

CITIGROUP INC  
Form 8-K  
November 13, 2015

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) November 12, 2015

Citigroup Inc.

(Exact name of registrant as specified in its charter)

Delaware  
(State or other

1-9924  
(Commission

52-1568099  
(IRS Employer

jurisdiction of  
incorporation)

File Number)

Identification No.)

399 Park Avenue, New York, New York 10022

(Address of principal executive offices) (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)

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☐ 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))

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CITIGROUP INC.

Current Report on Form 8-K

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

(a) On November 12, 2015, Citigroup Inc. filed a Certificate of Designations with the Secretary of State of the State of Delaware, establishing the designations, preferences, powers and rights of the shares of a new series of Citigroup preferred stock, 6.125% Fixed Rate / Floating Rate Noncumulative Preferred Stock, Series R. The Certificate of Designations amended Citigroup's Restated Certificate of Incorporation, as amended, and was effective immediately on filing.

A copy of the Certificate of Designations is being filed as an exhibit to this Form 8-K and is incorporated herein by reference in its entirety.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
1.1	Underwriting Agreement, dated November 5, 2015, among Citigroup Inc. and the underwriters named therein, relating to the offer and sale of Depositary Shares each representing a 1/25 <sup>th</sup> interest in a share of 6.125% Fixed Rate / Floating Rate Noncumulative Preferred Stock, Series R, of Citigroup Inc.
3.1	Certificate of Designations of 6.125% Fixed Rate / Floating Rate Noncumulative Preferred Stock, Series R, of Citigroup Inc.
4.1	Deposit Agreement, dated November 13, 2015 among Citigroup Inc., Computershare Inc., a Delaware corporation, and its wholly-owned subsidiary Computershare Trust Company, N.A., a federally chartered national association, jointly as Depositary, Computershare Trust Company N.A., as Registrar and Transfer Agent, and all holders from time to time of Receipts, Depositary Shares and the related 6.125% Fixed Rate / Floating Rate Noncumulative Preferred Stock, Series R of Citigroup Inc.
5.1	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP

**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 November 13, 2015

CITIGROUP INC.

By: /s/ Barbara Politi  
Barbara Politi

Assistant Secretary

**EXHIBIT INDEX**

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