

CITIGROUP INC
Form FWP
May 16, 2018

FILED PURSUANT TO RULE 433

File No. 333-224495

CITIGROUP INC.

\$1,000,000,000

6-YEAR NON-CALL 5-YEAR GLOBAL FLOATING RATE SENIOR NOTES

Terms and Conditions

| | |
|------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Issuer: | Citigroup Inc. |
| Ratings*: | Baa1 / BBB+ / A (Positive Outlook / Stable Outlook / Stable Outlook) (Moody's / S&P / Fitch) |
| Ranking: | Senior |
| Trade Date: | May 15, 2018 |
| Settlement Date: | May 22, 2018 (T+5 days) |
| Maturity: | June 1, 2024 |
| Par Amount: | \$1,000,000,000 |
| Floating Rate: | 3 month USD BBA LIBOR Reuters LIBOR01 |
| Coupon: | 3 month LIBOR +102.3 bps |
| Reoffer Spread: | 3 month LIBOR +102.3 bps |
| Public Offering Price: | 100.000% |
| Net Proceeds to Citigroup: | \$996,750,000 (before expenses) |
| Interest Payment Dates: | Quarterly on the 1 st of each of March, June, September and December, until maturity, with adjustment for period end dates on a modified following New York business day convention |
| First Interest Payment Date: | September 1, 2018 |
| Day Count: | Actual / 360 |
| Interest Determination Date: | Two London Business Days prior to the first day of the related interest period |
| Defeasance: | Applicable. Provisions of Sections 12.02 and 12.03 of the Indenture apply |
| Redemption at Issuer Option: | |

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We may redeem the notes, at our option, in whole, but not in part, on June 1, 2023 upon at least 15 days but no more than 60 days written notice to holders of the notes, at a redemption price equal to 100% of the principal amount of the notes being redeemed plus accrued and unpaid interest thereon to, but excluding, the date of redemption.

We may redeem the notes, at our option, in whole, but not in part, on or after May 1, 2024 at a redemption price equal to 100% of the principal amount of the notes plus accrued and unpaid interest thereon to, but excluding, the date of redemption.

| | |
|----------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Redemption for Tax Purposes: | 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 regulated market of the Luxembourg Stock Exchange |
| Minimum Denominations/Multiples: | \$1,000 / multiples of \$1,000 in excess thereof |
| CUSIP: | 172967MA6 |
| ISIN: | US172967MA69 |
| Sole Book Manager | Citigroup Global Markets Inc. |

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| Senior Co-Managers | BB&T Capital Markets, a division of BB&T Securities, LLC Capital One Securities, Inc. CIBC World Markets Corp. Danske Markets Inc. Lloyds Securities Inc. Mizuho Securities USA LLC RBC Capital Markets, LLC SMBC Nikko Securities America, Inc. UBS Securities LLC |
| Junior Co-Managers | UniCredit Capital Markets LLC ANZ Securities, Inc. Bank of China Limited, London Branch BMO Capital Markets Corp. C.L. King & Associates, Inc. Commerz Markets LLC Commonwealth Bank of Australia |

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Credit Suisse Securities (USA) LLC

The Huntington Investment Company

Industrial and Commercial Bank of China (Asia) Limited

ING Financial Markets LLC

Loop Capital Markets LLC

MUFG Securities Americas Inc.

nabSecurities, LLC

Nomura Securities International, Inc.

PNC Capital Markets LLC

Scotia Capital (USA) Inc.

Skandinaviska Enskilda Banken AB (publ)

Standard Chartered Bank

SunTrust Robinson Humphrey, Inc.

Swedbank AB (publ)

TD Securities (USA) LLC

Telsey Advisory Group LLC

Tigress Financial Partners LLC

Tribal Capital Markets, LLC

Westpac Capital Markets, LLC

The Williams Capital Group, L.P.

* 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. The file number for Citigroup's registration statement is No. 333-224495. Alternatively, you can request the prospectus by calling toll-free in the United States 1-800-831-9146.