPECIAL MEETING</u>	44
<u>General</u>	44
<u>Date, Time and Place of the Cleveland-Cliffs Special Meeting</u>	44
<u>Purposes of the Cleveland-Cliffs Special Meeting</u>	44
<u>Record Date; Outstanding Shares; Shares Entitled to Vote</u>	44
<u>Quorum and Vote Required</u>	44
<u>Share Ownership and Voting by Cleveland-Cliffs Directors and Executive Officers</u>	45
<u>How to Vote</u>	46
<u>Revoking Your Proxy</u>	47
<u>Other Voting Matters</u>	47
<u>Proxy Solicitations</u>	47
<u>Other Business</u>	48
<u>Assistance</u>	48
<u>THE MERGER</u>	48
<u>General</u>	48
<u>Background of the Merger</u>	48
<u>Alpha's Reasons for the Merger and Recommendation of Alpha's Board of Directors</u>	58
<u>Cleveland-Cliffs' Reasons for the Merger and Recommendation of Cleveland-Cliffs' Board of Directors</u>	60
<u>Opinion of Alpha's Financial Advisor</u>	63
<u>Opinion of Cleveland-Cliffs' Financial Advisor</u>	75
<u>Stock Ownership of Directors and Executive Officers of Alpha and Cleveland-Cliffs</u>	82
<u>Merger Consideration</u>	82
<u>Ownership of the Combined Company After the Merger</u>	83
<u>Interests of Alpha Executive Officers and Directors in the Merger</u>	83
<u>Listing of Cleveland-Cliffs Common Shares and Delisting of Alpha Common Stock</u>	87
<u>Cleveland-Cliffs Board of Directors After the Merger</u>	87
<u>Appraisal Rights of Alpha Stockholders</u>	87
<u>Dissenters' Rights of Cleveland-Cliffs Shareholders</u>	91
<u>Conditions to Completion of the Merger</u>	92
<u>Regulatory Approvals Required for the Merger</u>	93
<u>Cleveland-Cliffs Dividend Policy</u>	93
<u>Financing of the Merger</u>	94
<u>Accounting Treatment</u>	94
<u>MATERIAL UNITED STATES FEDERAL INCOME TAX CONSEQUENCES</u>	94
<u>THE MERGER AGREEMENT</u>	97
<u>The Merger; Closing</u>	97
<u>Directors and Officers of the Surviving Company</u>	98
<u>Cleveland-Cliffs Board of Directors; Certain Officers</u>	98

Table of Contents

	Page
<u>Certificate of Incorporation and By-laws of the Surviving Company</u>	98
<u>Merger Consideration</u>	98
<u>Fractional Shares</u>	99
<u>Appraisal Rights</u>	99
<u>Exchange Procedures</u>	99
<u>Exchange of Shares</u>	100
<u>Lost Stock Certificates</u>	100
<u>Termination of Exchange Fund</u>	100
<u>Representations and Warranties</u>	100
<u>Covenants and Agreements</u>	102
<u>Conditions to Completion of the Merger</u>	111
<u>Termination of the Merger Agreement</u>	112
<u>Termination Fees</u>	113
<u>Amendments, Extensions and Waivers</u>	115
<u>INFORMATION ABOUT CLEVELAND-CLIFFS</u>	116
<u>Business</u>	116
<u>Properties</u>	131
<u>Legal Proceedings</u>	139
<u>INFORMATION ABOUT ALPHA</u>	143
<u>MATERIAL CONTRACTS BETWEEN CLEVELAND-CLIFFS AND ITS AFFILIATES AND ALPHA AND ITS AFFILIATES</u>	144
<u>MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS OF CLEVELAND-CLIFFS</u>	145
<u>Overview</u>	145
<u>Results of Operations</u>	148
<u>Liquidity, Cash Flows and Capital Resources</u>	161
<u>Contractual Obligations and Off-Balance Sheet Arrangements</u>	166
<u>Pensions and Other Postretirement Benefits</u>	167
<u>Market Risks</u>	167
<u>Outlook</u>	169
<u>Recently Issued Accounting Pronouncements</u>	170
<u>Critical Accounting Estimates</u>	172
<u>SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT</u>	178
<u>Alpha</u>	178
<u>Cleveland-Cliffs</u>	178
<u>MANAGEMENT</u>	180
<u>Information About Executive Officers and Directors of Cleveland-Cliffs</u>	180
<u>Appointment of Additional Directors and Officers After the Merger</u>	182
<u>Executive Compensation</u>	183
<u>Directors' Compensation</u>	211
<u>Equity Compensation Plan Information</u>	213
<u>Compensation Committee Interlocks and Insider Participation</u>	215
<u>CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS</u>	215
<u>DESCRIPTION OF CLEVELAND-CLIFFS CAPITAL STOCK</u>	216

Table of Contents

	Page
<u>COMPARISON OF RIGHTS OF SHAREHOLDERS</u>	217
<u>Material Differences in Shareholder Rights</u>	218
<u>Certain Similarities in Shareholder Rights</u>	224
<u>UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL INFORMATION</u>	227
<u>LEGAL MATTERS</u>	237
<u>EXPERTS</u>	237
<u>SUBMISSION OF FUTURE SHAREHOLDER PROPOSALS</u>	237
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	238
<u>FINANCIAL STATEMENTS AND INFORMATION</u>	F-i
ANNEXES	
Agreement and Plan of Merger	A-1
Opinion of Citigroup Global Markets Inc.	B-1
Opinion of J.P. Morgan Securities Inc.	C-1
Section 262 of the General Corporation Law of the State of Delaware	D-1
Section 1701.85 of Chapter 1701 of the Ohio Revised Code	E-1
Effects of Merger if Restructured	G-1
<u>EX-23(A)</u>	
<u>EX-23(B)</u>	
<u>EX-24(A)</u>	
<u>EX-99(C)</u>	
<u>EX-99(D)</u>	
<u>EX-99(E)</u>	
<u>EX-99(F)</u>	
<u>EX-99(G)</u>	
<u>EX-99(H)</u>	

Table of Contents

QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETINGS AND THE MERGER

The following questions and answers briefly address some commonly asked questions about the special meetings and the merger. They may not include all the information that is important to you. Cleveland-Cliffs Inc, which we refer to as Cleveland-Cliffs, and Alpha Natural Resources, Inc., which we refer to as Alpha, urge you to read carefully this entire joint proxy statement/prospectus, including the annexes and the other documents to which we have referred you. We have included page references in certain parts of this section to direct you to a more detailed description of each topic presented elsewhere in this joint proxy statement/prospectus.

The Merger

Q: Why am I receiving this joint proxy statement/prospectus?

A: The boards of directors of each of Alpha and Cleveland-Cliffs have agreed to the acquisition of Alpha by Cleveland-Cliffs pursuant to the terms of a merger agreement that is described in this joint proxy statement/prospectus. A copy of the merger agreement is attached to this joint proxy statement/prospectus as Annex A.

In order to complete the transactions contemplated by the merger agreement, including the merger, Cleveland-Cliffs shareholders and Alpha stockholders must vote on and approve proposals described in this joint proxy statement/prospectus and all other conditions to the merger must be satisfied or waived. Alpha and Cleveland-Cliffs will hold separate special meetings of their respective shareholders to seek to obtain these approvals.