

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

**FORM 8-A**  
**Amendment No. 1**

FOR REGISTRATION OF CERTAIN CLASSES OF  
SECURITIES PURSUANT TO SECTION 12(b) OR (g) OF  
THE SECURITIES EXCHANGE ACT OF 1934

CLEVELAND-CLIFFS INC

(Exact Name of Registrant as Specified in Its Charter)

Ohio

(State of Incorporation or Organization)

1100 Superior Avenue, Cleveland, Ohio

(Address of Principal Executive Offices)

34-1464672

(I.R.S. Employer  
Identification no.)

44114

(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective upon filing pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective upon filing pursuant to General Instruction A.(d), please check the following box.

Securities Act Registration Statement file number to which this form relates: \_\_\_\_\_  
(If applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of Each Class  
to be so Registered**

Rights To Purchase Common Shares

**Name of Each Exchange on Which  
Each Class is to be Registered**

Chicago Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act:

None

(Title of class)

**Item 1. Description of Registrant's Securities to be Registered**

On November 13, 2001, the Board of Directors of Inc ("Company") approved Amendment No. 1, dated and effective as of November 15, 2001, ("Amendment No. 1") to the Rights Agreement, dated as of September 19, 1997, by and between Inc and First Chicago Trust Company of New York, as Rights Agent. The full text of Amendment No.1, a copy of which has been filed as an exhibit hereto, is incorporated herein by reference. Copies of Amendment No. 1 are available free of charge from the Company.

**Item 2. Exhibits**

Number	Description
4.1	Amendment No. 1, dated and effective as of November 15, 2001, to the Rights Agreement, dated as of September 19, 1997, between the Company and First Chicago Trust Company of New York, as Rights Agent.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

CLEVELAND-CLIFFS INC

By: /s/ C. B. Bezik

Name: C. B. Bezik

Title: Senior Vice President-Finance

Date: December 14, 2001

## INDEX TO EXHIBITS

**Exhibit  
Number**

**Exhibit**

4.1

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