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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 Registrant)

- (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.

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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

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John S. Brinzo, Chairman and Chief Executive Officer

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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
* _____ J. S. Brinzo	Chairman and Chief Executive Officer and Director (Principal Executive Officer)
* _____ C. B. Bezik	Senior Vice President-Finance (Principal Financial Officer)
* _____ R. J. Leroux	Vice President and Controller (Principal Accounting Officer)
* _____ 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	Director

\* 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.

June 28, 2001

By: /s/ John E. Lenhard

\_\_\_\_\_  
 John E. Lenhard, Attorney-in-Fact

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