CITIGROUP INC
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May 02, 2019

**April 30, 2019**

**Medium-Term Senior Notes, Series N**

Citigroup Global Markets Holdings Inc. **Pricing Supplement No. 2019-USNCH2222**

**Filed Pursuant to Rule 424(b)(2)**

**Registration Statement Nos. 333-224495 and 333-224495-03**

Market-Linked Notes Based on the iShares® MSCI EAFE ETF Due May 5, 2022

Overview

The notes offered by this pricing supplement are unsecured senior debt securities issued by Citigroup Global Markets Holdings Inc. and guaranteed by Citigroup Inc. Unlike conventional debt securities, the notes do not pay interest. Instead, the notes offer the potential for a positive return at maturity based on the performance of the shares of the iShares® MSCI EAFE ETF (the “underlying shares”) from the initial share price to the final share price.

The notes provide 1-to-1 exposure to the performance of the underlying shares within a limited range of potential appreciation. If the underlying shares appreciate from the initial share price to the final share price, you will receive a positive return at maturity equal to that appreciation, subject to the maximum return at maturity specified below. However, if the underlying shares remain the same or depreciate from the initial share price to the final share price, you will be repaid the stated principal amount of your notes at maturity but will not receive any return on your investment. Even if the underlying shares appreciate from the initial share price to the final share price, so that you do receive a positive return at maturity, there is no assurance that your total return at maturity on the notes will compensate you for the effects of inflation or be as great as the yield you could have achieved on a conventional debt security of ours of comparable maturity.

> Investors in the notes must be willing to forgo (i) any return on the notes in excess of the maximum return at maturity and (ii) any dividends that may be paid on the underlying shares during the three-year term of the notes. **If the underlying shares do not appreciate from the pricing date to the valuation date, you will not receive any return on your investment in the notes.**
>
> In order to obtain the modified exposure to the underlying shares that the notes provide, investors must be willing to accept (i) an investment that may have limited or no liquidity and (ii) the risk of not receiving any amount due under the notes if we and Citigroup Inc. default on our obligations. **All payments on the notes are subject to the credit risk of Citigroup Global Markets Holdings Inc. and Citigroup Inc.**

**KEY TERMS**

| | |
|---|---|
| **Issuer:** | Citigroup Global Markets Holdings Inc., a wholly owned subsidiary of Citigroup Inc. |
| **Guarantee:** | All payments due on the notes are fully and unconditionally guaranteed by Citigroup Inc. |
| **Underlying shares:** | Shares of the iShares® MSCI EAFE ETF (ticker symbol: “EFA”) (the “underlying share issuer”) |
| **Aggregate stated principal amount:** | $126,000 |
| **Stated principal amount:** | $1,000 per note |

| | |
|---|---|
| **Pricing date:** | April 30, 2019 |
| **Issue date:** | May 3, 2019. See "Supplemental Plan of Distribution" in this pricing supplement for additional information. |
| **Valuation date:** | May 2, 2022, subject to postponement if such date is not a scheduled trading day or if certain market disruption events occur |
| **Maturity date:** | May 5, 2022 |
| **Payment at maturity:** | For each note you hold at maturity, the $1,000 stated principal amount *plus* the note return amount, which will be either zero or positive |
| **Note return amount:** | If the final share price is **greater than** the initial share price:<br>$1,000 × the share return, subject to the maximum return at maturity<br><br>If the final share price is **less than or equal to** the initial share price:<br>$0 |
| **Initial share price:** | $66.76, the closing price of the underlying shares on the pricing date |
| **Final share price:** | The closing price of the underlying shares on the valuation date |
| **Maximum return at maturity:** | $210 per note (21% of the stated principal amount). The payment at maturity per note will not exceed the stated principal amount *plus* the maximum return at maturity. |
| **Share return:** | (i) The final share price *minus* the initial share price, *divided by* (ii) the initial share price |
| **Listing:** | The notes will not be listed on any securities exchange |
| **CUSIP / ISIN:** | 17326YFF8 / US17326YFF88 |
| **Underwriter:** | Citigroup Global Markets Inc. ("CGMI"), an affiliate of the issuer, acting as principal |

| **Underwriting fee and issue price:** | **Issue price[(1)]** | **Underwriting fee[(2)]** | **Proceeds to issuer[(3)]** |
|---|---|---|---|
| **Per note:** | $1,000.00 | $10.00 | $990.00 |
| **Total:** | $126,000.00 | $955.08 | $125,044.92 |

(1) On the date of this pricing supplement, the estimated value of the notes is $984.09 per note, which is less than the issue price. The estimated value of the notes 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 notes from you at any time after issuance. See "Valuation of the Notes" in this pricing supplement.

