

CITIGROUP INC  
Form 424B2  
December 08, 2014

Enhanced Barrier Digital Plus Securities Based on American Depositary Shares Representing Ordinary Shares of  
Alibaba Group Holding Limited Due December , 2015

Citigroup Inc.

Investment Products      Not FDIC Insured      May Lose Value      No Bank Guarantee  
December 5, 2014

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The information in this pricing supplement is not complete and may be changed. A registration statement relating to these securities has been filed with the Securities and Exchange Commission. This pricing supplement and the accompanying product supplement, prospectus supplement and prospectus are not an offer to sell these securities, nor are they soliciting an offer to buy these securities, in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED DECEMBER 5, 2014

Citigroup Inc.

December , 2014

Medium-Term Senior Notes, Series G  
Pricing Supplement No. 2014-CMTNG0311  
Filed Pursuant to Rule 424(b)(2)  
Registration Statement No. 333-192302

**Enhanced Barrier Digital Plus Securities Based on American Depositary Shares Representing Ordinary Shares of Alibaba Group Holding Limited Due December , 2015**

**Overview**

The securities offered by this pricing supplement are unsecured senior debt securities issued by Citigroup Inc. Unlike conventional debt securities, the securities do not pay interest and do not repay a fixed amount of principal at maturity. Instead, the securities offer a payment at maturity that may be greater than or less than the stated principal amount, depending on the performance of the American Depositary Shares (“ADSs”) representing ordinary shares of Alibaba Group Holding Limited (the “underlying shares”) from the initial share price to the final share price.

The securities offer modified exposure to the performance of the underlying shares, with (i) a minimum positive return at maturity so long as the final share price is greater than or equal to 77.00% of the initial share price and (ii) 1-to-1 participation in any appreciation of the underlying shares in excess of that minimum positive return, subject to the maximum return at maturity. In exchange for these features, investors in the securities must be willing to forgo (i) any appreciation of the underlying shares in excess of the maximum return at maturity and (ii) any dividends that may be paid on the underlying shares. In addition, investors in the securities must be willing to accept full downside exposure to the underlying shares if the underlying shares depreciate by more than 23.00%. If the underlying shares depreciate by more than 23.00% from the pricing date to the valuation date, you will lose 1% of the stated principal amount of your securities for every 1% by which the final share price is less than the initial share price. There is no minimum payment at maturity.

In order to obtain the modified exposure to the underlying shares that the securities provide, investors must be willing to accept (i) an investment that may have limited or no liquidity and (ii) the risk of not receiving any amount due under the securities if we default on our obligations. All payments on the securities are subject to the credit risk of Citigroup Inc.

**KEY TERMS**

|                                    |   |
|------------------------------------|---|
| Underlying shares:                 | American Depositary Shares (“ADSs”), each representing one ordinary share of Alibaba Group Holding Limited (NYSE symbol: “BABA”) (the “underlying share issuer”)  |
| Aggregate stated principal amount: | \$  |
| Stated principal amount:           | \$1,000 per security  |
| Pricing date:                      | December , 2014 (expected to be December 18, 2014)  |
| Issue date:                        | December , 2014 (three business days after the pricing date)  |
| Valuation date:                    | December , 2015 (expected to be December 18, 2015), subject to postponement if such date is not a scheduled trading day or if certain market disruption events occur  |
| Maturity date:                     | December , 2015 (expected to be December 23, 2015)  |
| Payment at maturity:               | For each \$1,000 stated principal amount security you hold at maturity:<br>§ If the final share price is greater than or equal to the barrier price:<br>\$1,000 + the greater of (i) the fixed return amount and (ii) \$1,000 × the share percent increase, subject to the maximum return at maturity<br>§ If the final share price is less than the barrier price:<br>\$1,000 × the share performance factor |

If the final share price is less than the barrier price, your payment at maturity will be less, and possibly significantly less, than \$770.00 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.

|                                   |  |                        |                       |
|-----------------------------------|--|------------------------|-----------------------|
| Initial share price:              | \$ , 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   |                        |                       |
| Fixed return amount:              | \$105.00 to \$115.00 per security (10.50% to 11.50% of the stated principal amount), to be determined on the pricing date. You will receive the fixed return amount only if the final share price is greater than or equal to the barrier price. |                        |                       |
| Share performance factor:         | The final share price divided by the initial share price   |                        |                       |
| Share percent increase:           | The final share price minus the initial share price, divided by the initial share price  |                        |                       |
| Barrier price:                    | \$ , 77.00% of the initial share price   |                        |                       |
| Maximum return at maturity:       | \$150.00 (15.00% of the stated principal amount). Because of the maximum return at maturity, the payment at maturity will not exceed \$1,150.00 per security.  |                        |                       |
| Listing:                          | The securities will not be listed on any securities exchange   |                        |                       |
| CUSIP / ISIN:                     | 1730T03L1 / US1730T03L14   |                        |                       |
| 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)(3) | Proceeds to issuer(3) |

|               |            |         |          |
|---------------|------------|---------|----------|
| Per security: | \$1,000.00 | \$10.00 | \$990.00 |
| Total:        | \$         | \$      | \$       |

(1) Citigroup Inc. currently expects that the estimated value of the securities on the pricing date will be between \$940.00 and \$985.00 per security, which will be 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 this pricing supplement.

