

UNITED STATES

0

8. SHARED DISPOSITIVE POWER

3,433,334

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,433,334

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES (SEE INSTRUCTIONS)

[ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

8.2%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

CUSIP No. ~~155896~~

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HMC Investors, L.L.C.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
- (a)
  - (b)
3. SEC USE ONLY

5,150,000

9. AGGREGATE AMOUNT BENEFICIAL \*

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

5,150,000

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

5,150,000

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,150,000

10. CHECK BOX IF THE A\*ACH REPOR

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

[\_]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12.3%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 185896107  
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Item 1(a). Name of Issuer:

Cleveland-Cliffs Inc  
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(b). Address of Issuer's Principal Executive Offices:

1100 Superior Avenue  
Cleveland, Ohio 44114-2544  
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Item 2(a). Name, Principal Business Address, and Citizenship of Persons Filing:

Harbinger Capital Partners Master Fund I, Ltd. - Cayman Islands  
c/o International Fund Services (Ireland) Limited  
Third Floor, Bishop's Square  
Redmond's Hill  
Dublin 2, Ireland

Philip Falcone - U.S.A.  
555 Madison Avenue  
16th Floor  
New York, New York 10022  
United States of America

Harbinger Capital Partners Offshore Manager, L.L.C. - Delaware  
HMC Investors, L.L.C. - Delaware  
Harbert Management Corporation - Alabama  
Raymond J. Harbert - U.S.A.  
Michael D. Luce - U.S.A.  
One Riverchase Parkway South  
Birmingham, Alabama 35244  
United States of America  
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(d). Title of Class of Securities:

Common Stock, \$0.25 par value  
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(e). CUSIP Number:

185896107  
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Item 3. If This Statement is filed pursuant to ss.240.13d-1(b) or 240.13d-2(b), or (c), check whether the person filing is a:

- (a)  Broker or dealer registered under Section 15 of the Exchange Act (15 U.S.C. 78c).
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act (15 U.S.C. 78c).
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with s.240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with s.240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);

- (h) [ ] A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C.1813);
- (i) [ ] A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) [ ] Group, in accordance with s.240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

Harbinger Capital Partners Master Fund I, Ltd. - 3,433,334  
 Harbinger Capital Partners Offshore Manager, L.L.C. - 3,433,334  
 HMC Investors, L.L.C. - 3,433,334  
 Harbert Management Corporation - 5,150,000  
 Philip Falcone - 5,150,000  
 Raymond J. Harbert - 5,150,000  
 Michael D. Luce - 5,150,000  
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(b) Percent of class:

Harbinger Capital Partners Master Fund I, Ltd. - 8.2%  
 Harbinger Capital Partners Offshore Manager, L.L.C. - 8.2%  
 HMC Investors, L.L.C. - 8.2%  
 Harbert Management Corporation - 12.3%  
 Philip Falcone - 12.3%  
 Raymond J. Harbert - 12.3%  
 Michael D. Luce - 12.3%  
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(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

Harbinger Capital Partners Master Fund I, Ltd. - 0  
 Harbinger Capital Partners Offshore Manager, L.L.C. - 0  
 HMC Investors, L.L.C. - 0  
 Harbert Management Corporation - 0  
 Philip Falcone - 0  
 Raymond J. Harbert - 0  
 Michael D. Luce - 0  
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(ii) Shared power to vote or to direct the vote:

Harbinger Capital Partners Master Fund I, Ltd. - 3,433,334  
 Harbinger Capital Partners Offshore Manager, L.L.C. - 3,433,334  
 HMC Investors, L.L.C. - 3,433,334  
 Harbert Management Corporation - 5,150,000  
 Philip Falcone - 5,150,000  
 Raymond J. Harbert - 5,150,000  
 Michael D. Luce - 5,150,000  
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(iii) Sole power to dispose or to direct the disposition of:

Harbinger Capital Partners Master Fund I, Ltd. - 0  
 Harbinger Capital Partners Offshore Manager, L.L.C. - 0  
 HMC Investors, L.L.C. - 0  
 Harbert Management Corporation - 0  
 Philip Falcone - 0  
 Raymond J. Harbert - 0  
 Michael D. Luce - 0  
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(iv) Shared power to dispose or to direct the disposition of:

Harbinger Capital Partners Master Fund I, Ltd. - 3,433,334  
 Harbinger Capital Partners Offshore Manager, L.L.C. - 3,433,334  
 HMC Investors, L.L.C. - 3,433,334  
 Harbert Management Corporation - 5,150,000  
 Philip Falcone - 5,150,000  
 Raymond J. Harbert - 5,150,000  
 Michael D. Luce - 5,150,000  
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Item 5. Ownership of Five Percent or Less of a Class.