(2) CGMI will receive an underwriting fee of up to $10.00 for each note sold in this offering. The total underwriting fee and proceeds to issuer in the table above give effect to the actual total underwriting fee. For more information on the distribution of the notes, see "Supplemental Plan of Distribution" in this pricing supplement. In addition to the underwriting fee, CGMI and its affiliates may profit from hedging activity related to this offering, even if the value of the notes declines. See "Use of Proceeds and Hedging" in the accompanying prospectus.

(3) The per note proceeds to issuer indicated above represent the minimum per note proceeds to issuer for any note, assuming the maximum per note underwriting fee. As noted above, the underwriting fee is variable.

**Investing in the notes involves risks not associated with an investment in conventional debt securities. See "Summary Risk Factors" beginning on page PS-4.**

**Neither the Securities and Exchange Commission (the "SEC") nor any state securities commission has approved or disapproved of the notes or determined that this pricing supplement and the accompanying product supplement, underlying supplement, prospectus supplement and prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

***You should read this pricing supplement together with the accompanying product supplement, underlying supplement, prospectus supplement and prospectus, each of which can be accessed via the hyperlinks below:***

**Product Supplement No. EA-03-07 dated March 7, 2019** **Underlying Supplement No. 8 dated February 21, 2019**
**Prospectus Supplement and Prospectus each dated May 14, 2018**

**The notes are not bank deposits and are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other governmental agency, nor are they obligations of, or guaranteed by, a bank.**

Citigroup Global Markets Holdings Inc.

Additional Information

**General.** The terms of the notes are set forth in the accompanying product supplement, prospectus supplement and prospectus, as supplemented by this pricing supplement. The accompanying product supplement, prospectus supplement and prospectus contain important disclosures that are not repeated in this pricing supplement. For example, certain events may occur that could affect your payment at maturity, such as market disruption events and other events affecting the underlying shares. These events and their consequences are described in the accompanying product supplement in the sections “Description of the Notes—Certain Additional Terms for Notes Linked to ETF Shares or Company Shares—Consequences of a Market Disruption Event; Postponement of a Valuation Date,” “—Dilution and Reorganization Adjustments” and “—Delisting, Liquidation or Termination of an Underlying ETF” and not in this pricing supplement. The accompanying underlying supplement contains important disclosures regarding the underlying shares that are not repeated in this pricing supplement. It is important that you read the accompanying product supplement, underlying supplement, prospectus supplement and prospectus together with this pricing supplement in connection with your investment in the notes. Certain terms used but not defined in this pricing supplement are defined in the accompanying product supplement.

**Dilution and Reorganization Adjustments.** The initial share price is a “Relevant Price” for purposes of the section “Description of the Notes—Certain Additional Terms for Notes Linked to ETF Shares or Company Shares—Dilution and Reorganization Adjustments” in the accompanying product supplement. Accordingly, the initial share price is subject to adjustment upon the occurrence of any of the events described in that section.

Hypothetical Examples

The diagram below illustrates your payment at maturity for a range of hypothetical share returns.

**Investors in the notes will not receive any dividends that may be paid on the underlying shares or the securities held by the underlying share issuer. The diagram and examples below do not show any effect of lost dividend yield over the term of the notes.** See “Summary Risk Factors—Investing in the notes is not equivalent to investing in the underlying shares” below.

**Market-Linked Notes**
**Payment at Maturity Diagram**

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Your actual payment at maturity per note will depend on the actual final share price. The examples below are intended to illustrate how your payment at maturity will depend on whether the final share price is greater than or less than the initial share price and by how much.

The examples below are based on a hypothetical initial share price of $100 and do not reflect the actual initial share price. For the actual initial share price, see the cover page of this pricing supplement. We have used this hypothetical price, rather than the actual initial share price, to simplify the calculations and aid understanding of how the notes work. However, you should understand that the actual payment at maturity on the notes will be calculated based on the actual initial share price, and not the hypothetical initial share price.

**Example 1—Upside Scenario A.** The hypothetical final share price is $110, resulting in a 10% share return. In this example, the hypothetical final share price is **greater than** the hypothetical initial share price.

Payment at maturity per note = $1,000 + the note return amount

= $1,000 + ($1,000 × the share return), subject to the maximum return at maturity of $210 per note

= $1,000 + ($1,000 × 10.00%), subject to the maximum return at maturity of $210 per note

= $1,000 + $100, subject to the maximum return at maturity of $210 per note

= $1,100

In this scenario, because the underlying shares have appreciated from the hypothetical initial share price to the hypothetical final share price and the note return amount results in a total return at maturity that is less than the maximum return at maturity, your total return at maturity would equal the share return.

