

CITIGROUP INC  
Form 8-K  
July 29, 2014

**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) July 29, 2014**

**Citigroup Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**1-9924**  
**(Commission**  
  
**File Number)**

**52-1568099**  
**(IRS Employer**  
  
**Identification No.)**

**399 Park Avenue, New York, New  
York  
(Address of principal executive  
offices)**

**10022**

**(Zip Code)**

**(212) 559-1000**

**(Registrant's telephone number, including area code)**

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))

Citigroup Inc.

Current Report on Form 8-K

Item 9.01 **Financial Statements and Exhibits.**

(d) Exhibits:

Exhibit No.	Description
1.01	Terms Agreement, dated July 22, 2014, among Citigroup Inc. (the Company ) and the underwriters named therein, relating to the offer and sale of the Company's 2.500% Notes due July 29, 2019.
4.01	Form of Note for the Company's 2.500% Notes due July 29, 2019.
5.01	Opinion of Jimmy Yang, Esq.

**SIGNATURE**

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.

Dated: July 29, 2014

CITIGROUP INC.  
By: /s/ Jimmy Yang  
Jimmy Yang  
Assistant Secretary

**Exhibit Index**

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