

CITIGROUP INC
Form FWP
November 25, 2014

Pricing Sheet No. 2014–CMTNG0280 dated November
21, 2014 relating to
Preliminary Pricing Supplement No.
2014–CMTNG0280 dated October 30, 2014
Registration Statement No. 333-192302
Filed Pursuant to Rule 433

Citigroup Inc.

Fixed to Floating Rate Notes Due November 26, 2034

Leveraged Callable CMS Curve Linked Notes

PRICING TERMS—NOVEMBER 21, 2014

Aggregate stated principal amount:	\$42,000,000
Stated principal amount:	\$1,000 per note
Pricing date:	November 21, 2014
Issue date:	November 26, 2014
Maturity date:	Unless earlier called by us, November 26, 2034
Payment at maturity:	At maturity, unless we have earlier called the notes, you will receive for each note you then hold an amount in cash equal to \$1,000 plus any accrued and unpaid interest
Interest:	<p>§ During each interest period from and including the issue date to but excluding November 26, 2015, the notes will bear interest at a fixed rate of 10.00% per annum</p> <p>§ During each interest period commencing on or after November 26, 2015, the notes will bear interest at a floating rate equal to 10 times the modified CMS reference index, as determined on the CMS reference determination date for that interest period, subject to a maximum interest rate of 10.00% per annum and a minimum interest rate of 0.00% per annum</p> <p>After the first year of the term of the notes, interest payments will vary based on fluctuations in the modified CMS reference index. After the first year, the notes may pay a below-market rate or no interest at all for an extended period of time, or even throughout the entire remaining term.</p>
CMS reference index:	On any CMS reference determination date, CMS30 minus CMS2, each as determined on that CMS reference determination date
Modified CMS reference index:	The CMS reference index minus 0.875%
CMS reference determination date:	For any interest period commencing on or after November 26, 2015, the second U.S. government securities business day prior to the first day of that interest period
Interest period:	Each three-month period from and including an interest payment date (or the issue date, in the case of the first interest period) to but excluding the next interest payment date
Interest payment dates:	The 26th day of each February, May, August and November, beginning on February 26, 2015 and ending on the maturity date or, if applicable, the date when the notes are redeemed
Day count convention:	During each interest period, interest will be calculated on the basis of a 360-day year consisting of twelve 30-day months. The amount of each interest payment, if any, will equal (i) the stated principal amount of the notes multiplied by the interest rate in effect during the applicable interest period divided by (ii) 4
Call right:	We may call the notes, in whole and not in part, for mandatory redemption on any interest payment date beginning on November 26, 2015, upon not less than five business days' notice. Following an exercise of our call right, you will receive for each note you then hold an amount in cash equal to \$1,000 plus any accrued and unpaid interest.
Listing:	The notes will not be listed on any securities exchange

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CUSIP / ISIN:	1730T02V0 / US1730T02V05		
Underwriter:	Citigroup Global Markets Inc. ("CGMI"), an affiliate of the issuer, acting as principal		
Underwriting fee and issue price:	Issue price(1)	Underwriting fee(2)	Proceeds to issuer
Per note:	\$1,000	\$35	\$965
Total:	\$42,000,000	\$1,470,000	\$40,530,000

(1) On the pricing date, the estimated value of the notes is \$909.00 per note, which is less than the issue price. The estimated value of the notes is based on CGMI's proprietary pricing models and our internal funding rate. It is not an indication of actual profit to CGMI or other of our affiliates, nor is it an indication of the price, if any, at which CGMI or any other person may be willing to buy the notes from you at any time after issuance. See "Valuation of the Notes" in the related preliminary pricing supplement.

(2) CGMI will receive an underwriting fee of \$35 for each \$1,000 note sold in this offering. Certain selected dealers, including Morgan Stanley & Co. LLC, and their financial advisors will collectively receive from CGMI a selling concession of \$35 for each \$1,000 note they sell. For more information on the distribution of the notes, see "Supplemental Plan of Distribution" in the related preliminary pricing supplement. In addition to the underwriting fee, CGMI and its affiliates may profit from hedging activity related to this offering, even if the value of the notes declines. See "Use of Proceeds and Hedging" in the accompanying prospectus.

You should read this document together with the related preliminary pricing supplement and the other following documents, each of which can be accessed via the following hyperlinks:

[Preliminary Pricing Supplement dated October 30, 2014](#)

[Product Supplement IE-07-01 dated August 4, 2014 dated November 13, 2013](#)

[Prospectus Supplement and Prospectus each](#)

The notes are not bank deposits and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency, nor are they obligations of, or guaranteed by, a bank.

Citigroup Inc. has filed a registration statement (including a related preliminary pricing supplement and the accompanying product supplement and the accompanying prospectus supplement and prospectus) with the Securities and Exchange Commission ("SEC") for the offering to which this communication relates. You should read the related preliminary pricing supplement, the accompanying product supplement and the accompanying prospectus supplement and prospectus in that registration statement (File No. 333-192302) and the other documents Citigroup Inc. has filed with the SEC for more complete information about Citigroup Inc. and this offering. You may get these documents for free by visiting EDGAR on the SEC's website at www.sec.gov. Alternatively, you can request the related preliminary pricing supplement, the accompanying product supplement and the accompanying prospectus supplement and prospectus by calling toll-free 1-800-831-9146.