**Example 2—Upside Scenario B.** The hypothetical final share price is $150, resulting in a 50% share return. In this example, the hypothetical final share price is **greater than** the hypothetical initial share price.

Payment at maturity per note = $1,000 + the note return amount

= $1,000 + ($1,000 × the share return), subject to the maximum return at maturity of $210 per note

= $1,000 + ($1,000 × 50.00%), subject to the maximum return at maturity of $210 per note

= $1,000 + $500, subject to the maximum return at maturity of $210 per note

= $1,210

Because the underlying shares have appreciated from the hypothetical initial share price to the hypothetical final share price and the note return amount would result in a total return at maturity that is greater than the maximum return at maturity, your total return at maturity in this scenario would be limited to the maximum return at maturity. An investment in the notes would underperform a hypothetical alternative investment providing 1-to-1 exposure to the appreciation of the underlying shares without a maximum return at maturity.

**Example 3—Par Scenario.** The hypothetical final share price is $90, resulting in a -10% share return. In this example, the hypothetical final share price is **less than** the hypothetical initial share price.

Payment at maturity per note = $1,000 + the note return amount

= $1,000 + $0

= $1,000

Because the underlying shares depreciated from the hypothetical initial share price to the hypothetical final share price, the payment at maturity per note would equal the stated principal amount per note.

PS-3

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Summary Risk Factors

An investment in the notes is significantly riskier than an investment in conventional debt securities. The notes are subject to all of the risks associated with an investment in our conventional debt securities (guaranteed by Citigroup Inc.), including the risk that we and Citigroup Inc. may default on our obligations under the notes, and are also subject to risks associated with the underlying shares. Accordingly, the notes are suitable only for investors who are capable of understanding the complexities and risks of the notes. You should consult your own financial, tax and legal advisors as to the risks of an investment in the notes and the suitability of the notes in light of your particular circumstances.

The following is a summary of certain key risk factors for investors in the notes. You should read this summary together with the more detailed description of risks relating to an investment in the notes contained in the section "Risk Factors Relating to the Notes" beginning on page EA-6 in the accompanying product supplement. You should also carefully read the risk factors included in the accompanying prospectus supplement and in the documents incorporated by reference in the accompanying prospectus, including Citigroup Inc.'s most recent Annual Report on Form 10-K and any subsequent Quarterly Reports on Form 10-Q, which describe risks relating to the business of Citigroup Inc. more generally.

**You may not receive any return on your investment in the notes.** You will receive a positive return on your investment in the notes only if the underlying shares appreciate from the initial share price to the final share price. If the final share price is equal to or less than the initial share price, you will receive only the stated principal amount for each note you hold at maturity. As the notes do not pay any interest, even if the underlying shares appreciate from the initial share price to the final share price, there is no assurance that your total return at maturity on the notes will be as great as could have been achieved on conventional debt securities of ours of comparable maturity.

**The notes do not pay interest.** Unlike conventional debt securities, the notes do not pay interest or any other amounts prior to maturity. You should not invest in the notes if you seek current income during the term of the notes.

**Your potential return on the notes is limited.** Your potential total return on the notes at maturity is limited to the maximum return at maturity of 21%, which is equivalent to a maximum return at maturity of $210 per note. As a result, the return on an investment in the notes may be less than a hypothetical alternative investment providing 1-to-1 exposure to the appreciation of the underlying shares without a maximum return.

**Although the notes provide for the repayment of the stated principal amount at maturity, you may nevertheless suffer a loss on your investment in real value terms if the underlying shares decline or do not appreciate sufficiently from the initial share price to the final share price.** This is because inflation may cause the real value of the stated principal amount to be less at maturity than it is at the time you invest, and because an investment in the notes represents a forgone opportunity to invest in an alternative asset that does generate a positive real return. This potential loss in real value terms is significant given the 3-year term of the notes. You should carefully consider

whether an investment that may not provide for any return on your investment, or may provide a return that is lower than the return on alternative investments, is appropriate for you.

**Investing in the notes is not equivalent to investing in the underlying shares.** You will not have voting rights, rights to receive dividends or other distributions or any other rights with respect to the underlying shares. As of April 30, 2019, the average dividend yield of the underlying shares was approximately 2.98% per year. While it is impossible to know the future dividend yield of the underlying shares, if this average dividend yield were to remain constant for the term of the notes, you would be forgoing an aggregate yield of approximately 8.94% (assuming no reinvestment of dividends) by investing in the notes instead of investing directly in the underlying shares or in another investment linked to the underlying shares that provides for a pass-through of dividends. The payment scenarios described in this pricing supplement do not show any effect of lost dividend yield over the term of the notes. If the underlying shares appreciate, or if they depreciate by up to the dividend yield, this lost dividend yield will likely cause the notes to underperform an alternative investment providing for a pass-through of all dividends and 1-to-1 exposure to the performance of the underlying shares.

