

CITIGROUP INC  
Form FWP  
February 05, 2016

**FILED PURSUANT TO RULE 433**

**File No. 333-192302**

**CITIGROUP INC.**

**¥81,500,000,000**

**0.457% SENIOR NOTES DUE 2021**

**Terms and Conditions**

Issuer:	Citigroup Inc.
Ratings*:	Baa1 / BBB+ / A (Stable / Stable / Stable) (Moody's / S&P / Fitch)
Ranking:	Senior
Trade Date:	February 5, 2016
Settlement Date:	February 18, 2016 (T+7 days; February 11, 2016 is a Tokyo holiday and February 15, 2016 is a New York holiday)
Maturity Date:	February 18, 2021
Par Amount:	¥81,500,000,000
Coupon:	0.457%  (equivalent to 5-year Swap Offered Rate on Bloomberg GDCO 157 1 plus 48 bps, rounded up to three decimal places)
Public Offering Price:	100.000%
Net Proceeds to Citigroup:	¥81,255,500,000 (before expenses)
Interest Payment Dates:	Semi-annually on the 18 <sup>th</sup> of each February and August thereafter until maturity, with adjustment for period end dates on a modified following London, New York and Tokyo Business Day Convention
First Interest Payment Date:	August 18, 2016
Day Count:	30 / 360
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:	

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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-U.S. persons. Redemption as a whole, not in part

Sinking Fund:	Not applicable
Listing:	Application will be made to list the notes on the TOKYO PRO-BOND Market
Minimum Denominations/Multiples:	¥100,000,000 / multiples of ¥100,000,000 in excess thereof
Governing Law:	New York
CUSIP:	172967 KH3
ISIN:	XS1362392950
Common Code:	136239295
Joint Book-Running Managers:	Citigroup Global Markets Limited SMBC Nikko Securities America, Inc. Mitsubishi UFJ Securities International plc Mizuho Securities USA Inc.
Co-Managers:	Daiwa Capital Markets America Inc. Nomura Securities International, Inc.

\* Note: 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.