Part II SIGNATURES EXHIBIT INDEX Exhibit 23--Consent of Ernst & Young Exhibit 24--Power of Attorney

## **Table of Contents**

As filed with the Securities and Exchange Commission on June 28, 2001

Registration No. \_\_\_\_\_

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

> FORM S-8 REGISTRATION STATEMENT Under The Securities Act of 1933

CLEVELAND-CLIFFS INC (Exact Name of RA c (3) One common share purchase right ("Right") will also be issued with respect to each Common Share. The terms of the Rights are described in the Form 8-A filed by the Registrant on September 19, 1997.

## Exhibit Index Appears on Page 4

## Page 1 of 6 Pages

Table of Contents

### Part II

Pursuant to General Instruction E to Form S-8, the contents of Registration Statement No. 333-06049 on Form S-8 as filed by Cleveland-Cliffs Inc (the "Registrant") with the Securities and Exchange Commission ("SEC") on June 16, 1996, is incorporated herein by reference.

Item 8. Exhibits

- 4(a) Articles of Incorporation, as amended, of the Registrant (filed as Exhibit 3(a) to the Registrant's Annual Report on Form 10-K filed on February 2, 2001 and incorporated by reference)
- 4(b) Regulations of the Registrant (filed as Exhibit 3(b) to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2000 and incorporated herein by reference)
- 4(c) Cleveland-Cliffs Inc Nonemployee Directors' Compensation Plan, effective July 1, 1996 (filed as Exhibit 10(vv) to the Registrant's Annual Report on Form 10-K filed on February 2, 2001 and incorporated by reference)
- 4(d) First Amendment to Cleveland-Cliffs Inc Nonemployee Directors' Compensation Plan, effective as of November 12, 1996 (filed as Exhibit 10(dd) to Registrant's Form 10-K filed on March 26, 1997 and incorporated by reference)
- 4(e) Second Amendment to Cleveland-Cliffs Inc Nonemployee Directors' Compensation Plan, effective as of May 13, 1997 (filed as Exhibit 10(m) to Registrant's Form 10-Q filed on August 13, 1997 and incorporated by reference)
- 4(f) Third Amendment to Cleveland-Cliffs Inc Nonemployee Directors' Compensation Plan, effective as of January 1, 1999 (filed as Exhibit 10(qq) to Form 10-K of Cleveland-Cliffs Inc filed on March 25, 1999 and incorporated by reference)
- 4(g) Fourth Amendment to Cleveland-Cliffs Inc Nonemployee Directors' Compensation Plan, effective May 8, 2001 (filed as Appendix B to the Registrant's Proxy Statement dated March 26, 2001 and incorporated herein by reference)
- 4(h) The Registrant's Form 8-A with respect to the Rights (filed on September 19, 1997 and incorporated herein by reference)
- 4(i) Rights Agreement, dated September 19, 1997 between the Registrant and First Chicago Trust Company of New York (filed as Exhibit 4.1 to the Registrant's Form 8-K filed on September 19, 1997 and incorporated herein by reference)
- 23 Consent of Independent Auditors
- 24 Power of Attorney

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Cleveland, State of Ohio, on June 28, 2001.

## CLEVELAND-CLIFFS INC

By: /s/ John S. Brinzo

John S. Brinzo, Chairman and Chief Executive Officer

# Table of Contents

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities as of June 28, 2001.

Signature	Title
*	Chairman and Chief Executive Officer and Director (Principal Executive Officer)
J. S. Brinzo	()
*	Senior Vice President-Finance (Principal Financial Officer)
C. B. Bezik	Officer)
*	Vice President and Controller (Principal Accounting Officer)
R. J. Leroux	Oncer)
*	Director
R. C. Cambre	
*	Director
R. Cucuz	
*	Director
J. D. Ireland, III	
*	Director
L. L. Kanuk	
*	Director
F. R. McAllister	
*	Director
J. C. Morley	
*	Director
S. B. Oresman	
*	Director
A. Schwartz	

\* John E. Lenhard, the undersigned attorney-in-fact, by signing his name hereto, does hereby sign and execute this Registration Statement on behalf of the above indicated officers and directors thereof (constituting a majority of the directors) pursuant to a power of attorney filed with the Securities and Exchange Commission.

By: /s/ John E. Lenhard

John E. Lenhard, Attorney-in-Fact

## Table of Contents

## EXHIBIT INDEX

- 4(a) Articles of Incorporation, as amended, of the Registrant (filed as Exhibit 3(a) to the Registrant's Annual Report on Form 10-K filed on February 2, 2001 and incorporated by reference)
- 4(b) Regulations of the Registrant (filed as Exhibit 3(b) to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2000 and incorporated herein by reference)
- 4(c) Cleveland-Cliffs Inc Nonemployee Directors' Compensation Plan, effective July 1, 1996 (filed as Exhibit 10(vv) to the Registrant's Annual Report on Form 10-K filed on February 2, 2001 and incorporated by reference)
- 4(d) First Amendment to Cleveland-Cliffs Inc Nonemployee Directors' Compensation Plan, effective as of November 12, 1996 (filed as Exhibit 10(dd) to Registrant's Form 10-K filed on March 26, 1997 and incorporated by reference)
- 4(e) Second Amendment to Cleveland-Cliffs Inc Nonemployee Directors' Compensation Plan, effective as of May 13, 1997 (filed as Exhibit 10(m) to Registrant's Form 10-Q filed on August 13, 1997 and incorporated by reference)
- 4(f) Third Amendment to Cleveland-Cliffs Inc Nonemployee Directors' Compensation Plan, effective as of January 1, 1999 (filed as Exhibit 10(qq) to Form 10-K of Cleveland-Cliffs Inc filed on March 25, 1999 and incorporated by reference)
- 4(g) Fourth Amendment to Cleveland-Cliffs Inc Nonemployee Directors' Compensation Plan, effective May 8, 2001 (filed as Appendix B to the Registrant's Proxy Statement dated March 26, 2001 and incorporated herein by reference)
- 4(h) The Registrant's Form 8-A with respect to the Rights (filed on September 19, 1997 and incorporated herein by reference)
- 4(i) Rights Agreement, dated September 19, 1997 between the Registrant and First Chicago Trust Company of New York (filed as Exhibit 4.1 to the Registrant's Form 8-K filed on September 19, 1997 and incorporated herein by reference)
- 23 Consent of Independent Auditors
- 24 Power of Attorney