(2) The issue price for investors purchasing the securities in fee-based advisory accounts will be \$990.00 per security. See "Supplemental Plan of Distribution" in this pricing supplement.

(3) For more information on the distribution of the securities, see "Supplemental Plan of Distribution" in this pricing supplement. In addition to the underwriting fee, CGMI and its affiliates may profit from expected hedging activity related to this offering, even if the value of the securities declines. See "Use of Proceeds and Hedging" in the accompanying prospectus.

Investing in the securities involves risks not associated with an investment in conventional debt securities. See "Summary Risk Factors" beginning on page PS-4.

Neither the Securities and Exchange Commission (the "SEC") nor any state securities commission has approved or disapproved of the securities or determined that this pricing supplement and the accompanying product supplement, prospectus supplement and prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

You should read this pricing supplement together with the accompanying product supplement, prospectus supplement and prospectus, each of which can be accessed via the hyperlinks below:

[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 or guaranteed by the Federal Deposit Insurance Corporation or any other governmental agency, nor are they obligations of, or guaranteed by, a bank.

Citigroup Inc.

## Enhanced Barrier Digital Plus Securities Based on ADSs Representing Ordinary Shares of Alibaba Group Holding Limited Due December , 2015

## Additional Information

General. The terms of the securities are set forth in the accompanying product supplement, prospectus supplement and prospectus, as supplemented by this pricing supplement. The accompanying product supplement, prospectus supplement and prospectus contain important disclosures that are not repeated in this pricing supplement. For example, certain events may occur that could affect your payment at maturity or, in the case of a delisting of the underlying shares, could give us the right to call the securities prior to maturity for an amount that may be less than the stated principal amount. These events, including market disruption events and other events affecting the underlying shares, and their consequences are described in the accompanying product supplement in the sections “Description of the Securities—Certain Additional Terms for Securities Linked to ETF Shares or Company Shares—Consequences of a Market Disruption Event; Postponement of a Valuation Date,” “—Dilution and Reorganization Adjustments” and “—Delisting of Company Shares,” and not in this pricing supplement. It is important that you read the accompanying product supplement, prospectus supplement and prospectus together with this pricing supplement before deciding whether to invest in the securities. Certain terms used but not defined in this pricing supplement are defined in the accompanying product supplement.

Dilution and Reorganization Adjustments. The initial share price and the barrier price are each a “Relevant Price” for purposes of the section “Description of the Securities—Certain Additional Terms for Securities Linked to ETF Shares or Company Shares—Dilution and Reorganization Adjustments” in the accompanying product supplement. Accordingly, the initial share price and the barrier price are each subject to adjustment upon the occurrence of any of the events described in that section.

## Hypothetical Examples

The diagram below illustrates your payment at maturity for a range of hypothetical percentage changes from the initial share price to the final share price. The diagram and examples below are based on a hypothetical fixed return at maturity of 10.50%, which is equivalent to a hypothetical fixed return amount of \$105.00 per security.

Investors in the securities will not receive any dividends on the underlying shares. The diagram and examples below do not show any effect of lost dividend yield over the term of the securities. See “Summary Risk Factors—You will not have voting rights, rights to receive any dividends or other distributions or any other rights with respect to the underlying shares” below.

Your actual payment at maturity per security will depend on the actual fixed return amount, which will be determined on the pricing date, the actual initial share price, the actual barrier price and the actual final share price. The examples below are intended to illustrate how your payment at maturity will depend on whether the final share price is greater than or less than the barrier price and by how much. The examples are based on a hypothetical initial share price of \$110.00 and a hypothetical barrier price of \$84.70.

December 2014

PS-2

Citigroup Inc.

Enhanced Barrier Digital Plus Securities Based on ADSs Representing Ordinary Shares of Alibaba Group Holding Limited Due December 15, 2015

Example 1—Upside Scenario A. The hypothetical final share price is \$125.40 (a 14.00% increase from the hypothetical initial share price), which is greater than the hypothetical initial share price by more than the hypothetical fixed return at maturity of 10.50%.

Payment at maturity per security = \$1,000 + the greater of (i) the hypothetical fixed return amount of \$105.00 per security and (ii) \$1,000 × the share percent increase, subject to the maximum return at maturity of \$150.00 per security

= \$1,000 + the greater of (i) \$105.00 and (ii) \$1,000 × 14.00%, subject to the maximum return at maturity of \$150.00 per security

= \$1,000 + \$140.00, subject to the maximum return at maturity of \$150.00 per security

= \$1,140.00

Because the underlying shares appreciated from the hypothetical initial share price to the hypothetical final share price by 14.00%, which is greater than the hypothetical fixed return at maturity of 10.50% but does not exceed the maximum return at maturity of 15.00%, your total return on the securities at maturity would reflect 1-to-1 exposure to the performance of the underlying shares.

Example 2—Upside Scenario B. The hypothetical final share price is \$165.00 (a 50.00% increase from the hypothetical initial share price), which is greater than the hypothetical initial share price by more than the hypothetical fixed return at maturity of 10.50%.

