

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549
SCHEDULE ~~14~~ . h

4) Date Filed:



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Only shareholders of record at the close of business on September 2, 2008 (the "Record Date"), are entitled to notice of, and to vote at, the Special Meeting. Authorization of the Harbinger Share Acquisition at the Special Meeting requires the affirmative vote of shareholders present at the Special Meeting in person or by proxy, representing at least: (1) a majority of the voting power entitled to vote in the election of Company directors represented at the Special Meeting in person or by proxy, and (2) a majority of the voting power entitled to vote in the election of Company directors, excluding any shares which are "Interested Shares," represented at the Special Meeting in person or by proxy (the "Second Majority Approval"). Under the Control Share Acquisition Statute, Interested Shares with respect to the Company's shares include, among other things, shares held by Harbinger, by any officer of the Company elected or appointed by the Company's board of directors, or by any employee of the Company that is also a director of the Company, and shares acquired by any person (and anyone acting in concert with that person) between the date of the public disclosure of the Harbinger Share Acquisition on August 14, 2008 and the Record Date if the aggregate purchase price of such shares exceeds \$250,000 or the number of shares so acquired exceeds one-half of one percent of the outstanding shares of the Company entitled to vote in the election of directors. Furthermore, the Company's board of directors has adopted certain presumptions and procedures (the "Procedures") to govern conduct at the Special Meeting and to exclude the voting power of Interested Shares with respect to the Second Majority Approval. According to the Procedures, all shares represented by a proxy coming to them

IMPORTANT

HARBINGER URGES YOU NOT TO SIGN ANY PROXY CARD SENT TO YOU BY THE COMPANY. IF YOU HAVE ALREADY DONE SO, YOU MAY REVOKE YOUR PROXY BEFORE IT IS VOTED AT THE MEETING BY: (I) SUBMITTING A REVOCATION LETTER WITH A LATER DATE THAN YOUR PRIOR PROXY CARD; (II) DELIVERING A SECOND SIGNED PROXY CARD DATED LATER THAN THE FIRST SIGNED PROXY CARD; OR (III) ATTENDING





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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This document contains forward-looking statements. These statements may be identified by the use of forward-looking terminology such as the words “expects,” “intends,” “believes,” “anticipates” and other terms with similar meaning indicating possible future events or actions or potential impact on the business or shareholders of the Company. These forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties that could cause actual results to differ materially, including the risk that Harbinger may not be able to complete the purchases of Common Shares contemplated by the Harbinger Share Acquisition, that market conditions, market prices, developments with the Company or changes in the Company’s prospects may render such purchases financially undesirable to Harbinger or that Harbinger may not be able to acquire shares prior to any record date set for any special meeting called in connection with the Alpha transaction or otherwise be able to obtain the ability to vote such shares at any such meeting. Accordingly, you should not rely upon forward-looking statements as a prediction of actual results.

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QUESTIONS AND ANSWERS ABOUT THIS PROXY SOLICITATION

Why am I being asked to vote?

You are being asked to vote:

- (1) to authorize the Harbinger Share Acquisition, as further described in this proxy statement under the heading “THE HARBINGER SHARE ACQUISITION PROPOSAL”;
- (2) to authorize the adjournment of the Special Meeting if deemed desirable by Harbinger to allow additional time for the solicitation of proxies andlh

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How many shares are outstanding?

For the number of Common Shares and shares of Series A-2 Preferred Stock issued and outstanding as of the Record Date and entitled to vote at the Special Meeting, please see the Company's definitive proxy statement with respect to the Special Meeting when filed with the Securities and Exchange Commission.

Who may attend the Special Meeting?

All shareholders of record as of the Record Date may attend the Special Meeting. If you hold your shares in street name, you may attend and vote in person at the Special Meeting if you obtain a legal proxy from your broker or other nominee. All shareholders must present photo identification for admittance to the Special Meeting. For more information, please refer to the proxy statement filed with the SEC.

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- a majority of the voting power entitled to vote in the election of Company directors, excluding any shares which are “Interested Shares,” represented at the Special Meeting in person or by proxy (the “Second Majority Approval”).