**Your payment at maturity depends on the closing price of the underlying shares on a single day.** Because your payment at maturity depends on the closing price of the underlying shares solely on the valuation date, you are subject to the risk that the closing price of the underlying shares on that day may be lower, and possibly significantly lower, than on one or more other dates during the term of the notes. If you had invested directly in the underlying shares or in another instrument linked to the underlying shares that you could sell for full value at a time selected by you, or if the payment at maturity were based on an average of the closing prices of the underlying shares throughout the term of the notes, you might have achieved better returns.

**The notes are subject to the credit risk of Citigroup Global Markets Holdings Inc. and Citigroup Inc.** If we default on our obligations under the notes and Citigroup Inc. defaults on its guarantee obligations, you may not receive anything owed to you under the notes.

**The notes will not be listed on any securities exchange and you may not be able to sell them prior to maturity.** The notes will not be listed on any securities exchange. Therefore, there may be little or no secondary market for the notes. CGMI currently intends to make a secondary market in relation to the notes and to provide an indicative bid price for the notes on a daily basis. Any indicative bid price for the notes provided by CGMI will be determined in CGMI's sole discretion, taking into account prevailing market conditions and other relevant factors, and will not be a representation by CGMI that the notes can be sold at that price, or at all. CGMI may suspend or terminate making a market and providing indicative bid prices without notice, at any time and for any reason. If CGMI suspends or terminates making a market, there may be no secondary market at all for the notes because it is likely that CGMI will be the only broker-dealer that is willing to buy your notes prior to maturity. Accordingly, an investor must be prepared to hold the notes until maturity.

**Sale of the notes prior to maturity may result in a loss of principal.** You will be entitled to receive at least the full stated principal amount of your notes, subject to the credit risk of Citigroup Global Markets Holdings Inc. and Citigroup Inc., only if you hold the notes to maturity. The value of the notes may fluctuate during the term of the notes, and if you are able to sell your notes prior to maturity, you may receive less than the full stated principal amount of your notes.

**The estimated value of the notes on the pricing date, based on CGMI's proprietary pricing models and our internal funding rate, is less than the issue price.** The difference is attributable to certain costs associated with selling, structuring and hedging the notes that are included in the issue price. These costs include (i) the selling concessions paid in connection with the offering of the notes, (ii) hedging and other costs incurred by us and our affiliates in connection with the offering of the notes and (iii) the expected profit (which may be more or less than actual profit) to CGMI or other of our affiliates in connection with hedging our obligations under the notes. These costs adversely affect the economic terms of the notes because, if they were lower, the economic terms of the notes would be more favorable to you. The economic terms of the notes are also likely to be adversely affected by the use of our internal funding rate, rather than our secondary market rate, to price the notes. See "The estimated value of the notes would be lower if it were calculated based on our secondary market rate" below.

**The estimated value of the notes was determined for us by our affiliate using proprietary pricing models.** CGMI derived the estimated value disclosed on the cover page of this pricing supplement from its proprietary pricing models. In doing so, it may have made discretionary judgments about the inputs to its models, such as the volatility of the underlying shares, dividend yields on the underlying shares and the securities held by the underlying share issuer and interest rates. CGMI's views on these inputs may differ from your or others' views, and as an underwriter in this offering, CGMI's interests may conflict with yours. Both the models and the inputs to the models may prove to be wrong and therefore not an accurate reflection of the value of the notes. Moreover, the estimated value of the notes set forth on the cover page of this pricing supplement may differ from the value that we or our affiliates may determine for the notes for other purposes, including for accounting purposes. You should not invest in the notes because of the estimated value of the notes. Instead, you should be willing to hold the notes to maturity irrespective of the initial estimated value.

**The estimated value of the notes would be lower if it were calculated based on our secondary market rate.** The estimated value of the notes included in this pricing supplement is calculated based on our internal funding rate, which is the rate at which we are willing to borrow funds through the issuance of the notes. Our internal funding rate is generally lower than our secondary market rate, which is the rate that CGMI will use in determining the value of the

notes for purposes of any purchases of the notes from you in the secondary market. If the estimated value included in this pricing supplement were based on our secondary market rate, rather than our internal funding rate, it would likely be lower. We determine our internal funding rate based on factors such as the costs associated with the notes, which are generally higher than the costs associated with conventional debt securities, and our liquidity needs and preferences. Our internal funding rate is not an interest rate that we will pay to investors in the notes, which do not bear interest.

