

CITIGROUP INC
Form FWP
July 02, 2015

Pricing Sheet No. 2015-CMTNG0557 dated June 30, 2015 relating to

Preliminary Pricing Supplement No. 2015-CMTNG0557 dated May 28, 2015

Citigroup Inc.

Registration Statement No. 333-192302

Filed Pursuant to Rule 433

691,896 PLUS Based on the S&P MidCap 400® Index Due October 5, 2016

Performance Leveraged Upside SecuritiesSM

Principal at Risk Securities

PRICING TERMS—JUNE 30, 2015

Underlying index:	The S&P MidCap 400® Index (ticker symbol: "MID")
Aggregate stated principal amount:	\$6,918,960
Stated principal amount:	\$10 per security
Pricing date:	June 30, 2015
Issue date:	July 6, 2015
Valuation date:	September 30, 2016, subject to postponement if such date is not a scheduled trading day or if certain market disruption events occur
Maturity date:	October 5, 2016

For each \$10 stated principal amount security you hold at maturity:

If the final index level is **greater than** the initial index level:
\$10 + the leveraged return amount, subject to the maximum return at maturity

Payment at maturity: If the final index level is **less than or equal to** the initial index level:
\$10 × the index performance factor

If the final index level is less than the initial index level, your payment at maturity will be less, and possibly significantly less, than the \$10 stated principal amount per security. You should not invest in the securities unless you are willing and able to bear the risk of losing a significant portion of your investment.

Initial index level:	1,502.17, the closing level of the underlying index on the pricing date
Final index level:	The closing level of the underlying index on the valuation date
Index performance factor:	The final index level <i>divided by</i> the initial index level

Index percent increase:	The final index level <i>minus</i> the initial index level, <i>divided by</i> the initial index level		
Leveraged return amount:	\$10 × the index percent increase × the leverage factor		
Leverage factor:	300.00%		
Maximum return at maturity:	\$1.30 per security (13.00% of the stated principal amount). Because of the maximum return at maturity, the payment at maturity will not exceed \$11.30 per security.		
Listing:	The securities will not be listed on any securities exchange		
CUSIP / ISIN:	17323B158 / US17323B1585		
Underwriter:	Citigroup Global Markets Inc. (“CGMI”), an affiliate of the issuer, acting as principal		
Underwriting fee and issue price:	Issue price⁽¹⁾⁽²⁾ Underwriting fee Proceeds to issuer		
Per security:	\$10	\$0.175 ⁽²⁾	\$9.775
		\$0.05 ⁽³⁾	
Total:	\$6,918,960	\$155,676.60	\$6,763,283.40

(1) On the pricing date, the estimated value of the securities is \$9.656 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 \$0.225 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 \$0.175 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 May 28, 2015

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

Underlying Supplement No. 3 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.

S&P MidCap 400® is a registered trademark of S&P Dow Jones Indices LLC (“S&P Dow Jones”) and has been licensed for use by Citigroup Inc. and its affiliates. The securities are not sponsored, endorsed, sold or promoted by S&P Dow Jones. S&P Dow Jones makes no representations or warranties to the owners of the securities or any member of the public regarding the advisability of investing in the securities. S&P Dow Jones has no obligation or liability in connection with the operation, marketing, trading or sale of the securities.

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