Interested Shares has the meaning ascribed to it in the Control Share Acquisition Statute. With respect to the Company, a person will be considered a holder of Interested Shares if such person may exercise or direct the exercise of the voting power of the categories of shares identified below in the election of the Company’s directors. All Interested Shares will be ineligible to be counted in determining the Second Majority Approval:

- (1) The 16,616,472 Common Shares owned by Harbinger.
- (2) The shares owned by (i) officers of the Company elected or appointed by the Board or (ii) any employee of the Company who is also a director of the Company. Shareholders should see the Company’s definitive proxy statement with respect to the Special Meeting for the aggregate number of shares held by such individuals as of the Record Date.
- (3) The shares acquired by any person for valuable consideration during the period beginning August 14, 2008, the date of the first public disclosure of the Harbinger Share Acquisition, and ending on the Record Date (such period, the “Restricted Period”), if (A) the aggregate consideration paid by such person for such shares exceeds \$250,000 or (B) the number of shares so acquired exceeds one-half of one percent of the Company’s shares outstanding.
- (4) The shares owned by any person that transfers such shares for valuable consideration after the Record Date, if the transfer of such shares is accompanied by the transfer of the voting power of such transferred shares in the form of a blank proxy, an agreement to vote as instructed by the transferee, or otherwise.

Under the Control Share Acquisition Statute, all shares acquired by any person during the Restricted Period for an aggregate purchase price of more than \$250,000 will be considered Interested Shares, including the first \$250,000 worth of such shares. Also, shares acquired by persons acting in concert will be aggregated for the purpose of calculating the \$250,000 threshold and shares that may be voted by more than one person will be considered to be owned by each such person for purposes of determining whether such shares are Interested Shares. Furthermore, according to the procedures adopted by the Board to govern conduct at the Special Meeting (the “Procedures”), shares that are considered Interested Shares because they were purchased during the Restricted Period as part of an aggregate purchase of \$250,000 or more of shares will remain Interested Shares if owned by such purchaser as of the Record Date even if the purchaser of such shares at some point during that period disposes of some of such shares. For instance, if a person that buys \$1,000,000 worth of shares during the Restricted Period, then sells \$800,000 worth of shares during that period, all of such person’s shares acquired during that period and still owned as of the Record Date are Interested Shares.

A description of the requirements of the Control Share Acquisition Statute is provided in this proxy statement under the heading “THE CONTROL SHARE ACQUISITION STATUTE”.

Adjournment of the Special Meeting

Approval of the proposal to authorize adjournment of the Special Meeting if deemed desirable by Harbinger to allow additional time for the solicitation of proxies and completion of certifications to assure a quorum and, if possible, a vote at the Special Meeting in favor of the Harbinger Share Acquisition, requires the affirmative vote of a majority of the shares represented in person or by proxy at the Special Meeting.

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What voting procedures will apply to the Special Meeting and why do I have to make a certification?

As described above, the Harbinger Share Acquisition must be approved by the First Majority Approval and the Second Majority Approval. Pursuant to the Procedures, each shareholder must certify to the Company, on the certification of eligibility accompanying the **GREEN** proxy card, the number of shares held that are eligible to be counted in respect of the Second Majority Approval. Shareholders who own both (i) shares that are non-Interested Shares and (ii) shares that are Interested Shares (because (x) they were acquired for an aggregate purchase price of more than \$250,000 during the Restricted Period or (y) the number of shares so acquired during the Restricted Period exceeds one-half of one percent of the outstanding number of Company shares), must certify the number of shares acquired prior to the Restricted Period in order to be eligible to have such non-Interested Shares counted in the Second Majority Approval. According to the Procedures, every share that is certified as eligible to be counted in the Second Majority Approval will be presumed eligible to be counted in the Second Majority Approval. It will also be presumed that every share that is not certified as eligible to be counted in the Second Majority Approval, or for which there is no certification of eligibility, is ineligible to be counted in the Second Majority Approval. Banks, brokerage houses, other institutions, nominees, and fiduciaries holding shares beneficially owned by other parties will be requested to include this certification on all materials distributed to such beneficial owners seeking instructions from the beneficial owners as to how to vote such shares.