Because there is not an active market for traded instruments referencing our outstanding debt obligations, CGMI determines our secondary market rate based on the market price of traded instruments referencing the debt obligations of Citigroup Inc., our parent company and the guarantor of all payments due on the notes, but subject to adjustments that CGMI makes in its sole discretion. As a result, our secondary market rate is not a market-determined measure of our creditworthiness, but rather reflects the market's perception of our parent company's creditworthiness as adjusted for discretionary factors such as CGMI's preferences with respect to purchasing the notes prior to maturity.

**The estimated value of the notes is not an indication of the price, if any, at which CGMI or any other person may be willing to buy the notes from you in the secondary market.** Any such secondary market price will fluctuate over the term of the notes based on the market and other factors described in the next risk factor. Moreover, unlike the estimated value included in this pricing supplement, any value of the notes determined for purposes of a secondary market transaction will be based on our secondary market rate, which will likely result in a lower value for the notes than if our internal funding rate were used. In addition, any secondary market price for the notes will be reduced by a bid-ask spread, which may vary depending on the aggregate stated

principal amount of the notes to be purchased in the secondary market transaction, and the expected cost of unwinding related hedging transactions. As a result, it is likely that any secondary market price for the notes will be less than the issue price.

**The value of the notes prior to maturity will fluctuate based on many unpredictable factors.** The value of your notes prior to maturity will fluctuate based on the price and volatility of the underlying shares and a number of other factors, including the price and volatility of the securities held by the underlying share issuer, the dividend yields on the underlying shares and the securities held by the underlying share issuer, interest rates generally, changes in the exchange rate between the U.S. dollar and each of the currencies in which the securities held by the iShares® MSCI EAFE ETF trade, the time remaining to maturity and our and Citigroup Inc.'s creditworthiness, as reflected in our secondary market rate. Changes in the price of the underlying shares may not result in a comparable change in the value of your notes. You should understand that the value of your notes at any time prior to maturity may be significantly less than the issue price.

**Immediately following issuance, any secondary market bid price provided by CGMI, and the value that will be indicated on any brokerage account statements prepared by CGMI or its affiliates, will reflect a temporary upward adjustment.** The amount of this temporary upward adjustment will steadily decline to zero over the temporary adjustment period. See "Valuation of the Notes" in this pricing supplement.

**The underlying shares are subject to risks associated with non-U.S. markets.** Foreign equity securities involve risks associated with the securities markets in foreign countries, including risks of volatility in those markets, governmental intervention in those markets and cross-shareholdings in companies in certain countries. There is also generally less publicly available information about foreign companies than about U.S. companies that are subject to the reporting requirements of the Securities and Exchange Commission, and foreign companies are subject to accounting, auditing and financial reporting standards and requirements different from those applicable to U.S. reporting companies. The prices of securities in foreign markets may be affected by political, economic, financial and social factors in those countries, or global regions, including changes in government, economic and fiscal policies and currency exchange laws. Moreover, the economies in such countries may differ unfavorably from the economy in the United States in such respects as growth of gross national product, rate of inflation, capital reinvestment, resources and self-sufficiency.

**Fluctuations in exchange rates will affect the price of the underlying shares.** Because the underlying share issuer invests in stocks that are traded in non-U.S. currencies, while the net asset value of the underlying share issuer is based on the U.S. dollar value of those stocks, holders of the securities will be exposed to currency exchange rate risk with respect to each of the currencies in which those stocks trade. If the U.S. dollar generally strengthens against the currencies in which those stocks trade, the price of the shares of the underlying share issuer will be adversely affected for that reason alone and the payment at maturity on the securities may be reduced.

Exchange rate movements for a particular currency are volatile and are the result of numerous factors specific to the relevant country, including the supply of, and the demand for, those currencies, as well as government policy, intervention or actions, but are also influenced significantly from time to time by political or economic developments, and by macroeconomic factors and speculative actions related to each applicable region. An investor's net exposure

will depend on the extent to which the currencies of the applicable countries strengthen or weaken against the U.S. dollar and the relative weight of each currency. Of particular importance to potential currency exchange risk are: existing and expected rates of inflation; existing and expected interest rate levels; the balance of payments; and the extent of governmental surpluses or deficits in the applicable countries and the United States. All of these factors are in turn sensitive to the monetary, fiscal and trade policies pursued by the governments of the applicable countries and the United States and other countries important to international trade and finance.

