

FWP 1 d817556dfwp.htm TERM SHEET

NZ\$300,000,000

FILED PURSUANT TO RULE 433

5.130% SENIOR NOTES DUE 2019

FILE NO. 333-192302

**Terms and Conditions:**

Issuer:	Citigroup Inc.
Ratings*:	Baa2 / A- / A (Stable Outlook / Negative Outlook / Stable Outlook) (Moody's / S&P / Fitch)
Ranking:	Senior
Trade Date:	November 4, 2014
Settlement Date:	November 12, 2014 (T+5 days)
Maturity:	November 12, 2019
Par Amount:	NZ\$300,000,000
Semi-Annual Coupon:	5.130% per annum
Re-offer Spread to Benchmark:	Semi/Quarterly Mid Swaps + 100bp
Re-offer Yield:	5.130% per annum
Public Offering Price:	100%
Net Proceeds to Citigroup:	NZ\$298,950,000 (before expenses)
Interest Payment Dates:	The 12th of each May and November, commencing May 12, 2015. Following business day convention.
Day Count:	Actual/Actual (ICMA)
Business Days:	Auckland, London, New York City, and Wellington
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-United States 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 Denomination / Multiples:	NZ\$1,000/ multiples of NZ\$1,000 in excess thereof
Settlement:	Euroclear / Clearstream
Governing Law:	State of New York
Book Managers:	Citigroup Global Markets Inc. Australia and New Zealand Banking Group Limited National Australia Bank Limited
CUSIP:	172967 JA0
ISIN:	XS1135556378
Common Code:	113555637

* 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. 333-192302. Alternatively, you can request the prospectus by calling toll-free in the United States 1-800-831-9146.