According to the Procedures, Banks, brokers or other nominees who hold shares for a beneficial owner, should look through to the person who has the power “to exercise or direct the exercise of the vote” with respect to shares at the Special Meeting in determining whether any such shares acquired during the Restricted Period are Interested Shares.

Shareholders should refer to the Company’s proxy statement with respect to the Special Meeting for a complete copy of the Procedures.

Harbinger believes that the presumption included in the Procedures—that shares that are not certified as eligible to vote are ineligible to be counted in the Second Majority Approval—is contrary to established principles of law that favor the protection of shareholder voting rights. Harbinger is concerned that the Procedures have substantially increased the administrative burden of obtaining the shareholder approval for the Harbinger Share Acquisition and may improperly deny shareholders the right to have their votes counted. Harbinger reserves the right to seek any and all legal remedies with respect to use of the Procedures and any other actions the Company or the Board may take in connection with the Special Meeting that are not in accordance with applicable law. Notwithstanding the legal deficiencies in the Procedures, to ensure that all votes are counted, we urge all shareholders to comply with the Procedures in voting their shares.

Who will count the votes and resolve disputes regarding the Special Meeting?

The Board has appointed IVS Associates, Inc. as the inspector of election. The inspector will, among other things, determine whether a quorum is present, tabulate votes at the Special Meeting and resolve disputes, including disputes as to whether shares are “Interested Shares”.

In the event of any dispute with respect to the presence of a quorum, the ability of Harbinger to adjourn the Special Meeting to allow additional time for the solicitation of proxies and completion of certifications to assure a quorum and, if possible, a vote at the Special Meeting in favor of the Harbinger Share Acquisition, or any other dispute regarding the conduct of the vote, we would expect such matters to be addressed in the first instance by the inspector of election appointed by the Board. However, Harbinger would reserve the right to seek any available legal remedies to the extent that Harbinger determines that the conclusions of any such inspector are contrary to law. Harbinger cannot predict whether any such action may become necessary or what remedy, if any, a court might determine appropriate in such case.



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What happens if I return a signed proxy without completing the certification of eligibility?

According to the Procedures, all shares represented by a proxy card without a completed certification of eligibility, or that are owned by a shareholder that holds both Interested Shares and non-Interested Shares but fails to indicate how many shares are not Interested Shares, will be presumed to be Interested Shares that are ineligible to be counted in connection with the Second Majority Approval. **Consequently, shareholders must sign, date and return the GREEN proxy card and complete the accompanying certification of eligibility for each proxy card in order to ensure that their votes will be counted for the Second Majority Approval.**

How do I revoke a proxy?

You may revoke your proxy before it is voted at the meeting by:

- submitting a revocation letter with a later date than your proxy card;
- delivering a second signed proxy card dated later than the first signed proxy card; or
- attending the Special Meeting and voting in person.

If you are a street name shareholder, and you vote by proxy, you may later revoke your proxy instructions by informing the holder of record in accordance with that holder's procedures.

What do I do if I receive a white proxy card from the Company?

Proxies on the white proxy card are being solicited by the Board. If you submit a proxy to us by signing and returning the enclosed **GREEN** proxy card, do not sign or return the white proxy card or follow any voting instructions provided by the Board unless you intend to change your vote, because only your latest-dated proxy will be counted at the Special Meeting.

If you have already sent a white proxy card to the Company, you may revoke it and vote **FOR** the authorization of the Harbinger Share Acquisition and **FOR** the adjournment of the Special Meeting by completing, signing, dating and returning the enclosed **GREEN** proxy card and accompanying certification of eligibility.

Should I submit a proxy if I plan to attend the Special Meeting?