**Our offering of the notes does not constitute a recommendation of the underlying shares.** The fact that we are offering the notes does not mean that we believe that investing in an instrument linked to the underlying shares is likely to achieve favorable returns. In fact, as we are part of a global financial institution, our affiliates may have positions (including short positions) in the underlying shares or the securities held by the underlying share issuer or in instruments related to the underlying shares or such securities, and may publish research or express opinions, that in each case are inconsistent with an investment linked to the underlying shares. These and other activities of our affiliates may affect the price of the underlying shares in a way that has a negative impact on your interests as a holder of the notes.

**The price and performance of the underlying share issuer may not completely track the performance of its underlying index or its net asset value per share.** The underlying share issuer does not fully replicate the underlying index that it seeks to track (the "ETF underlying index") and may hold securities different from those included in the ETF underlying index. In addition, the performance of the underlying share issuer reflect additional transaction costs and fees that are not included in the calculation of its ETF underlying index. All of these factors may lead to a lack of correlation between the performance of the underlying share issuer and its ETF underlying index. In addition, corporate actions with respect to the equity securities constituting the underlying share issuer's ETF underlying index or held by the underlying share issuer (such as mergers and spin-offs) may impact the variance between the performance of the underlying share issuer and its ETF underlying index. Finally, because the underlying

shares are traded on NYSE Arca, Inc. and are subject to market supply and investor demand, the market value of the underlying share issuer may differ from its net asset value per share.

During periods of market volatility, securities underlying the underlying share issuer may be unavailable in the secondary market, market participants may be unable to calculate accurately the net asset value per share of the underlying share issuer and the liquidity of the underlying share issuer may be adversely affected. This kind of market volatility may also disrupt the ability of market participants to create and redeem shares of the underlying share issuer. Further, market volatility may adversely affect, sometimes materially, the price at which market participants are willing to buy and sell the underlying share issuer. As a result, under these circumstances, the market value of the underlying share issuer may vary substantially from its net asset value per share. For all of the foregoing reasons, the performance of the underlying share issuer might not correlate with the performance of its ETF underlying index and/or its net asset value per share, which could materially and adversely affect the value of the securities in the secondary market and/or reduce your return on the securities.

**The price of the underlying shares may be adversely affected by our or our affiliates' hedging and other trading activities.** We have hedged our obligations under the notes through CGMI or other of our affiliates, who may take positions directly in the underlying shares or the securities held by the underlying share issuer and other financial instruments related to the underlying shares or such securities and may adjust such positions during the term of the notes. Our affiliates also trade the underlying shares of the securities held by the underlying share issuer and other financial instruments related to the underlying shares or such securities on a regular basis (taking long or short positions or both), for their accounts, for other accounts under their management or to facilitate transactions on behalf of customers. These activities could affect the price of the underlying shares in a way that negatively affects the value of the notes. They could also result in substantial returns for us or our affiliates while the value of the notes declines.

**We and our affiliates may have economic interests that are adverse to yours as a result of our affiliates' business activities.** Our affiliates may currently or from time to time engage in business with the underlying share issuer or the issuers of the securities held by the underlying share issuer, including extending loans to, making equity investments in or providing advisory services to such issuers. In the course of this business, we or our affiliates may acquire non-public information about such issuers, which we will not disclose to you. Moreover, if any of our affiliates is or becomes a creditor of any such issuer, they may exercise any remedies against such issuer that are available to them without regard to your interests.

**Even if the underlying share issuer pays a dividend that it identifies as special or extraordinary, no adjustment will be required under the notes for that dividend unless it meets the criteria specified in the accompanying product supplement.** In general, an adjustment will not be made under the terms of the notes for any cash dividend paid on the underlying shares unless the amount of the dividend per underlying share, together with any other dividends paid in the same fiscal quarter, exceeds the dividend paid per underlying share in the most recent fiscal quarter by an amount equal to at least 10% of the closing price of the underlying shares on the date of declaration of the dividend. Any dividend will reduce the closing price of the underlying shares by the amount of the dividend per underlying share. If the underlying share issuer pays any dividend for which an adjustment is not made under the terms of the notes, holders of the notes will be adversely affected. See "Description of the Notes—Certain Additional Terms for Notes Linked to ETF Shares or Company Shares—Dilution and Reorganization Adjustments—Certain

Extraordinary Cash Dividends" in the accompanying product supplement.

**The notes will not be adjusted for all events that could affect the price of the underlying shares.** For example, we will not make any adjustment for ordinary dividends or extraordinary dividends that do not meet the criteria described above. Moreover, the adjustments we do make may not fully offset the dilutive or adverse effect of the particular event. Investors in the notes may be adversely affected by such an event in a circumstance in which a direct holder of the underlying shares would not.

