

CLEVELAND-CLIFFS INC.  
Form 8-K  
April 30, 2019

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

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): April 29, 2019

CLEVELAND-CLIFFS INC.  
(Exact name of registrant as specified in its charter)

|                                                |                          |                                      |
|------------------------------------------------|--------------------------|--------------------------------------|
| Ohio                                           | 1-8944                   | 34-1464672                           |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (IRS Employer Identification Number) |

|                                                  |            |
|--------------------------------------------------|------------|
| 200 Public Square, Suite 3300<br>Cleveland, Ohio | 44114-2315 |
| (Address of Principal Executive Offices)         | (Zip Code) |

Registrant's telephone number, including area code: (216) 694-5700

Not Applicable  
(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 14d-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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (Section 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (Section 240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 8.01. Other Events.

Notes Offering

On April 29, 2019, Cleveland-Cliffs Inc. (the “Company”) announced that it intends to offer to sell \$750 million aggregate principal amount of senior guaranteed notes (the “Notes”) in an offering exempt from the registration requirements of the Securities Act of 1933 (the “Securities Act”). This announcement was contained in a press release, a copy of which is filed as Exhibit 99.1 hereto and is incorporated herein by reference.

On April 29, 2019, the Company announced that it had priced its private offering of \$750 million aggregate principal amount of the Notes. The Notes will bear interest at an annual rate of 5.875%. The Company expects to close the offering of the Notes on May 13, 2019, subject to the satisfaction of customary closing conditions. This announcement was contained in a press release, a copy of which is filed as Exhibit 99.2 hereto and is incorporated herein by reference.

This Current Report on Form 8-K does not constitute an offer to sell, nor a solicitation of an offer to buy, the Notes or any other securities. The Notes will not be and have not been registered under the Securities Act, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements.

Item 9.01. Financial Statements and Exhibits.

(d)Exhibits.

| Exhibit<br>Number | Description |
|-------------------|-------------|
|-------------------|-------------|

|             |                                                                                 |
|-------------|---------------------------------------------------------------------------------|
| <u>99.1</u> | Press release announcing senior guaranteed notes offering, dated April 29, 2019 |
|-------------|---------------------------------------------------------------------------------|

|             |                                                                                            |
|-------------|--------------------------------------------------------------------------------------------|
| <u>99.2</u> | Press release announcing pricing of senior guaranteed notes offering, dated April 29, 2019 |
|-------------|--------------------------------------------------------------------------------------------|

SIGNATURES

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.

Date: April 29, 2019 By: /s/ James D. Graham

Name: James D. Graham

Title: Executive Vice President, Chief Legal Officer & Secretary