

SCHEDULE 13G

Amendment No. 1

CLEVELAND-CLIFFS INC

COMMON STOCK

Cusip #185899101

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

Cusip #185899101

Item 1: Reporting Person - FMR LLC

Item 2: (a)

(b)

Item 4: Delaware

Item 5: 2,076,824

Item 6: 0

Item 7: 16,084,762

Item 8: 0

Item 9: 16,084,762

Item 11: 5.944%

Item 12: HC

Cusip #185899101

Item 1: Reporting Person - Abigail P. Johnson

Item 2: (a)

(b)

Item 4: United States of America

Item 5: 0

Item 6: 0

Item 7: 16,084,762

Item 8: 0

Item 9: 16,084,762

Item 11: 5.944%

Item 12: IN

Item 1(a). Name of Issuer:

CLEVELAND-CLIFFS INC

Item 1(b). Address of Issuer's Principal Executive Offices:

200 PUBLIC SQUARE, STE. 3300

CLEVELAND, OH 44114-2315

USA

Item 2(a). Name of Person Filing:

FMR LLC

Item 2(b). Address or Principal Business Office or, if None, Residence:

245 Summer Street, Boston, Massachusetts 02210

Item 2(c). Citizenship:

Not applicable

Item 2(d). Title of Class of Securities:

COMMON STOCK

Item 2(e). CUSIP Number:

185899101

Item 3. This statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) or (c) and the person filing, FMR LLC, is a parent holding company in accordance with Section 240.13d-1(b)(1)(ii)(G). (Note: See Exhibit A).

Item 4. Ownership

(a) Amount Beneficially Owned: 16,084,762

(b) Percent of Class: 5.944%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 2,076,824

(ii) shared power to vote or to direct the vote: 0

(iii) sole power to dispose or to direct the disposition of: 16,084,762

(iv) shared power to dispose or to direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

One or more other persons are known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the COMMON STOCK of CLEVELAND-CLIFFS INC. No one other person's interest in the COMMON STOCK of CLEVELAND-CLIFFS INC is more than five percent of the total outstanding COMMON STOCK.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

See attached Exhibit A.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the information furnished herein is true and correct.

predominant owners, directly or through trusts, of Series B voting common shares of FMR LLC, representing 49% of the voting power of FMR LLC. The Johnson family group and all other Series B shareholders have entered into a shareholders' voting agreement under which all Series B voting common shares will be voted in accordance with the majority vote of the voting agreement.