

Final Terms dated 10 June 2015

Citigroup Inc.

Issue of USD 20,000,000 Fixed to Capped Floating Rate Notes due June 2023 Under the
U.S.\$30,000,000,000 Global Medium Term Note Programme

The expression "**Prospectus Directive**" means Directive 2003/71/EC, as amended (which includes the amendments made by Directive 2010/73/EU (the "**2010 PD Amending Directive**") to the extent that such amendments have been implemented in the Relevant Member State).

The Notes have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**") or any state securities law. The Notes are being offered and sold outside the United States to non-U.S. persons in reliance on Regulation S under the Securities Act ("**Regulation S**") and may not be offered or sold within the United States or to, or for the account or benefit of, any U.S. person (as defined in Regulation S). Each purchaser of the Notes or any beneficial interest therein will be deemed to have represented and agreed that it is outside the United States and is not a U.S. person and will not sell, pledge or otherwise transfer the Notes or any beneficial interest therein at any time within the United States or to, or for the account or benefit of, a U.S. person, other than the Issuer or any affiliate thereof. The Notes do not constitute, and have not been marketed as, contracts of sale of a commodity for future delivery (or options thereon) subject to the United States Commodity Exchange Act, as amended, and trading in the Notes has not been approved by the United States Commodity Futures Trading Commission under the United States Commodity Exchange Act, as amended. For a description of certain restrictions on offers and sales of Notes, see "*General Information relating to the Programme and the Notes - Subscription and sale and transfer and selling restrictions*" in the Base Prospectus.

The Notes may not be offered or sold to, or acquired by, any person that is, or whose purchase and holding of the Notes is made on behalf of or with "plan assets" of, an employee benefit plan subject to Title I of the U.S. Employee Retirement Income Security Act of 1974, as amended ("**ERISA**"), a plan, individual retirement account or other arrangement subject to Section 4975 of the U.S. Internal Revenue Code of 1986, as amended (the "**Code**") or an employee benefit plan or plan subject to any laws, rules or regulations substantially similar to Title I of ERISA or Section 4975 of the Code.

PART A – CONTRACTUAL TERMS

The Notes are English Law Notes.

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth under the section entitled "*Terms and Conditions of the Notes*", the Valuation and Settlement Schedule and the Underlying Schedule applicable to the Underlying in the Base Prospectus and the Supplements which together constitute a base prospectus for the purposes of the Prospectus Directive.

This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus as so supplemented. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of this Final Terms and the Base Prospectus as so supplemented.

The Base Prospectus and the Supplements and the translation of the Summary into Italian are available for viewing at the offices of the Paying Agents and on the website of the Central Bank of Ireland (www.centralbank.ie). In addition, this Final Terms is available on the website of the Irish Stock Exchange (www.ise.ie) and, upon admission to trading of the Notes on the Borsa Italiana S.p.A.'s Mercato Telematico delle Obbligazioni (M.O.T.) (Electronic bond market), on the website of Borsa Italiana S.p.A. (www.borsaitaliana.it) or in any case according to the rules of Borsa Italiana S.p.A. that are applicable from time to time.

For the purposes hereof, "**Base Prospectus**" means the Citigroup Inc. Rates Base Prospectus relating to the Programme dated 22 July 2014, as supplemented by a Supplement (No.1) dated 27 August 2014 ("**Supplement No.1**"), a Supplement (No.2) dated 1 December 2014 ("**Supplement No.2**"), a

Supplement (No.3) dated 18 December 2014 ("**Supplement No.3**"), Supplement (No.4) dated 25 March 2015 ("**Supplement No. 4**"), Supplement (No.5) dated 27 May 2015 ("**Supplement No. 5**"), and a Supplement (No.6) dated 10 June 2015 ("**Supplement No. 6**", and together with Supplement No.1, Supplement No. 2, Supplement No. 3, Supplement No. 4 and Supplement No. 5, the "**Supplements**").

