

CLEVELAND CLIFFS INC

Form POS AM

February 14, 2006

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As filed with the Securities and Exchange Commission on February 14, 2006.
Registration No. 333-113252

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**Post-Effective Amendment No. 1
on
FORM S-1
to
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933
Cleveland-Cliffs Inc**
(Exact Name of Registrant as Specified in Its Charter)

Ohio
*(State or Other Jurisdiction of
Incorporation or Organization)*

1000
*(Primary Standard Industrial
Classification Code Number)*

34-1464672
*(I.R.S. Employer
Identification Number)*

**1100 Superior Avenue
Cleveland, Ohio 44114
(216) 694-5700**
*(Address, Including Zip Code, and Telephone Number,
Including Area Code, of Registrant's Principal Executive Offices)*

**George W. Hawk, Esq.
General Counsel and Secretary
Cleveland-Cliffs Inc
1100 Superior Avenue
Cleveland, Ohio 44114
(216) 694-5700**
*(Name, Address, Including Zip Code, and Telephone Number,
Including Area Code, of Agent for Service)*

***Copies to:*
David P. Porter, Esq.
Jones Day
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939**

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this registration statement, as the selling securityholders determine.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or reinvestment plans, please check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering. o _____

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement of the same offering. o _____

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o _____

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

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INTRODUCTORY NOTE

This Registration Statement registered resales of 172,500 shares of 3.25% redeemable cumulative convertible perpetual preferred stock (the Preferred Stock) of Cleveland Cliffs Inc (the Company), \$172,500,000 principal aggregate amount of 3.25% convertible subordinated debentures issuable upon exchange for the Preferred Stock (the Debentures) and 5,564,506 common shares (taking into account the Company s two-for-one stock split effective as of December 31, 2004) issuable upon conversion of the Preferred Stock and the Debentures (the Common Shares). The Company was contractually obligated to register resales of the Preferred Stock, Debentures and Common Shares and to maintain this Registration Statement s effectiveness for a period of two years from the original issuance of the Preferred Stock. The Preferred Stock was originally issued on January 21, 2004, and therefore the Company is no longer contractually obligated to maintain the effectiveness of the Registration Statement due to the expiration of such period. Accordingly, this Post-Effective Amendment No. 1 is being filed in order to deregister 92,655 shares of Preferred Stock, \$172,500,000 in aggregate principal amount of Debentures and 5,564,506 Common Shares that have not been resold hereunder.

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Item 16. Exhibits and Financial Statement Schedules.

**Exhibit
Number**

Description of Exhibits

24* Power of Attorney

* Previously filed

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 February 14, 2006.

CLEVELAND-CLIFFS INC

By: /s/ Donald J. Gallagher
 Name: Donald J. Gallagher
 Title: Executive Vice President, Chief
 Financial Officer and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signatures	Title	Date
/s/ J. S. Brinzo		
J. S. Brinzo	Chairman, Chief Executive Officer and Director (Principal Executive Officer)	February 14, 2006
/s/ D. J. Gallagher		
D. J. Gallagher	Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer)	February 14, 2006
/s/ R. J. Leroux		
R. J. Leroux	Vice President and Controller (Principal Accounting Officer)	February 14, 2006
*		
R. C. Cambre	Director	February 14, 2006
*		
R. Cucuz	Director	February 14, 2006
S. M. Cunningham	Director	February 14, 2006
B. J. Eldridge	Director	February 14, 2006

*

D. H. Gunning

Vice Chairman and Director
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February 14, 2006

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Signatures	Title	Date
*		
J. D. Ireland, III	Director	February 14, 2006
*		
F. R. McAllister	Director	February 14, 2006
*		
R. Phillips	Director	February 14, 2006
*		
R. K. Riederer	Director	February 14, 2006
*		
A. Schwartz	Director	February 14, 2006

* The undersigned, by signing his name hereto, does sign and execute this Registration Statement on Form S-1 pursuant to a Power of Attorney executed on behalf of the above-indicated officers and directors of the registrant and filed herewith as Exhibit 24 on behalf of the registrant.

By: /s/ Donald J. Gallagher

(Donald J. Gallagher, as
Attorney-in-Fact)

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EXHIBIT INDEX

**Exhibit
Number**

Description of Exhibits

24* Power of Attorney

* Previously filed

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