Payment at maturity per security = \$1,000 + the greater of (i) the hypothetical fixed return amount of \$105.00 per security and (ii) \$1,000 × the share percent increase, subject to the maximum return at maturity of \$150.00 per security

= \$1,000 + the greater of (i) \$105.00 and (ii) \$1,000 × 50.00%, subject to the maximum return at maturity of \$150.00 per security

= \$1,000 + \$500.00, subject to the maximum return at maturity of \$150.00 per security

= \$1,150.00

Because the underlying shares appreciated from the hypothetical initial share price to the hypothetical final share price by 50.00%, which exceeds the maximum return at maturity of 15.00%, your payment at maturity in this scenario would be equal to the hypothetical maximum payment at maturity of \$1,150.00 per security. In this scenario, an investment in the securities would underperform a hypothetical alternative investment providing 1-to-1 exposure to the appreciation of the underlying shares without a maximum return.

Example 3—Upside Scenario C. The hypothetical final share price is \$104.50 (a 5.00% decrease from the hypothetical initial share price), which is less than the hypothetical initial share price but greater than the hypothetical barrier price.

Payment at maturity per security = \$1,000 + the greater of (i) the hypothetical fixed return amount of \$105.00 per security and (ii) \$1,000 × the share percent increase, subject to the maximum return at maturity of \$150.00 per security

security

= \$1,000 + the greater of (i) \$105.00 and (ii)  $\$1,000 \times -5.00\%$ , subject to the maximum return at maturity of \$150.00 per security

= \$1,000 + \$105.00, subject to the maximum return at maturity of \$150.00 per security

= \$1,105.00

Because the hypothetical final share price is greater than the hypothetical barrier price and the hypothetical fixed return amount is greater than the negative return you would have received based on the negative performance of the underlying shares, your total return on the securities at maturity in this scenario would be equal to the hypothetical fixed return of 10.50%.

Example 4—Downside Scenario A. The hypothetical final share price is \$55.00 (a 50.00% decrease from the hypothetical initial share price), which is less than the hypothetical barrier price.

Payment at maturity per security =  $\$1,000 \times$  the share performance factor

=  $\$1,000 \times 50.00\%$

= \$500.00

Because the hypothetical final share price decreased from the hypothetical initial share price by more than 23.00%, your payment at maturity in this scenario would reflect 1-to-1 exposure to the negative performance of the underlying shares, with no buffer.

Example 5—Downside Scenario B. The hypothetical final share price is \$0.00 (a 100.00% decrease from the hypothetical initial share price), which is less than the hypothetical barrier price.

Payment at maturity per security =  $\$1,000 \times$  the share performance factor

=  $\$1,000 \times 0.00\%$

= \$0.00

Because the hypothetical final share price decreased from the hypothetical initial share price by more than 23.00% and the shares are worth nothing on the valuation date, you would lose your entire investment in the securities.

December 2014

PS-3

Citigroup Inc.

Enhanced Barrier Digital Plus Securities Based on ADSs Representing Ordinary Shares of Alibaba Group Holding Limited Due December 3, 2015

Summary Risk Factors

An investment in the securities is significantly riskier than an investment in conventional debt securities. The securities are subject to all of the risks associated with an investment in our conventional debt securities, including the risk that we may default on our obligations under the securities, and are also subject to risks associated with the underlying shares. Accordingly, the securities are suitable only for investors who are capable of understanding the complexities and risks of the securities. You should consult your own financial, tax and legal advisers as to the risks of an investment in the securities and the suitability of the securities in light of your particular circumstances.

The following is a summary of certain key risk factors for investors in the securities. You should read this summary together with the more detailed description of risks relating to an investment in the securities contained in the section “Risk Factors Relating to the Securities” beginning on page EA-6 in the accompanying product supplement. You should also carefully read the risk factors included in the documents incorporated by reference in the accompanying prospectus, including our most recent Annual Report on Form 10-K and any subsequent Quarterly Reports on Form 10-Q, which describe risks relating to our business more generally.

§ You may lose some or all of your investment. Unlike conventional debt securities, the securities do not repay a fixed amount of principal at maturity. Instead, your payment at maturity will depend on the performance of the underlying shares. If the final share price is less than the barrier price, you will lose 1% of the stated principal amount of the securities for every 1% by which the final share price is less than the initial share price. There is no minimum payment at maturity on the securities, and you may lose up to all of your investment.

§ The barrier feature of the securities exposes you to particular risks. If the final share price is less than the barrier price, you will lose 1% of the stated principal amount of the securities for every 1% by which the final share price is less than the initial share price. Although you will receive a minimum positive return if the underlying shares depreciate by 23.00% or less from the initial share price to the final share price, the securities offer no protection at all if the underlying shares depreciate by more than 23.00%. As a result, you may lose your entire investment in the securities.

§ The securities do not pay interest. Unlike conventional debt securities, the securities do not pay interest or any other amounts prior to maturity. You should not invest in the securities if you seek current income during the term of the securities.

