

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): April 22, 2022

**CLEVELAND-CLIFFS INC.**

(Exact name of registrant as specified in its charter)

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

1-8944  
*(Commission File Number)*

34-1464672  
*(IRS Employer  
Identification No.)*

200 Suite  
Public Square, 3300, Cleveland, Ohio  
*(Address of Principal Executive Offices)*

44114-2315  
*(Zip Code)*

Registrant's telephone number, including area code: (216) 694-5700

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered:
Common Shares, par value \$0.125 per share	CLF	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (Section 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (Section 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On April 22, 2022, Cleveland-Cliffs Inc. (the "Company") announced that Maurice D. Harapiak is departing from the Company and his roles as Executive Vice President, Human Resources & Chief Administration Officer and an employee, effective as of April 22, 2022. In connection with Mr. Harapiak's termination of employment with the Company, on April 20, 2022, the Compensation and Organization Committee of the Company's Board of Directors acted to provide Mr. Harapiak, contingent upon his execution and non-revocation of a release of claims in favor of the Company and its affiliates, with (1) accelerated vesting of his outstanding restricted stock units that were granted to him in 2020, plus (2) continued vesting of his outstanding performance shares and performance cash awards that were granted to him in 2020 (to be earned pursuant to their terms on a non-pro-rated basis as if his employment did not terminate). The Company and Mr. Harapiak are negotiating a separation agreement. The Company intends to file an additional Form 8-K if and when such separation agreement between the Company and Mr. Harapiak is finalized.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
101	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.
104	The cover page from this Current Report on Form 8-K, formatted as Inline XBRL.

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CLEVELAND-CLIFFS INC.

Date: April 22, 2022

By: /s/ James D. Graham  
Name: James D. Graham  
Title: Executive Vice President, Chief Legal Officer &  
Secretary