

1,500,000 DEPOSITARY SHARES
EACH REPRESENTING A 1/25TH INTEREST IN A SHARE OF
5.800% FIXED RATE/FLOATING RATE NONCUMULATIVE PREFERRED STOCK, SERIES N
\$1,000 LIQUIDATION PREFERENCE PER DEPOSITARY SHARE

FILED PURSUANT TO RULE 433
FILE NO. 333-192302



Senior Co-Managers:

- Banca IMI S.p.A.
- CIBC World Markets Corp.
- Commerz Markets LLC
- Lloyds Securities Inc.
- Mizuho Securities USA Inc.
- Mitsubishi UFJ Securities (USA), Inc.
- RBC Capital Markets, LLC
- Santander Investment Securities Inc.
- Scotia Capital (USA) Inc.
- Skandinaviska Enskilda Banken AB (publ)
- SMBC Nikko Securities America, Inc.
- TD Securities (USA) LLC
- UniCredit Capital Markets LLC

Junior Co-Managers:

- CastleOak Securities, L.P.
- Goto Capital Markets, Inc.
- Guzman & Company
- Imperial Capital, LLC
- MFR Securities, Inc.
- Mischler Financial Group, Inc.
- Multi-Bank Securities, Inc.
- Samuel A. Ramirez & Company, Inc.
- The Williams Capital Group, L.P.

Depositary Shares CUSIP/ISIN: 172967HZ7 / US172967HZ75

* Note: 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.