§ Your potential return on the securities is limited. Your potential total return on the securities at maturity is limited to the maximum return at maturity of 15.00%, which is equivalent to a maximum return at maturity of \$150.00 per security. If the underlying shares appreciate by more than 15.00%, the securities will underperform a direct investment in the underlying shares. If the underlying share issuer were to begin paying dividends and those dividends were taken into account, the securities may underperform a direct investment in the underlying shares even if the underlying shares appreciate by less than 15.00%, because holders of the securities will not receive those dividends.

§ You will not have voting rights, rights to receive dividends or other distributions or any other rights with respect to the underlying shares. As of December 3, 2014, the underlying share issuer does not pay dividends or make other distributions on the underlying shares. However, if the underlying share issuer were to pay dividends or make other distributions on the underlying shares, investors in the securities would not have any rights to receive such dividends or distributions and you would forego the opportunity to receive such

payments that you could receive by investing directly in the underlying shares or in another investment linked to the underlying shares that provides for a pass-through of dividends.

§ Your payment at maturity depends on the closing price of the underlying shares on a single day. Because your payment at maturity depends on the closing price of the underlying shares solely on the valuation date, you are subject to the risk that the closing price of the underlying shares on that day may be lower, and possibly significantly lower, than on one or more other dates during the term of the securities. If you had invested directly in the underlying shares or in another instrument linked to the underlying shares that you could sell for full value at a time selected by you, or if the payment at maturity were based on an average of closing prices of the underlying shares, you might have achieved better returns.

§ The securities are subject to the credit risk of Citigroup Inc. If we default on our obligations under the securities, you may not receive anything owed to you under the securities.

§ The securities will not be listed on a securities exchange and you may not be able to sell them prior to maturity. The securities will not be listed on any securities exchange. Therefore, there may be little or no secondary market for the securities. CGMI currently intends to make a secondary market in relation to the securities and to provide an indicative bid price for the securities on a daily basis. Any indicative bid price for the securities provided by CGMI will be determined in CGMI's sole discretion, taking into account prevailing market conditions and other relevant factors, and will not be a representation by CGMI that the securities can be sold at that price, or at all. CGMI may suspend or terminate making a market and providing indicative bid prices without notice, at any time and for any reason. If CGMI suspends or terminates making a market, there may be no secondary market at all for the securities because it is likely that CGMI will be the only broker-dealer that is willing to buy your securities prior to maturity. Accordingly, an investor must be prepared to hold the securities until maturity.

§ The estimated value of the securities on the pricing date, based on CGMI's proprietary pricing models and our internal funding rate, will be less than the issue price. The difference is attributable to certain costs associated with selling, structuring and hedging the securities that are included in the issue price. These costs include (i) the selling concessions paid in connection

December 2014

PS-4



Citigroup Inc.

Enhanced Barrier Digital Plus Securities Based on ADSs Representing Ordinary Shares of Alibaba Group Holding Limited Due December , 2015

with the offering of the securities, (ii) hedging and other costs incurred by us and our affiliates in connection with the offering of the securities and (iii) the expected profit (which may be more or less than actual profit) to CGMI or other of our affiliates in connection with hedging our obligations under the securities. These costs adversely affect the economic terms of the securities because, if they were lower, the economic terms of the securities would be more favorable to you. The economic terms of the securities are also likely to be adversely affected by the use of our internal funding rate, rather than our secondary market rate, to price the securities. See “The estimated value of the securities would be lower if it were calculated based on our secondary market rate” below.

§ The estimated value of the securities was determined for us by our affiliate using proprietary pricing models. CGMI derived the estimated value disclosed on the cover page of this pricing supplement from its proprietary pricing models. In doing so, it may have made discretionary judgments about the inputs to its models, such as the volatility of the underlying shares, the dividend yield on the underlying shares and interest rates. CGMI’s views on these inputs may differ from your or others’ views, and as an underwriter in this offering, CGMI’s interests may conflict with yours. Both the models and the inputs to the models may prove to be wrong and therefore not an accurate reflection of the value of the securities. Moreover, the estimated value of the securities set forth on the cover page of this pricing supplement may differ from the value that we or our affiliates may determine for the securities for other purposes, including for accounting purposes. You should not invest in the securities because of the estimated value of the securities. Instead, you should be willing to hold the securities to maturity irrespective of the initial estimated value.

§ The estimated value of the securities would be lower if it were calculated based on our secondary market rate. The estimated value of the securities included in this pricing supplement is calculated based on our internal funding rate, which is the rate at which we are willing to borrow funds through the issuance of the securities. Our internal funding rate is generally lower than the market rate implied by traded instruments referencing our debt obligations in the secondary market for those debt obligations, which we refer to as our secondary market rate. If the estimated value included in this pricing supplement were based on our secondary market rate, rather than our internal funding rate, it would likely be lower. We determine our internal funding rate based on factors such as the costs associated with the securities, which are generally higher than the costs associated with conventional debt securities, and our liquidity needs and preferences. Our internal funding rate is not an interest rate that we will pay to investors in the securities, which do not bear interest.

§ The estimated value of the securities is not an indication of the price, if any, at which CGMI or any other person may be willing to buy the securities from you in the secondary market. Any such secondary market price will fluctuate over the term of the securities based on the market and other factors described in the next risk factor. Moreover, unlike the estimated value included in this pricing supplement, any value of the securities determined for purposes of a secondary market transaction will be based on our secondary market rate, which will likely result in a lower value for the securities than if our internal funding rate were used. In addition, any secondary market price for the securities will be reduced by a bid-ask spread, which may vary depending on the aggregate stated principal amount of the securities to be purchased in the secondary market transaction, and the expected cost of unwinding related hedging transactions. As a result, it is likely that any secondary market price for the securities will be less than the issue price.