Page 4 of 6 Pages

### E xh i

 bt 23Cotc
 3
 t
 C23NS3NT
 3C
 F
 NtItNtC2t
 C
 t
 itD
 0
 NT
 3C
 T
 tPtC
 A
 3NP

 URW StN T C CD
 3
 t
 etcteTC
 U
 e
 IIO
 C2
 3CTPS=3Ft
 Nt2
 3NO
 3PStCOT
 3C

 EeTC Ax0 xPtC t
 N3 D
 TF R
 W
 3I 3 N
 NtS3N
 T t
 TC
 TNF

 NtoSt2
 3
 t
 23CO3e
 T t
 I
 CTC2
 Te
 T
 TV to
 C2e
 t
 C
 0
 xCC
 Te
 itS3N

 A 3NP
 U
 W
 I3N
 t
 FtTN
 tC
 t
 tC
 N xCC
 Te
 itS3N

 2
 TCDt
 3PP
 00
 3C
 I
 etcteT
 U
 t
 t2
 N
 t
 t
 t
 t
 t
 t
 t
 t
 t
 t
 t
 t
 t
 t
 t
 t
 t
 t
 t
 t
 t
 t
 t
 t
 <td

0 i h E

etcteTC 3 Ct

ETDt 31 ETDto

#### Ebi xi

Εi T tT2 3I t C tNO DCt 3II 2tNO TC bх Nt2 3NO 3I etcteTC U e IIO  $\Box$ C2 TC 3 23NS3NT 3C A t 3PSTCF W tNt F to TC TSS3 C O 3 C N C 3 23CO FC T t TC 3 C tC TN TC tT2 3I tP TO N t TC eT I e T 3NCtF 3N T 3NCtFOU CUIT2 I3N t 
 tNO DCt
 I ee S3 tN 3I 0
 3C TC
 Ntc32T
 3C I3N
 P 3N
 tN TC

 0 3N
 tN CTPt
 SeT2t TC
 0 tT
 3 0 DC 3C
 0 3N
 tN
 t TeI TO TC 3II 2tN

 Nt2 3N 3I
 t
 3PSTCF T itD 0 NT
 3C
 T tPtC
 3N itD 0 NT
 3C
 T tPtC
C tNO DCt С 3 N 3C 3NP UR S NO TC 3 t t2 N tO x2 3I 23C2tNC CD 2tN T C 3PP3C TNtO 3It3PSTCF3t3IItNtC23CCt23Ct3PSTCF03CtPSe3FttNt23NO3PStCOT3CEeTCAxOxPtCtN3DTFWTC3ODCTCF TC Tee TPtC PtC 0 3N S30 UtIIt2 ct TPtC PtC 0 3 0 2 itD 0 NT 3C T tPtC AOW TC 3 I et t OTPt Tee t O tNt 3 TC 3 tN 32 PtC 0 C 23CCt2 3C tNt t t2 N to TC 2 TCI 3N TCF 0 T t NtD eT 3NF T 3N F DNTC CD C 3 OT T 3NCtF 3N to TC 2 TCDt 3PP 00 3C T 3NCtFOU CUIT2 TC tT2 3I tP I ee S3 tN TC T 3N F 3 3 TC StNI3NP tT2 TC tctNF T2 TC CD Nt O t TC Ct2t00TNF 3 t 3Ct C TC T 3 t SNtP OtO TO I eeF 3 Tee C tC O TC S NS3OtO TO tF P D 3N 23 e 3 C STNO3C THT F NT IF CD TC 23CI NP CD TEE T OT T 3NCtF 3N T 3NCtFOU CUIT2 3N TCF 3I tP 3N t N O O t 3N O O tO PTF eT I eeF 3 3N 2T Ot 3 t 3Ct F c N t tNt3I

0 E3 tN 3I x 3NCtF PTF t t t 2 t C P e Set 23 C tNSTN 0 tT2 3I 2 0 Tee t ttPt TC 3N D CTe Nt0St2 3 t StN03C t t2 CD

□ b□ b i t C tNO DCt Tet tNt C 3 Ot t N TC O TO 3I t TF 3I Ct

0 T C

х

0

N C 3

N C 3 тс T NPTC TC tI t2 ct II 2tN Nt2 3N TC Nt2 3N AEN C2 STe t2 ct II 2tNW 0 t 0 i 2xee 0 tN i 2xee 0 tN t tC 3N 2t ENtO tC U CTC2t Nt2 3N AEN C2 STe CTC2 Te II 2tNW 0 O i tN3 3NetF 3NetF i tN3 2t ENtO tC TC 3C N3eetN AEN C2 STe x223 C CD Nt2 3N II 2tNW 0 O i TP Nt NtOPTC i TP Nt NtOPTC Nt2 3N Nt2 3N 0 i 2 0 x 2 TN x 2 T N i 2 Nt2 3N Nt2 3N 0 NteTC DDD □NteTC □□□ Nt2 3N х