1. (i) Issuer: Citigroup Inc.
- (ii) Guarantor: Not Applicable
2. (i) Series Number: EMTN6828
- (ii) Tranche Number: 1
- (iii) Date on which the Notes will be consolidated and form a single Series: Not Applicable
3. Specified Currency or Currencies: United States Dollars (**USD**)
4. Aggregate Principal Amount:
 - (i) Series: USD 20,000,000
 - (ii) Tranche: USD 20,000,000
5. Issue Price: 100% per cent. of the Aggregate Principal Amount
6. (i) Specified Denominations: USD 2,000
- (ii) Calculation Amount: USD 2,000
7. (i) Issue Date: 15 June 2015
- (ii) Interest Commencement Date: As set out in the table at paragraph 10 below
8. Maturity Date: The Interest Payment Date scheduled to fall on 15 June 2023, subject to adjustment in accordance with the Modified Following Business Day Convention
9. Type of Notes: As set out in the table at paragraph 10 below
10. Automatic Change of Interest Basis: Applicable: As set out in the table below

Interest Basis Table		
Interest Commencement Date	Interest Period End Date(s) / Interest Payment Date(s)	Type of Notes
Issue Date	15 September 2015 15 December 2015 15 March 2016 15 June 2016	Fixed Rate Notes

	15 September 2016 15 December 2016 15 March 2017 15 June 2017 15 September 2017 15 December 2017 15 March 2018 15 June 2018	
15 June 2018 (the “ Floating Rate Commencement Date ”)	15 September 2018 15 December 2018 15 March 2019 15 June 2019 15 September 2019 15 December 2019 15 March 2020 15 June 2020 15 September 2020 15 December 2020 15 March 2021 15 June 2021 15 September 2021 15 December 2021 15 March 2022 15 June 2022 15 September 2022 15 December 2022 15 March 2023 15 June 2023	Floating Rate Notes

11. Put/Call Options: Not Applicable
12. (i) Status of the Notes: Senior
- (ii) Status of the CGMFL Deed of Guarantee: Not Applicable

PROVISIONS RELATING TO UNDERLYING LINKED NOTES

13. Provisions applicable to Underlying Linked Notes: Not Applicable

PROVISIONS RELATING TO CREDIT LINKED INTEREST NOTES

14. Credit Linked Interest Notes Provisions: Not Applicable

PROVISIONS RELATING TO ANY INTEREST AMOUNT

15. Interest Provisions: Applicable

(i)	(A)	Fixed Rate Note Provisions:	Applicable
		Interest Rate:	Fixed Interest Rate
		Specified Fixed Rate:	3.20 per cent. per annum
		Interest Amount:	As specified in Valuation and Settlement Condition 3.1(b)
		Broken Amount(s):	Not Applicable
		Interest Payment Date(s) to which the Fixed Rate Note Provisions apply:	15 September 2015, 15 December 2015, 15 March 2016, 15 June 2016, 15 September 2016, 15 December 2016, 15 March 2017, 15 June 2017, 15 September 2017, 15 December 2017, 15 March 2018 and 15 June 2018 adjusted in accordance with the Modified Following Business Day Convention
		I. Accrual:	Applicable
		II. Range Accrual Note Provisions:	Not Applicable
		III. Interest Period End Date(s):	15 September 2015, 15 December 2015, 15 March 2016, 15 June 2016, 15 September 2016, 15 December 2016, 15 March 2017, 15 June 2017, 15 September 2017, 15 December 2017, 15 March 2018 and 15 June 2018, not adjusted
		IV. Day Count Fraction:	30/360
		V. Determination Dates:	Not Applicable
		VI. Margin(s) (for the Specified Fixed Rate):	Not Applicable
		VII. Interest Participation Rate (for the Specified Fixed Rate):	Not Applicable
	(B)	Floating Rate Note Provisions:	Applicable
		I. Specified Period(s)/ Specified Interest Payment Date(s) to which the Floating Rate Note Provisions apply:	15 September, 15 December, 15 March, 15 June in each year, from and including 15 September 2018, to and including 15 June 2023 adjusted in accordance with the Modified Following Business Day Convention