§ The value of the securities prior to maturity will fluctuate based on many unpredictable factors. The value of your securities prior to maturity will fluctuate based on the price and volatility of the underlying shares and a number of other factors, including the dividend yield on the underlying shares, interest rates generally, the time remaining to maturity and our creditworthiness, as reflected in our secondary market rate. You should understand that the value of

your securities at any time prior to maturity may be significantly less than the issue price.

§ Immediately following issuance, any secondary market bid price provided by CGMI, and the value that will be indicated on any brokerage account statements prepared by CGMI or its affiliates, will reflect a temporary upward adjustment. The amount of this temporary upward adjustment will steadily decline to zero over the temporary adjustment period. See “Valuation of the Securities” in this pricing supplement.

§ Our offering of the securities does not constitute a recommendation of the underlying shares. The fact that we are offering the securities does not mean that we believe that investing in an instrument linked to the underlying shares is likely to achieve favorable returns. In fact, as we are part of a global financial institution, our affiliates may have positions (including short positions) in the underlying shares or in instruments related to the underlying shares and may publish research or express opinions, that in each case are inconsistent with an investment linked to the underlying shares. These and other activities of our affiliates may affect the price of the underlying shares in a way that has a negative impact on your interests as a holder of the securities.

§ The price of the underlying shares may be adversely affected by our or our affiliates’ hedging and other trading activities. We expect to hedge our obligations under the securities through CGMI or other of our affiliates, who may take positions directly in the underlying shares and other financial instruments related to the underlying shares. Our affiliates also trade the underlying shares and other financial instruments related to the underlying shares on a regular basis (taking long or short positions or both), for their accounts, for other accounts under their management or to facilitate transactions on behalf of customers. These activities could affect the price of the underlying shares in a way that negatively affects the value of the securities. They could also result in substantial returns for us or our affiliates while the value of the securities declines.

December 2014

PS-5

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Citigroup Inc.

Enhanced Barrier Digital Plus Securities Based on ADSs Representing Ordinary Shares of Alibaba Group Holding Limited Due December 31, 2015

§ We and our affiliates may have economic interests that are adverse to yours as a result of our affiliates' business activities. Our affiliates may currently or from time to time engage in business with the underlying share issuer, including extending loans to, making equity investments in or providing advisory services to the underlying share issuer. In the course of this business, we or our affiliates may acquire non-public information about the underlying share issuer, which we will not disclose to you. Moreover, if any of our affiliates is or becomes a creditor of the underlying share issuer, they may exercise any remedies against the underlying share issuer that are available to them without regard to your interests.

§ Even if the underlying share issuer pays a dividend that it identifies as special or extraordinary, no adjustment will be required under the securities for that dividend unless it meets the criteria specified in the accompanying product supplement. In general, an adjustment will not be made under the terms of the securities for any cash dividend paid on the underlying shares unless the amount of the dividend per share, together with any other dividends paid in the same quarter, exceeds the dividend paid per share in the most recent quarter by an amount equal to at least 10% of the closing price of the underlying shares on the date of declaration of the dividend. Any dividend will reduce the closing price of the underlying shares by the amount of the dividend per share. If the underlying share issuer pays any dividend for which an adjustment is not made under the terms of the securities, holders of the securities will be adversely affected. See "Description of the Securities—Certain Additional Terms for Securities Linked to ETF Shares or Company Shares—Dilution and Reorganization Adjustments—Certain Extraordinary Cash Dividends" in the accompanying product supplement.

§ The securities will not be adjusted for all events that could affect the price of the underlying shares. For example, we will not make any adjustment for ordinary dividends or extraordinary dividends that do not meet the criteria described above, partial tender offers or additional public offerings of the underlying shares. Moreover, the adjustments we do make may not fully offset the dilutive or adverse effect of the particular event. Investors in the securities may be adversely affected by such an event in a circumstance in which a direct holder of the underlying shares would not.

§ If the underlying shares are delisted, we may call the securities prior to maturity for an amount that may be less than the stated principal amount. If we exercise this call right, you will receive the amount described under "Description of the Securities—Certain Additional Terms for Securities Linked to ETF Shares or Company Shares—Delisting of Company Shares" in the accompanying product supplement. This amount may be less, and possibly significantly less, than the stated principal amount of the securities.

§ The securities may become linked to shares of an issuer other than the original underlying share issuer upon the occurrence of a reorganization event or upon the delisting of the underlying shares. For example, if the underlying share issuer enters into a merger agreement that provides for holders of the underlying shares to receive stock of another entity, the stock of such other entity will become the underlying shares for all purposes of the securities upon consummation of the merger. Additionally, if the underlying shares are delisted and we do not exercise our call right, the calculation agent may, in its sole discretion, select shares of another issuer to be the underlying shares. See "Description of the Securities—Certain Additional Terms for Securities Linked to ETF Shares or Company Shares—Dilution and Reorganization Adjustments" and "—Delisting of Company Shares" in the accompanying product supplement.

