

CLEVELAND CLIFFS INC  
Form DEFA14A  
March 26, 2008

OMB APPROVAL  
OMB Number: 3235-0059  
Expires: January 31, 2008  
Estimated average burden  
hours per response 14

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

**SCHEDULE 14A**  
**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**CLEVELAND-CLIFFS INC**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which the transaction applies:

---

(2) Aggregate number of securities to which the transaction applies:

---

(3) Per unit price or other underlying value of the transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

---

(4) Proposed maximum aggregate value of the transaction:

---

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

---

(2) Form, Schedule or Registration Statement No.:

---

(3) Filing Party:

---

(4) Date Filed:

---

**Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to be held on 05/13/08.**

*This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.*

The following materials are available for view:

**Notice and Proxy Statement and Annual Report**

To view this material, have the 12-digit Control #(s) available and visit: [www.proxyvote.com](http://www.proxyvote.com)

**If you want to receive a paper or e-mail copy of the above listed documents you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before 04/29/08 to facilitate timely delivery.**

To request material (including form of proxy) for this and future meetings: **Internet:** [www.proxyvote.com](http://www.proxyvote.com) **Telephone:** 1-800-579-1639 **\*\*Email:** [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

**\*\*If requesting material by e-mail please send a blank e-mail with the 12-digit Control# (located on the following page) in the subject line. Requests, instructions and other inquiries will NOT be forwarded to your investment advisor.**

**CLEVELAND-CLIFFS INC**

**Vote In Person**

Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the Meeting you will need to request a ballot to vote these shares.

1100 SUPERIOR AVENUE

SUITE 1500

CLEVELAND, OH 44114-2544

**Vote By Internet**

To vote *now* by Internet, go to [WWW.PROXYVOTE.COM](http://WWW.PROXYVOTE.COM). Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time on May 12, 2008. Have your notice in hand when you access the web site and follow the instructions.



**Meeting Location**

The Annual Meeting of Shareholders of record as of 03/17/08

is to be held on Tuesday, May 13, 2008 at 11:30 A.M. (Cleveland time)

at: The Forum Conference Center  
One Cleveland Center  
1375 East Ninth Street,  
Cleveland, Ohio 44114

**Meeting Directions:**

One Cleveland Center is located on East Ninth Street between St. Clair Avenue and Rockwell Avenue. The parking garage for One Cleveland Center can be accessed from St. Clair Avenue. The Forum Conference Center is located on the second floor of the atrium, located at the East Ninth Street building entrance.

**Voting items**

**Proposals - The Board of Directors recommends a vote FOR all the nominees listed and FOR Proposal 2.**

1. Election of Directors

2. Ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm.

**Nominees:**

1a) R.C. Cambre

1b) J.A. Carrabba

1c) S.M. Cunningham

1d) B.J. Eldridge

1e) S.M. Green

1f) J.D. Ireland III

1g) F.R. McAllister

1h) R. Phillips

1i) R.K. Riederer

1j) A. Schwartz

IN THEIR DISCRETION, THE PROXIES ARE AUTHORIZED TO VOTE UPON SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING AND ANY ADJOURNMENTS AND POSTPONEMENTS THEREOF.

