

CITIGROUP INC
Form FWP
November 17, 2015

Pricing Sheet No. 2015-CMTNG0737 dated November 13, 2015 relating to

Preliminary Pricing Supplement No. 2015-CMTNG0737 dated October 30, 2015

Citigroup Inc.

Registration Statement No. 333-192302

Filed Pursuant to Rule 433

259,850 Trigger PLUS Based on the S&P 500® Index Due November 18, 2021
Trigger Performance Leveraged Upside SecuritiesSM
Principal at Risk Securities

**PRICING TERMS—NOVEMBER 13,
2015**

Underlying index: The S&P 500® Index (ticker symbol: “SPX”)

Aggregate stated principal amount: \$2,598,500

Stated principal amount: \$10 per security

Pricing date: November 13, 2015

Issue date: November 18, 2015

Valuation date: November 15, 2021, subject to
postponement if such date is not a
scheduled trading day or if certain market
disruption events occur

Maturity date: November 18, 2021

Payment at maturity: 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

If the final index level is **less than or
equal to** the initial index level but **greater
than or equal to** the trigger level:
\$10

If the final index level is **less than** the
trigger level:
\$10 × the index performance factor

**If the final index level is less than the
trigger level, your payment at maturity**

will be less, and possibly significantly less, than \$7.50 per security. You should not invest in the securities unless you are willing and able to bear the risk of losing a significant portion or all of your investment.

Initial index level:	2,023.04, 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:	150.00%	
Trigger level:	1,517.28, 75.00% of the initial index level	
Listing:	The securities will not be listed on any securities exchange	
CUSIP / ISIN:	17323P827 / US17323P8279	
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:	\$10.30 ⁽²⁾ \$0.05 ⁽³⁾	\$9.65
Total:	\$2,507,507.00	\$2,507,552.50

(1) On the pricing date, the estimated value of the securities is \$9.593 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 \$0.35 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 \$0.30 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 October 30, 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 500® 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.

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