§ The securities may be subject to risks associated with non-U.S. companies. An investment linked to the value of ADSs representing ordinary shares of Alibaba Group Holding Limited, a Chinese issuer, involves risks associated with China. The price of Alibaba Group Holding Limited's ordinary shares and ADSs representing its ordinary

shares, therefore, may be affected by political, economic, financial and social factors in China, including changes in China's governmental, economic and fiscal policies, currency exchange laws or other laws or restrictions. Also, there is generally less publicly available information about non-U.S. companies than U.S. companies, and non-U.S. companies are subject to accounting, auditing and financial reporting standards and requirements that differ from those applicable to U.S. companies. In addition, share prices of companies located in emerging markets, such as China, or whose principal operations are located in emerging markets, are subject to political, economic, financial and social factors that affect emerging markets. These factors, which could negatively affect the value of the securities, include the possibility of changes in local or national economic and fiscal policies, the possible imposition of, or changes in, currency exchange laws or other laws or restrictions applicable to such companies or to investments in equity securities of companies located, or whose principal operations are located, in emerging markets. Specifically, political and/or legal developments in emerging markets could include forced divestiture of assets; restrictions on production, imports and exports; war or other international conflicts; civil unrest and local security concerns that threaten the safe operation of company facilities; price controls; tax increases and other retroactive tax claims; expropriation of property; cancellation of contract rights; and environmental regulations. Moreover, the economies of emerging nations may differ unfavorably from the U.S. economy in such respects as growth of gross national product, rate of inflation, capital investment, resources and self-sufficiency.

§ Fluctuations in exchange rates will affect the price of the underlying shares. There are significant risks related to an investment linked to ADSs, such as the underlying shares, that are quoted and traded in U.S. dollars and represent ordinary shares of Alibaba Group Holding Limited (the "underlying equity") that are quoted and traded in a foreign currency. Such ADSs will trade differently from the ordinary shares they represent as a result of fluctuations in the currency exchange rate between the U.S. dollar and the applicable foreign currency. In recent years, the rates of exchange between the U.S. dollar and some other currencies have been highly volatile and this volatility may continue in the future. These risks generally depend on economic and political events over which we have no control. You should understand that, if the U.S. dollar strengthens relative to the currency in which the applicable ordinary shares trade, the price of the ADSs will likely decline for that reason alone.

December 2014

PS-6

Citigroup Inc.

Enhanced Barrier Digital Plus Securities Based on ADSs Representing Ordinary Shares of Alibaba Group Holding Limited Due December , 2015

§ There are important differences between the rights of holders of ADSs and the rights of holders of the ordinary shares represented by the ADSs. Because the securities are linked to the performance of ADSs representing ordinary shares of Alibaba Group Holding Limited, you should be aware that the securities are linked to the price of the ADSs and not underlying equity and there exist important differences between the rights of holders of ADSs and the underlying equity. Each ADS is a security evidenced by American Depositary Shares that represents a share of the underlying equity. The ADSs are issued under a deposit agreement, which sets forth the rights and responsibilities of the ADS depositary, the applicable issuer and holders of the ADSs, which may be different from the rights of holders of the underlying equity. For example, the applicable issuer may make distributions in respect of the underlying equity that are not passed on to the holders of its ADSs. Any such differences between the rights of holders of the ADSs and holders of the underlying equity may be significant and may materially and adversely affect the value of the securities.

§ The calculation agent, which is an affiliate of ours, will make important determinations with respect to the securities. If certain events occur, such as market disruption events, corporate events with respect to the underlying share issuer that may require a dilution adjustment or the delisting of the underlying shares, CGMI, as calculation agent, will be required to make discretionary judgments that could significantly affect your payment at maturity. In making these judgments, the calculation agent's interests as an affiliate of ours could be adverse to your interests as a holder of the securities.

§ The U.S. federal tax consequences of an investment in the securities are unclear. There is no direct legal authority regarding the proper U.S. federal tax treatment of the securities, and we do not plan to request a ruling from the Internal Revenue Service (the "IRS"). Consequently, significant aspects of the tax treatment of the securities are uncertain, and the IRS or a court might not agree with the treatment of the securities as prepaid forward contracts. If the IRS were successful in asserting an alternative treatment of the securities, the tax consequences of the ownership and disposition of the securities might be materially and adversely affected. As described below under "United States Federal Tax Considerations," in 2007, the U.S. Treasury Department and the IRS released a notice requesting comments on various issues regarding the U.S. federal income tax treatment of "prepaid forward contracts" and similar instruments. Any Treasury regulations or other guidance promulgated after consideration of these issues could materially and adversely affect the tax consequences of an investment in the securities, including the character and timing of income or loss and the degree, if any, to which income realized by non-U.S. persons should be subject to withholding tax, possibly with retroactive effect. You should read carefully the discussion under "United States Federal Tax Considerations" and "Risk Factors Relating to the Securities" in the accompanying product supplement and "United States Federal Tax Considerations" in this pricing supplement. You should also consult your tax adviser regarding the U.S. federal tax consequences of an investment in the securities, as well as tax consequences arising under the laws of any state, local or non-U.S. taxing jurisdiction.

