

CITIGROUP INC
Form 8-K
August 05, 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) August 5, 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)

(212) 559-1000

10022
(Zip Code)

(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 29, 2014, among Citigroup Inc. (the Company) and the underwriters named therein, relating to the offer and sale of the Company's 4.000% Subordinated Notes due August 5, 2024.
4.01	Form of Note for the Company's 4.000% Subordinated Notes due August 5, 2024.
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: August 5, 2014

CITIGROUP INC.

By: /s/ Jimmy Yang
Jimmy Yang
Assistant Secretary

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