**The notes may become linked to shares of an issuer other than the original underlying share issuer upon the occurrence of a reorganization event or upon the delisting of the underlying shares.** For example, if the underlying share issuer enters into a merger agreement that provides for holders of the underlying shares to receive shares of another entity, the shares of such other entity will become the underlying shares for all purposes of the securities upon consummation of the merger. Additionally, if the underlying shares are delisted or the underlying share issuer is otherwise terminated, the calculation agent may, in its sole discretion, select shares of another ETF to be the underlying shares. See "Description of the Notes—Certain Additional Terms for Notes Linked to ETF Shares or Company Shares—Dilution and Reorganization Adjustments" and "—Delisting, Liquidation or Termination of an Underlying ETF" in the accompanying product supplement.

**The calculation agent, which is an affiliate of ours, will make important determinations with respect to the notes.** If certain events occur, such as market disruption events, events with respect to the underlying share issuer that may require a dilution adjustment or the delisting of the underlying shares, CGMI, as calculation agent, will be required to make discretionary judgments that could significantly affect your return on the notes. In making these judgments, the calculation agent's interests as an affiliate of ours could be adverse to your interests as a holder of the notes.

**Changes made by the investment adviser to the underlying share issuer or by the sponsor of the ETF underlying index may adversely affect the underlying shares.** We are not affiliated with the investment adviser to the underlying share issuer or with the sponsor of the ETF underlying index. Accordingly, we have no control over any changes such investment adviser or sponsor may make to the underlying share issuer or the ETF underlying index. Such changes could be made at any time and could adversely affect the performance of the underlying shares.

Citigroup Global Markets Holdings Inc.

Information About the iShares® MSCI EAFE ETF

The iShares® MSCI EAFE ETF is an exchange-traded fund that seeks to provide investment results that correspond generally to the performance, before fees and expenses, of the MSCI EAFE® Index. The MSCI EAFE® Index was developed by MSCI Inc. as an equity benchmark for international stock performance, and is designed to measure equity market performance in certain developed markets, excluding the United States and Canada.

The iShares® MSCI EAFE ETF is an investment portfolio managed by iShares® Trust. BlackRock Fund Advisors is the investment adviser to the iShares® MSCI EAFE ETF. iShares® Trust is a registered investment company that consists of numerous separate investment portfolios, including the iShares® MSCI EAFE ETF. Information provided to or filed with the SEC by iShares® Trust pursuant to the Securities Act of 1933, as amended, and the Investment Company Act of 1940, as amended, can be located by reference to SEC file numbers 333-92935 and 811-09729, respectively, through the SEC's website at http://www.sec.gov. In addition, information may be obtained from other sources including, but not limited to, press releases, newspaper articles and other publicly disseminated documents. The underlying shares of the iShares® MSCI EAFE ETF trade on the NYSE Arca under the ticker symbol "EFA."

Please refer to the section "Fund Descriptions—iShares® MSCI EAFE ETF" in the accompanying underlying supplement for additional information.

We have derived all information regarding the iShares® MSCI EAFE ETF from publicly available information and have not independently verified any information regarding the iShares® MSCI EAFE ETF. This pricing supplement relates only to the notes and not to the iShares® MSCI EAFE ETF. We make no representation as to the performance of the iShares® MSCI EAFE ETF over the term of the notes.

The notes represent obligations of Citigroup Global Markets Holdings Inc. (guaranteed by Citigroup Inc.) only. The iShares® MSCI EAFE ETF is not involved in any way in this offering and has no obligation relating to the notes or to holders of the notes.

Historical Information

The graph below shows the closing price of the shares of the iShares® MSCI EAFE ETF for each day such price was available from January 2, 2008 to April 30, 2019. The table that follows shows the high and low closing prices of, and dividends paid on, the shares of the iShares® MSCI EAFE ETF for each quarter in that same period. We obtained the closing prices and other information below from Bloomberg L.P., without independent verification. **You should not**

**take the historical prices of the shares of the iShares® MSCI EAFE ETF as an indication of future performance.**

**iShares® MSCI EAFE ETF – Historical Closing Prices**
**January 2, 2008 to April 30, 2019**

Citigroup Global Markets Holdings Inc.