#### Information About the Underlying Shares

Alibaba Group Holding Limited is a Chinese online and mobile commerce company that provides a platform for third parties to sell merchandise. The underlying shares are registered under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Information provided to or filed with the SEC by the underlying share issuer pursuant to the Exchange Act can be located by reference to the SEC file number 001-36614 through the SEC's website at <http://www.sec.gov>. In addition, information regarding the underlying share issuer may be obtained from other sources including, but not limited to, press releases, newspaper articles and other publicly disseminated documents. The underlying shares trade on The New York Stock Exchange under the ticker symbol "BABA."

This pricing supplement relates only to the securities offered hereby and does not relate to the underlying shares or other securities of the underlying share issuer. We have derived all disclosures contained in this pricing supplement regarding the underlying shares and the underlying share issuer from the publicly available documents described above. In connection with the offering of the securities, neither Citigroup Inc. nor CGMI has participated in the preparation of such documents or made any due diligence inquiry with respect to the underlying share issuer.

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

Neither we nor any of our affiliates make any representation to you as to the performance of the underlying shares.

#### Historical Information

The graph below shows the closing prices of the underlying shares for each day such price was available from September 19, 2014 to December 3, 2014. The table that follows shows the high and low closing prices of, and dividends paid on, the underlying shares for each quarter in that same period. We obtained the closing prices and other information below from Bloomberg L.P., without independent verification. If certain corporate transactions occurred during the historical period shown below, including, but not limited to, spin-offs or mergers, then the closing prices of the underlying shares shown below for the period prior to the occurrence of any such transaction have been adjusted by Bloomberg L.P. as if any such transaction had occurred prior to the first day in the period shown below. You should not take the historical prices of the underlying shares as an indication of future performance.

The underlying shares began trading on September 19, 2014 and have a limited historical performance.

December 2014

PS-7

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Citigroup Inc.

## Enhanced Barrier Digital Plus Securities Based on ADSs Representing Ordinary Shares of Alibaba Group Holding Limited Due December 3, 2015

ADSs Representing Ordinary Shares of Alibaba Group Holding  
Limited – Historical Closing Prices  
September 19, 2014 to December 3, 2014

| ADSs Representing Ordinary Shares of Alibaba Group Holding Limited 2014 | High     | Low     | Dividends |
|---|----------|---------|-----------|
| Third Quarter (beginning September 19, 2014)                            | \$93.89  | \$87.17 | \$0.00000 |
| Fourth Quarter (through December 3, 2014)                               | \$119.15 | \$84.95 | \$0.00000 |

The closing price of the underlying shares on December 3, 2014 was \$110.64.

We make no representation as to the amount of dividends, if any, that may be paid on the underlying shares in the future. In any event, as an investor in the securities, you will not be entitled to receive dividends, if any, that may be payable on the underlying shares.

#### United States Federal Tax Considerations

You should read carefully the discussion under “United States Federal Tax Considerations” and “Risk Factors Relating to the Securities” in the accompanying product supplement and “Summary Risk Factors” in this pricing supplement.

In the opinion of our counsel, Davis Polk & Wardwell LLP, which is based on current market conditions, a security should be treated as a prepaid forward contract for U.S. federal income tax purposes. By purchasing a security, you agree (in the absence of an administrative determination or judicial ruling to the contrary) to this treatment. There is uncertainty regarding this treatment, and the IRS or a court might not agree with it.

Assuming this treatment of the securities is respected and subject to the discussion in “United States Federal Tax Considerations” in the accompanying product supplement, the following U.S. federal income tax consequences should result under current law:

- You should not recognize taxable income over the term of the securities prior to maturity, other than pursuant to a sale or exchange.
  - Upon a sale or exchange of a security (including retirement at maturity), you should recognize short-term capital gain or loss equal to the difference between the amount realized and your tax basis in the security.

Under current law, if you are a Non-U.S. Holder (as defined in the accompanying product supplement) of the securities, you generally should not be subject to U.S. federal withholding or income tax in respect of any amount paid to you with respect to the securities, provided that (i) income in respect of the securities is not effectively connected with your conduct of a trade or business in the United States, and (ii) you comply with the applicable certification requirements.

December 2014

PS-8





Citigroup Inc.

Enhanced Barrier Digital Plus Securities Based on ADSs Representing Ordinary Shares of Alibaba Group Holding Limited Due December , 2015

In 2007, the U.S. Treasury Department and the IRS released a notice requesting comments on the U.S. federal income tax treatment of “prepaid forward contracts” and similar instruments. The notice focuses in particular on whether to require holders of these instruments to accrue income over the term of their investment. It also asks for comments on a number of related topics, including the character of income or loss with respect to these instruments; whether short-term instruments should be subject to any such accrual regime; the relevance of factors such as the exchange-traded status of the instruments and the nature of the underlying property to which the instruments are linked; the degree, if any, to which income (including any mandated accruals) realized by non-U.S. investors should be subject to withholding tax; and whether these instruments are or should be subject to the “constructive ownership” regime, which very generally can operate to recharacterize certain long-term capital gain as ordinary income and impose an interest charge. While the notice requests comments on appropriate transition rules and effective dates, any Treasury regulations or other guidance promulgated after consideration of these issues could materially and adversely affect the tax consequences of an investment in the securities, including the character and timing of income or loss and the degree, if any, to which income realized by non-U.S. persons should be subject to withholding tax, possibly with retroactive effect. If withholding tax applies to the securities, we will not be required to pay any additional amounts with respect to amounts so withheld.

