

CITIGROUP INC

Form FWP

January 22, 2015

**1,250,000,000**

**1.750% SENIOR NOTES DUE 2025**

**FILED PURSUANT TO RULE 433**

**FILE NO. 333-192302**

**Terms and Conditions:**

<b>Issuer:</b>	<b>Citigroup Inc.</b>
Ratings*:	Baa2 / A- / A (Stable Outlook / Negative Outlook / Stable Outlook) (Moody's / S&P / Fitch)
Ranking:	Senior
Offering Format:	SEC Registered
Trade Date:	January 21, 2015
Settlement Date:	January 28, 2015 (T+5 days)
Maturity:	January 28, 2025
Par Amount:	1,250,000,000
Reference Bund Benchmark:	DBR 1.00% August 2024
10-year EUR Mid-Swap Rate:	0.793%
Re-offer Spread vs Mid-Swaps:	Mid-Swaps + 103 bps
Re-offer Spread vs Bunds:	DBR 1.000% August 2024 + 135.6 bps (Bund Price: 104.97)
Re-offer Yield:	1.823%
Annual Coupon:	1.750%
Public Offering Price:	99.338%
Net Proceeds:	1,236,725,000 (before expenses)
Interest Payment Dates:	The 28th of each January, beginning January 28, 2016
Day Count:	Actual/Actual (ICMA), unadjusted
Business Days/Convention:	TARGET, London; Following
Defeasance:	Applicable. Provisions of Sections 12.02 and 12.03 of the Indenture apply.
Redemption at Issuer Option:	Only for tax purposes.
Redemption for Tax Purposes:	Applicable at issuer option if, as a result of changes in U.S. tax law, withholding tax or information reporting requirements are imposed on payments on the notes to non-United States persons. Redemption as a whole, not in part.
Sinking Fund:	Not applicable.
Listing:	Application will be made to list the notes on the regulated market of the Luxembourg Stock Exchange.
Settlement:	Euroclear / Clearstream
Minimum Denomination / Multiples:	100,000 / multiples of 1,000 in excess thereof
Governing Law:	State of New York
Principal Paying Agent:	Citibank, N.A.
Documentation:	The notes will be issued under the issuer's Registration Statement No. 333-192302 filed with the U.S. Securities and Exchange Commission
ISIN:	XS1173792059
Common Code:	117379205
CUSIP:	172967 JF9

Sole Book Manager:

Citigroup Global Markets Limited

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Joint Lead Managers:

ABN AMRO Bank N.V.

Banca IMI S.p.A.

Banco Bilbao Vizcaya Argentaria, S.A.

Danske Bank A/S

Deutsche Bank AG, London Branch

HSBC Bank plc

Co-Managers:

Norddeutsche Landesbank Girozentrale

BNP Paribas

Crédit Agricole Corporate and Investment Bank

Credit Suisse Securities (Europe) Limited

Commerzbank Aktiengesellschaft

Lloyds Bank plc

National Australia Bank Limited ABN 12 004 044 937

Natixis

Raiffeisen Bank International AG

The Toronto-Dominion Bank

UBS Limited

\* A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

Citigroup Inc. has filed a registration statement (including a prospectus) with the Securities and Exchange Commission for the offering to which this communication relates. Before you invest, you should read the prospectus in the registration statement and the other documents Citigroup has filed with the SEC for more complete information about Citigroup and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). The file number for Citigroup's registration statement is No. 333-192302. Alternatively, you can request the prospectus by calling toll-free in the United States 1-800-831-9146.