

CITIGROUP INC
Form FWP
November 25, 2014

Citigroup Inc.

Pricing Sheet No. 2014-CMTNG0293 dated November 21,
2014 relating to
Preliminary Pricing Supplement No. 2014-CMTNG0293
dated November 11, 2014
Registration Statement No. 333-192302
Filed Pursuant to Rule 433

601,950 Trigger Jump Securities Based on the Class A Common Stock of Facebook, Inc. Due November 25, 2016

Principal at Risk Securities

PRICING TERMS—NOVEMBER 21, 2014

Underlying shares:	Shares of Class A common stock of Facebook, Inc. (NASDAQ symbol: “FB”) (the “underlying share issuer”)		
Aggregate stated principal amount:	\$6,019,500		
Stated principal amount:	\$10 per security		
Pricing date:	November 21, 2014		
Issue date:	November 26, 2014		
Valuation date:	November 21, 2016, subject to postponement if such date is not a scheduled trading day or if certain market disruption events occur		
Maturity date:	November 25, 2016		
Payment at maturity:	<p>For each \$10 stated principal amount security you hold at maturity:</p> <p>If the final share price is greater than or equal to the initial share price: \$10 + the upside payment</p> <p>If the final share price is less than the initial share price but greater than or equal to the trigger price: \$10</p> <p>If the final share price is less than the trigger price: \$10 × the share performance factor</p> <p>If the final share price is less than the trigger price, your payment at maturity will be less, and possibly significantly less, than \$7.75 per security. You should not invest in the securities unless you are willing and able to bear the risk of losing a significant portion and up to all of your investment.</p>		
Initial share price:	\$73.75, the closing price of the underlying shares on the pricing date		
Final share price:	The closing price of the underlying shares on the valuation date		
Upside payment:	\$3.00 per security (30.00% of the stated principal amount). You will receive the upside payment only if the final share price is greater than or equal to the initial share price. Because of the upside payment, your payment at maturity will not be greater than \$13.00.		
Share performance factor:	The final share price divided by the initial share price		
Trigger price:	\$57.156, 77.50% of the initial share price		
Listing:	The securities will not be listed on any securities exchange		
CUSIP / ISIN:	17322X730 / US17322X7306		
Underwriter:	Citigroup Global Markets Inc. (“CGMI”), an affiliate of the issuer, acting as principal		
Underwriting fee and issue price:	Issue price(1)	Underwriting fee	Proceeds to issuer
Per security:	\$10	\$0.20(2) \$0.05(3)	\$9.75

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Total:	\$6,019,500	\$150,487.50	\$5,869,012.50
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(1) On the pricing date, the estimated value of the securities is \$9.700 per security, which is less than the issue price. The estimated value of the securities 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 securities from you at any time after issuance. See "Valuation of the Securities" in the related preliminary pricing supplement.

(2) CGMI, an affiliate of Citigroup Inc. and the underwriter of the sale of the securities, is acting as principal and will receive an underwriting fee of \$0.25 for each \$10 security sold in this offering. Certain selected dealers, including Morgan Stanley Wealth Management and their financial advisors, will collectively receive from CGMI a fixed selling concession of \$0.20 for each \$10 security they sell. Additionally, it is possible that CGMI and its affiliates may profit from hedging activity related to this offering, even if the value of the securities declines. See "Use of Proceeds and Hedging" in the accompanying prospectus.

(3) Reflects a structuring fee payable to Morgan Stanley Wealth Management by CGMI of \$0.05 for each security.

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 hyperlinks below:

Preliminary Pricing Supplement dated November 11, 2014

Product Supplement No. EA-02-03 dated November 13, 2013

Prospectus Supplement and Prospectus each dated November 13, 2013

The securities 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.

The securities represent obligations of Citigroup Inc. only. Facebook, Inc. is not involved in any way in this offering and has no obligation relating to the securities or to holders of the securities.

Citigroup Inc. has filed a registration statement (including a related preliminary pricing supplement and an accompanying product supplement and a 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 and the accompanying product supplement and the 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 and the accompanying product supplement and the prospectus supplement and prospectus by calling toll-free 1-800-831-9146.