

CLEVELAND CLIFFS INC
Form DEFA14A
September 19, 2008

**SCHEDULE 14A
(RULE 14A-101)
INFORMATION REQUIRED IN PROXY STATEMENT**

SCHEDULE 14A INFORMATION

**PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES
EXCHANGE ACT OF 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check appropriate box:

- Preliminary Proxy Statement
- Confidential, for use of the Commission only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under Rule 14a-12

CLEVELAND-CLIFFS INC
(Name Of Registrant As Specified In Its Charter)

Not Applicable

(Name Of Person(s) Filing Proxy Statement, If Other Than The Registrant)

Payment of filing fee (check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1. Title of each class of securities to which transaction applies:
2. Aggregate number of securities to which transaction applies:
3. Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
4. Proposed maximum aggregate value of transaction:
5. Total fee paid:

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- o Fee paid previously with preliminary materials:
 - o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-II(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.
 1. Amount previously paid:
 2. Form, schedule or Registration Statement No.:
 3. Filing party:
 4. Date Filed:
-

CLEVELAND-CLIFFS INC

RE: 2008 SPECIAL MEETING OF SHAREHOLDERS

October 3, 2008

Dear Fellow Shareholder:

Please accept our thanks for sending in your **White** Proxy Card.

To avoid any possible dispute as to the validity of your proxy for the reason(s) indicated below, we are requesting that you sign, date and mail the enclosed additional **White** Proxy Card with the correction indicated below in the self-addressed envelope provided for your convenience. This Proxy will automatically revoke any previously granted proxy when it is returned.

- o **Your previous White proxy was unsigned.** (If signing as attorney, executor, administrator, personal representative of an estate, corporate officer, partner, trustee, custodian or guardian, please sign and give your full title as such.)
- o **Your previous White proxy was undated.** (Please date, sign and return the enclosed **White** Proxy Card in the enclosed envelope.)
- o **Your previous White proxy omitted your title or authority.** (If signing as attorney, executor, administrator, personal representative of an estate, corporate officer, partner, trustee, custodian or guardian, please sign and give your full title as such.)
- o **Your previous White proxy, as signed, did not conform to the name shown on the proxy.** (Please date and sign the enclosed **White** proxy card exactly as the registration appears on the proxy, including your full title if signing other than in an individual capacity.) If the registration is in the name of a custodian for the benefit of a minor, the custodian must sign and indicate his/her capacity. If you are a beneficiary 18 years or older, you may sign as long as you indicate your age.
- o **Your previous White proxy was not signed by all joint owners.** (If shares are registered in the name of more than one person, each such person should sign the enclosed **White** Proxy Card. If a joint tenant is deceased, please indicate that you are the surviving joint owner.)
- o **Your previous White proxy, as marked, did not clearly specify your instructions.** Please sign, date and clearly mark your proxy.
- o **The Certification As To Eligibility To Vote on the reverse side of your White proxy was not properly completed.** If (i) no box is checked indicating whether shares represented by this proxy card are Interested Shares, or (ii) both of the boxes are checked the shares represented by the proxy will be deemed to be Interested Shares and therefore ineligible to vote in connection with the Second Majority Approval, as described in the Proxy Statement.
- o **Other**

Since time is of the essence, we encourage you to vote your shares by signing, dating and returning the enclosed **White** Proxy Card as soon as possible in the envelope provided. If you have any questions, please call Innisfree M&A Incorporated, the firm assisting us, toll-free at 877-456-3507. Once again, we greatly appreciate your support.

Sincerely,

CLEVELAND-CLIFFS INC