Whether you plan to attend the Special Meeting or not, we urge you to complete, sign, date and mail *Ye wif*

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THE HARBINGER SHARE ACQUISITION PROPOSAL

Harbinger proposes to acquire that number of Common Shares that, when added to all other shares in respect of which Harbinger may exercise or direct the exercise of voting power in the election of the Company's directors, would equal one-fifth or more (but less than one-third) of such voting power. Harbinger intends to acquire Common Shares in one or more transactions to occur during the 360-day period following the date shareholders authorize the Harbinger Share Acquisition. Harbinger intends to acquire the Common Shares in one or more purchases in the open market and/or one or more block trades. There can be no assurance that Harbinger will be able to complete the purchases of Common Shares contemplated by the Harbinger Share Acquisition, that market conditions, market prices, developments with the Company or changes in the Company's prospects will not render such purchases financially undesirable to Harbinger or that Harbinger will be able to acquire shares prior to any record date set for any special meeting called in connection with the Alpha transaction or otherwise be able to obtain the ability to vote such shares at any such meeting.

Harbinger is the beneficial owner of approximately 15.57 percent of the outstanding Common Shares (based upon the Company's public filings) and, we believe, the Company's largest shareholder. We are seeking your support to approve the Harbinger Share Acquisition because we believe that Cleveland-Cliffs is a company with tremendous potential, but one greatly in need of a strong, independent voice that is committed to maximizing shareholder value.

Harbinger believes that the Company occupies a unique position in the North American steelmaking supply chain. As a leading supplier of iron ore pellet capacity with strong ongoing relationships with leading steelmakers, we believe that the Company is one of the most strategically advantaged materials companies in North America. While we support the Company's stated goal of expanding the scope of its metallurgical coal operations, we believe these efforts bring new risks and management challenges that resnetimpany witval g pged:thal exe Har

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Dissenters' rights are not available to shareholders of an issuing public corporation in connection with the authorization of a control share acquisition.

THE FOREGOING SUMMARY DOES NOT PURPORT TO BE A COU ~~RA~~ A N C ~~ARA~~

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institutional holders. Harbinger will request banks, brokerage houses and other custodians, nominees and fiduciaries to forward all solicitation materials to the beneficial owners of the shares they hold of record. Harbinger intends to reimburse these record holders for their reasonable out-of-pocket expenses in so doing.

The entire expense of soliciting proxies is being borne by Harbinger.

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ACQUIRING PERSON STATEMENT

Pursuant to Section 1701.831 of the Ohio Revised Code

Delivered To

CLEVELAND-CLIFFS INC.

(Name of Issuing Public Corporation)

1100 Superior Avenue

Cleveland, Ohio 44114-2544

(Address of Principal Executive Offices)

ITEM 1. IDENTITY OF ACQUIRING PERSON.

This Acquiring Person Statement is being delivered to Cleveland-Cliffs Inc., an Ohio corporation (the “
located at 1100 Superior Avenue, Cleveland, Ohio 44114-2544, by Harbinger Capital Partners Master Fund I, Ltd., an exempted company organized under the laws of the
Cayman Islands (the “

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(D) Notice of the special meeting of shareholders shall be given as promptly as reasonably practicable by the iss

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(2) Voting shares of a foreign parent corporation are issued or transferred in consideration in whole or in part for the transfer of such assets to one or more of its domestic subsidiaries. ~~ixes~~ ~~ixi~~

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(EE) “ ” means any of the following:

- (1) A for profit corporation existing under the laws of this state or any other state;
- (2) Any of the following organizations existing under the laws of this state, the United States, or any other state:
 - (a) A business trust or association;
 - (b) A r †

PROXY SOLICITED BY

**HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD.,
HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS FUND, L.P.,
HARBINGER CAPITAL PARTNERS OFFSHORE MANAGER, L.L.C.,
HMC INVESTORS, L.L.C.,
HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS G " ; RUS**

[FORM OF PROXY—FRONT—GREEN]

PRELIMINARY COPY
SUBJECT TO COMPLETION, DATED SEPTEMBER 8, 2008

THIS PROXY IS SOLICITED BY

HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD.,
HARBINGER CAPITAL PARTNERS SPECIAL SITI U,

**SPECIAL MEETING VOTING INSTRUCTIONS IN CONNECTION WITH
PROVISIONS OF THE CONTROL SHARE ACQUISITION STATUTE**

CLEVELAND-CLIFFS INC

Voting Procedures—Beneficial Owners

To All Banks, Brokers and Nominees:

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