

FILED PURSUANT TO RULE 433  
FILE NO. 333-192302



**CITIGROUP INC.**  
**\$1,750,000,000**  
**2.350% NOTES DUE 2021**

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**Terms and Conditions**

Issuer:	Citigroup Inc.
Ratings*:	Baa1 / BBB+ / A (Stable Outlook / Stable Outlook / Stable Outlook) (Moody's / S&P / Fitch)
Ranking:	Senior
Trade Date:	July 26, 2016
Settlement Date:	August 2, 2016 (T+5 days)
Maturity:	August 2, 2021
Par Amount:	\$1,750,000,000
Treasury Benchmark:	1.125% due June 30, 2021
Treasury Price:	\$99-30+
Treasury Yield:	1.135%
Re-offer Spread to Benchmark:	T <sub>5</sub> +123 bp
Re-offer Yield:	2.365%
Semi-Annual Coupon:	2.350%
Public Offering Price:	99.930%
Net Proceeds to Citigroup:	\$1,743,087,500 (before expenses)
Interest Payment Dates:	The 2nd of each February and August, beginning February 2, 2017. Following business day convention applicable
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:	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:	172967KV2
ISIN:	US172967KV25

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Sole Book Manager:	Citigroup Global Markets Inc.
Senior Co-Managers:	BBVA Securities Inc. Credit Agricole Securities (USA) Inc. Credit Suisse Securities (USA) LLC Deutsche Bank Securities Inc. DZ Financial Markets LLC

ING Financial Markets LLC

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Junior Co-Managers:

Apto Partners, LLC  
Blaylock Beal Van, LLC  
Capital Institutional Services, Inc.  
CastleOak Securities, L.P.  
CAVU Securities, LLC  
Commerz Markets LLC  
Desjardins Securities Inc.  
Guzman & Company  
HSBC Securities (USA) Inc.  
The Huntington Investment Company  
Loop Capital Markets LLC  
MFR Securities, Inc.  
MUFG Securities Americas Inc.  
nabSecurities, LLC  
National Bank of Canada Financial Inc.  
RedTail Capital Markets, LLC  
Santander Investment Securities Inc.  
Siebert Brandford Shank & Co., L.L.C.  
SMBC Nikko Securities America, Inc.  
UniCredit Capital Markets LLC  
U.S. Bancorp Investments, Inc.  
The Williams Capital Group, L.P.

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\*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.