

MESABI TRUST  
Form 8-K  
July 31, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM 8-K

Current Report

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

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Date of Report (Date of earliest event reported):

July 27, 2017

MESABI TRUST

(Exact name of registrant as specified in its charter)

|   |                          |  |
|---|--------------------------|--|
| New York  | 1-4488                   | 13-6022277                                 |
| (State or other jurisdiction of<br>incorporation) | (Commission File Number) | (I.R.S. Employer Identification<br>Number) |

c/o Deutsche Bank Trust Company Americas 10005  
Trust & Agency Services

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60 Wall Street  
16th Floor  
New York, New York  
(Address of principal executive offices) (Zip Code)

(904) 271-2520

(Registrant's telephone number, including area code)

N/A

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b 2 of the Securities Exchange Act of 1934 (17 CFR 240.12b 2).

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 7.01 Regulation FD.

On July 27, 2017, the Trustees of Mesabi Trust (NYSE: MSB) received the quarterly royalty report of iron ore product shipments from Silver Bay, Minnesota during the quarter ended June 30, 2017 from Cliffs Natural Resources Inc. (“Cliffs”), the parent company of Northshore Mining Company (“Northshore”). As previously reported, on July 14, 2017, the Trustees of Mesabi Trust declared a distribution of sixteen cents (\$0.16) per Unit of Beneficial Interest payable on August 20, 2017 to Mesabi Trust Unitholders of record at the close of business on July 30, 2017.

As reported to Mesabi Trust by Cliffs in the quarterly royalty report, based on shipments of iron ore products by Northshore during the three months period ended June 30, 2017, Mesabi Trust was credited with a base royalty of \$4,865,382. Mesabi Trust also was credited with a bonus royalty in the amount of \$4,689,548. Royalties paid to Mesabi Trust, however, reflected a reduction of \$1,330,317 as a result of net negative pricing adjustments to prior royalty calculations related to changes in price estimates made during the last calendar quarter of 2016 and first and second calendar quarters of 2017. Accordingly, the total royalty payments received by Mesabi Trust on July 28, 2017 from Northshore were \$8,356,736 (which includes a royalty payment of \$132,124 payable to the Mesabi Land Trust).

The royalties paid to Mesabi Trust are based on the volume of shipments of iron ore pellets for the quarter and the year to date, the pricing of iron ore product sales, and the percentage of iron ore pellet shipments by Northshore from Mesabi Trust lands rather than from non-Mesabi Trust lands. In the second calendar quarter of 2017, Northshore credited Mesabi Trust with 1,722,243 tons of iron ore shipped, as compared to 338,385 tons of iron ore shipped during the second calendar quarter of 2016.

The volume of shipments of iron ore pellets (and other iron ore products) by Northshore varies from quarter to quarter and year to year based on a number of factors, including the requested delivery schedules of customers, general economic conditions in the iron ore industry, and weather conditions on the Great Lakes. Further, the prices under the term contracts between Northshore, Cliffs, and certain of their customers (the “Cliffs Pellet Agreements”), to which Mesabi Trust is not a party, are subject to interim and final pricing adjustments, dependent in part on multiple price and inflation index factors that are not known until after the end of a contract year. These multiple factors can result in significant variations in royalties received by Mesabi Trust (and in turn the resulting funds available for distribution to Unitholders by Mesabi Trust) from quarter to quarter and from year to year. These variations, which can be positive or negative, cannot be predicted by the Trustees of Mesabi Trust. Royalty payments received in fiscal year 2017 and prior years continue to reflect pricing estimates for shipments of iron ore products that were subject to negative pricing adjustments pursuant to the Cliffs Pellet Agreements. Based on the above factors and as indicated by Mesabi Trust’s historical distribution payments, the royalties received by Mesabi Trust, and the distributions paid to Unitholders, if any, in any particular quarter are not necessarily indicative of royalties that will be received, or distributions that will be paid, if any, in any subsequent quarter or for a full year.

With respect to the remainder of calendar year 2017, Northshore has not advised Mesabi Trust of its expected shipments of iron ore products or what percentage of 2017 shipments will be from Mesabi Trust iron ore. Cliffs indicated that the royalty payments being reported today are based on estimated iron ore pellet prices under the Cliffs Pellet Agreements, which are subject to change. It is possible that future negative price adjustments could offset, or

even eliminate, royalties or royalty income that would otherwise be payable to Mesabi Trust in any particular quarter, or at year end, thereby potentially reducing cash available for distribution to Mesabi Trust's Unitholders in future quarters.

This report contains certain forward-looking statements with respect to iron ore pellet production, iron ore pricing and adjustments to pricing, shipments by Northshore in 2017, royalty (including bonus royalty) amounts, and other matters, which statements are intended to be made under the safe harbor protections of the Private Securities Litigation Reform Act of 1995, as amended. Actual production, prices, price adjustments, and shipments of iron ore pellets, as well as actual royalty payments (including bonus royalties) could differ materially from current expectations due to inherent risks and uncertainties such as general adverse business and industry economic trends, uncertainties arising from war, terrorist events and other global events, higher or lower customer demand for steel and iron ore, decisions by mine operators regarding curtailments or idling production lines or entire plants, environmental compliance uncertainties, difficulties in obtaining and renewing necessary operating permits, higher imports of steel and iron ore substitutes, processing difficulties, consolidation and restructuring in the domestic steel market, indexing features in Cliffs Pellet Agreements resulting in adjustments to royalties payable to Mesabi Trust and other factors. Further, substantial portions of royalties earned by Mesabi Trust are based on estimated prices that are subject to interim and final adjustments, which can be positive or negative, and are dependent in part on multiple price and inflation index factors under agreements to which Mesabi Trust

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is not a party and that are not known until after the end of a contract year. Although the Trustees of Mesabi Trust believe that any such forward-looking statements are based on reasonable assumptions, such statements are subject to risks and uncertainties, which could cause actual results to differ materially. Additional information concerning these and other risks and uncertainties is contained in Mesabi Trust's filings with the Securities and Exchange Commission, including its Annual Report on Form 10-K. Mesabi Trust undertakes no obligation to publicly update or revise any of the forward-looking statements made herein to reflect events or circumstances after the date hereof.

In accordance with general instruction B.2 to Form 8-K, the information in this Form 8-K shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section.

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SIGNATURE

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

MESABI TRUST

By: /s/ Jeffrey Schoenfeld  
Jeffrey Schoenfeld  
Vice President  
Deutsche Bank National Trust Company  
For Deutsche Bank Trust Company Americas  
Corporate Trustee of Mesabi Trust

Dated: July 31, 2017

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