| **iShares® MSCI EAFE ETF** | **High** | **Low** | **Dividends** |
|---|---|---|---|
| **2008** | | | |
| First Quarter | $78.35 | $68.31 | $2.00018 |
| Second Quarter | $78.52 | $68.10 | $1.30832 |
| Third Quarter | $68.04 | $53.08 | $0.00000 |
| Fourth Quarter | $55.88 | $35.71 | $0.54112 |
| **2009** | | | |
| First Quarter | $45.44 | $31.69 | $0.00000 |
| Second Quarter | $49.04 | $38.57 | $0.94519 |
| Third Quarter | $55.81 | $43.91 | $0.00000 |
| Fourth Quarter | $57.28 | $52.66 | $0.49574 |
| **2010** | | | |
| First Quarter | $57.96 | $50.45 | $0.00000 |
| Second Quarter | $58.03 | $46.29 | $0.85863 |
| Third Quarter | $55.42 | $47.09 | $0.00000 |
| Fourth Quarter | $59.46 | $54.25 | $0.53819 |
| **2011** | | | |
| First Quarter | $61.91 | $55.31 | $0.00000 |
| Second Quarter | $63.87 | $57.10 | $1.14099 |
| Third Quarter | $60.80 | $46.66 | $0.00000 |
| Fourth Quarter | $55.57 | $46.45 | $0.56923 |
| **2012** | | | |
| First Quarter | $55.80 | $49.15 | $0.00000 |
| Second Quarter | $55.51 | $46.55 | $1.14909 |
| Third Quarter | $55.15 | $47.62 | $0.00000 |
| Fourth Quarter | $56.88 | $51.96 | $0.60952 |
| **2013** | | | |
| First Quarter | $59.89 | $56.90 | $0.00000 |
| Second Quarter | $63.53 | $57.03 | $0.00000 |
| Third Quarter | $65.05 | $57.55 | $1.15150 |
| Fourth Quarter | $67.06 | $62.71 | $0.55171 |
| **2014** | | | |
| First Quarter | $68.03 | $62.31 | $0.00000 |
| Second Quarter | $70.67 | $66.26 | $0.00000 |
| Third Quarter | $69.25 | $64.12 | $1.67621 |
| Fourth Quarter | $64.51 | $59.53 | $0.58518 |
| **2015** | | | |
| First Quarter | $65.99 | $58.48 | $0.00000 |
| Second Quarter | $68.42 | $63.49 | $0.00000 |
| Third Quarter | $65.46 | $56.25 | $1.11129 |
| Fourth Quarter | $62.06 | $57.50 | $0.50836 |
| **2016** | | | |
| First Quarter | $57.80 | $51.38 | $0.00000 |
| Second Quarter | $59.87 | $52.64 | $1.17482 |
| Third Quarter | $59.86 | $54.44 | $0.00000 |
| Fourth Quarter | $59.20 | $56.20 | $0.59617 |
| **2017** | | | |
| First Quarter | $62.60 | $58.09 | $0.00000 |

| | | | |
|---|---|---|---|
| Second Quarter | $67.22 | $61.44 | $1.06173 |
| Third Quarter | $68.48 | $64.83 | $0.00000 |
| Fourth Quarter | $70.80 | $68.42 | $0.74257 |
| **2018** | | | |
| First Quarter | $75.25 | $67.94 | $0.00000 |
| Second Quarter | $71.90 | $66.35 | $1.35355 |
| Third Quarter | $68.98 | $65.43 | $0.00000 |
| Fourth Quarter | $68.07 | $56.89 | $0.63799 |
| **2019** | | | |
| First Quarter | $65.61 | $58.13 | $0.00000 |
| Second Quarter (through April 30, 2019) | $66.76 | $65.69 | $0.00000 |

The closing price of the shares of the iShares® MSCI EAFE ETF on April 30, 2019 was $66.76.

We make no representation as to the amount of dividends, if any, that may be paid on shares of the iShares® MSCI EAFE ETF in the future. In any event, as an investor in the notes, you will not be entitled to receive dividends, if any, that may be payable on shares of the iShares® MSCI EAFE ETF.

United States Federal Tax Considerations

In the opinion of our counsel, Davis Polk & Wardwell LLP, based on current market conditions, the notes should be treated as "contingent payment debt instruments" for U.S. federal income tax purposes, as described in the section of the accompanying product supplement called "United States Federal Tax Considerations—Tax Consequences to U.S. Holders—Notes Treated as Contingent Payment Debt Instruments," and the remaining discussion is based on this treatment. The discussion herein does not address the consequences to taxpayers subject to special tax accounting rules under Section 451(b) of the Internal Revenue Code of 1986, as amended (the "Code").

If you are a U.S. Holder (as defined in the accompanying product supplement), you will be required to recognize interest income during the term of the notes at the "comparable yield," which generally is the yield at which we could issue a fixed-rate debt instrument with terms similar