You should read the section entitled “United States Federal Tax Considerations” in the accompanying product supplement. The preceding discussion, when read in combination with that section, constitutes the full opinion of Davis Polk & Wardwell LLP regarding the material U.S. federal tax consequences of owning and disposing of the securities.

You should also consult your tax adviser regarding all aspects of the U.S. federal income and estate tax consequences of an investment in the securities and any tax consequences arising under the laws of any state, local or foreign taxing jurisdiction.

#### Supplemental Plan of Distribution

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 \$10.00 for each \$1,000.00 security sold in this offering to accounts other than fee-based advisory accounts and will not receive any underwriting fee for each \$1,000.00 security sold in this offering to fee-based advisory accounts. From this underwriting fee, CGMI will pay selected dealers a fixed selling concession as described in this paragraph. CGMI will pay selected dealers not affiliated with CGMI a fixed selling concession of \$10.00 for each security they sell to accounts other than fee-based advisory accounts. Certain broker-dealers affiliated with CGMI, including Citi International Financial Services, Citigroup Global Markets Singapore Pte. Ltd. and Citigroup Global Markets Asia Limited, will receive a fixed selling concession, and financial advisers employed by such affiliated broker-dealers will receive a fixed selling concession, of \$10.00 for each \$1,000.00 security they sell to accounts other than fee-based advisory accounts. CGMI will not pay any selling concession for any security sold to fee-based advisory accounts.

CGMI is an affiliate of ours. Accordingly, this offering will conform with the requirements addressing conflicts of interest when distributing the securities of an affiliate set forth in Rule 5121 of the Financial Industry Regulatory Authority. Client accounts over which Citigroup Inc. or its subsidiaries have investment discretion will not be permitted to purchase the securities, either directly or indirectly, without the prior written consent of the client.

See “Plan of Distribution; Conflicts of Interest” in the accompanying product supplement and “Plan of Distribution” in each of the accompanying prospectus supplement and prospectus for additional information.

A portion of the net proceeds from the sale of the securities will be used to hedge our obligations under the securities. We expect to hedge our obligations under the securities through CGMI or other of our affiliates. CGMI or such other of our affiliates may profit from this expected hedging activity even if the value of the securities declines. This hedging activity could affect the closing price of the underlying shares and, therefore, the value of and your return on the securities. For additional information on the ways in which our counterparties may hedge our obligations under the securities, see “Use of Proceeds and Hedging” in the accompanying prospectus.

#### Valuation of the Securities

CGMI calculated the estimated value of the securities set forth on the cover page of this pricing supplement based on proprietary pricing models. CGMI’s proprietary pricing models generated an estimated value for the securities by estimating the value of a hypothetical package of financial instruments that would replicate the payout on the securities, which consists of a fixed-income bond (the “bond component”) and one or more derivative instruments underlying the economic terms of the securities (the “derivative component”). CGMI calculated the estimated value of the bond component using a discount rate based on our internal funding rate. CGMI calculated the estimated value of the derivative component based on a proprietary derivative-pricing model, which generated a theoretical price for the instruments that constitute the derivative component based on various inputs, including the factors described under “Summary Risk Factors—The value of the securities prior to maturity will fluctuate based on many unpredictable factors” in this pricing supplement, but not including our creditworthiness. These inputs may be market-observable or may be based on assumptions made by CGMI in its discretionary judgment.

The estimated value of the securities is a function of the terms of the securities and the inputs to CGMI’s proprietary pricing models. The range for the estimated value of the securities set forth on the cover page of this preliminary pricing supplement reflects terms of the securities that have not yet been fixed as well as uncertainty on the date of this preliminary pricing supplement about the inputs to CGMI’s proprietary pricing models on the pricing date.

December 2014

PS-9

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Citigroup Inc.

Enhanced Barrier Digital Plus Securities Based on ADSs Representing Ordinary Shares of Alibaba Group Holding Limited Due December 15, 2015

For a period of approximately three months following issuance of the securities, the price, if any, at which CGMI would be willing to buy the securities from investors, and the value that will be indicated for the securities on any brokerage account statements prepared by CGMI or its affiliates (which value CGMI may also publish through one or more financial information vendors), will reflect a temporary upward adjustment from the price or value that would otherwise be determined. This temporary upward adjustment represents a portion of the hedging profit expected to be realized by CGMI or its affiliates over the term of the securities. The amount of this temporary upward adjustment will decline to zero on a straight-line basis over the three-month temporary adjustment period. However, CGMI is not obligated to buy the securities from investors at any time. See “Summary Risk Factors—The securities will not be listed on a securities exchange and you may not be able to sell them prior to maturity.”

Contact

Clients may contact their local brokerage representative. Third-party distributors may contact Citi Structured Investment Sales at (212) 723-7005.

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December 2014

PS-10

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