

Edgar Filing: TARGETS TRUST XXIV - Form 8-A12B

TARGETS TRUST XXIV  
Form 8-A12B  
February 18, 2005

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(B) OR 12(G) OF THE

SECURITIES EXCHANGE ACT OF 1934

CITIGROUP GLOBAL MARKETS  
HOLDINGS INC.

TARGETS TRUST XXIV

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

NEW YORK

DELAWARE

(STATE OF INCORPORATION  
OR ORGANIZATION)

(STATE OF INCORPORATION  
OR ORGANIZATION)

11-2418067

52-7211968

(I.R.S. EMPLOYER IDENTIFICATION NO.)

(I.R.S. EMPLOYER IDENTIFICATION NO.)

388 GREENWICH STREET  
NEW YORK, NEW YORK 10013

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES) (ZIP CODE)

If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. /X/

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. /\_/

Securities Act registration statement file number to which this form relates: 333-69230 (If applicable)

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Securities to be registered pursuant to  
Section 12(b) of the Act:

| TITLE OF EACH CLASS<br>TO BE SO REGISTERED<br>-----                                                                  | NAME OF EACH EXCHANGE ON WHICH<br>EACH CLASS IS TO BE REGISTERED<br>----- |
|----------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------|
| Targeted Growth Enhanced Terms<br>Securities ("TARGETS(R)") With Respect<br>to the Common Stock of Intel Corporation | American Stock Exchange                                                   |

Securities to be registered pursuant to Section 12(g) of the Act:

None  
-----  
(TITLE OF CLASS)

=====

ITEM 1. DESCRIPTION OF REGISTRANTS' SECURITIES TO BE REGISTERED.

For a description of the securities to be registered hereunder, reference is made to the information under the headings "Summary Information - Q&A," "Risk Factors" and "Description of the TARGETS" on pages 3 through 8, 9 through 13 and 22 through 44, respectively, of the registrants' Prospectus, Subject to Completion, dated January 26, 2005 (Registration No. 333-69230), which information is hereby incorporated herein by reference and made part of this registration statement in its entirety.

ITEM 2. EXHIBITS.

99 (A). Prospectus, Subject to Completion, dated January 26, 2005, incorporated by reference to the registrants' filing under Rule 424(b) with the Securities and Exchange Commission on January 27, 2005 (No. 333-69230).

99 (B). Certificate of Trust of TARGETS Trust XXIV, incorporated by reference to Exhibit 4(m) to the registration statement on Form S-3 of Citigroup Global Markets Holdings Inc. (formerly known as Salomon Smith Barney Holdings Inc.) (the "Company") and TARGETS Trust XXIV filed with the Securities and Exchange Commission on September 10, 2001 (No. 333-69230) (the "Registration Statement").

99 (C). Form of Amended and Restated Declaration of Trust of TARGETS Trust XXIV, incorporated by reference to Exhibit 4(q) to the Registration Statement.

99 (D). Form of TARGETS Guarantee Agreement between the Company and JPMorgan Chase Bank, N.A. (formerly The Chase Manhattan Bank), as Guarantee Trustee, incorporated by reference to Exhibit 4(r) to the Registration Statement.

99 (E). Form of Indenture between the Company and JPMorgan Chase Bank, N.A. (formerly The Chase Manhattan Bank), as Trustee, incorporated by reference to Exhibit 4(s) to the Registration Statement.

99 (F). Form of TARGETS (included in Exhibit 99(C)).

99 (G). Form of Forward Contract (included in Exhibit 99(E)).

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Other securities issued by the Company are listed on the American Stock Exchange.

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, each registrant has duly caused this registration statement or amendment thereto to be signed on its behalf by the undersigned, thereunto duly authorized.

Citigroup Global Markets Holdings Inc.

-----  
(Registrant)

Date: February 18, 2005

By: /s/ Scott Freidenrich

-----  
Name: Scott Freidenrich  
Title: Executive Vice President and  
Treasurer

TARGETS Trust XXIV

-----  
(Registrant)

Date: February 18, 2005

By: /s/ Geoffrey S. Richards

-----  
Name: Geoffrey S. Richards  
Title: Regular Trustee

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INDEX TO EXHIBITS

| EXHIBIT NO.<br>----- | EXHIBIT<br>-----                                                                                                                                                                                                                                                                                                         |
|----------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
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| 99(C) .              | Form of Amended and Restated Declaration of Trust of TARGETS Trust XXIV incorporated by reference to Exhibit 4(q) to the Registration Statement.                                                                                                                                                                         |
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