- II. Interest Period End Date(s): 15 September, 15 December, 15 March, 15 June in each year, from and including 15 September 2018, to and including 15 June 2023, not adjusted
- III. Manner in which the Floating Interest Rate(s) is/are to be determined: Screen Rate Determination
- IV. Party responsible for calculating the Interest Rate(s) and/or Interest Amount(s): Calculation Agent
- V. Range Accrual Note Provisions: Not Applicable
- VI. Screen Rate Determination: Applicable
- Reference Rate: 3m USD LIBOR
 - Designated Maturity: 3 months (the Designated Maturity)
 - Specified Time: 11 am London Time
 - Relevant Financial Centre: London
 - Interest Determination Date(s): The day falling two London Banking Days prior to the first day of each Interest Period
 - Page: LIBOR01 Index
 - Reference Banks: As specified in Valuation and Settlement Condition 3.2(b)(iv)
- VII. ISDA Determination: Not Applicable
- VIII. Linear Interpolation: Applicable
- IX. Margin(s) (for the Screen Rate (if Screen Rate Determination applies) or the ISDA Rate (if ISDA Rate Determination applies)): + 0.20%
- X. Minimum Interest Rate (for Floating Interest): 0 per cent. per annum

Rate):

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| XI. | Maximum Interest Rate (for Floating Interest Rate): | 4.50 per cent. per annum |
| XII. | Day Count Fraction: | 30/360 |
| XIII. | Interest Participation Rate (for the Screen Rate (if Screen Rate Determination applies) or the ISDA Rate (if ISDA Rate Determination applies)): | Not Applicable |
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| (C) | Inflation Rate Note Provisions: | Not Applicable |
| (D) | DIR Inflation Linked Note Provisions: | Not Applicable |
| (E) | CMS Interest Linked Note Provisions: | Not Applicable |
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| (ii) | Interest Underlying Valuation Provisions: | Not Applicable |
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| (iii) | Inverse Floating Rate Note Provisions: | Not Applicable |
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| (iv) | Range Accrual Note Provisions: | Not Applicable |
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| (v) | Digital Note Provisions: | Not Applicable |
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| (vi) | Digital Band Note Provisions: | Not Applicable |
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| (vii) | Spread Note Provisions: | Not Applicable |
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| (viii) | Previous Coupon Linked Note Provisions: | Not Applicable |
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PROVISIONS RELATING TO ZERO COUPON NOTES

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| 16. | Zero Coupon Note Provisions: | Not Applicable |
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PROVISIONS RELATING TO REDEMPTION

17. Redemption Provisions:
- (i) Issuer Call: Not Applicable
 - (ii) Investor Put: Not Applicable
 - (iii) Redemption Amount: 100 per cent. per Calculation Amount
 - (iv) Early Redemption Amount: Principal Amount plus accrued interest

PROVISIONS RELATING TO SWITCHER OPTION

18. Switcher Option: Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

19. Form of Notes: Registered Notes
Regulation S Global Registered Note Certificate (registered in the name of a nominee for a common safekeeper for Euroclear and Clearstream, Luxembourg).
20. New Global Note/New Safekeeping Structure: Yes – New Safekeeping Structure applies
21. Business Centre(s): London and New York City
22. Business Day Jurisdiction(s) or other special provisions relating to payment dates: London and New York City
23. Redenomination: Not Applicable
24. Consolidation provisions: The provisions of General Condition 12 (*Further Issues*) of the General Conditions apply
25. Realisation Disruption: Not Applicable
26. Name and address of Calculation Agent: Citibank, N.A London branch (acting through its Interest Rate Derivatives department/group (or any successor department/group) at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom
27. Determinations: Commercial Determination

Signed on behalf of the Issuer:

By:
Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

Admission to trading and listing: Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Borsa Italiana S.p.A.'s Mercato Telematico delle Obbligazioni (M.O.T.) (Electronic bond market) with effect from on or around the Issue Date

2. RATINGS

Ratings: The Notes are not rated.

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

So far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the issue.

4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

(i) Reasons for the Offer: Not Applicable

(ii) Estimated net proceeds: Not Applicable

(iii) Estimated total expenses: Not Applicable

5. YIELD (*Fixed Rate Notes only*)

Indication of yield/Unified Yield Rate: In respect of each Interest Period falling in the period from (and including) 15 June 2015 to (but excluding) 15 June 2018, the yield will be 3.20 per cent. per annum.

Calculated on a monthly 30/360 unadjusted basis on the Issue Date.

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield. The yield of the Notes will also depend on their purchase and sale price on the market.

6. HISTORICAL INFORMATION CONCERNING THE UNDERLYING

Details of historic LIBOR rates can be obtained from LIBOR01

7. OPERATIONAL INFORMATION

ISIN Code: XS1241228649

Common Code: 124122864

CUSIP: Not Applicable

WKN: Not Applicable

Valoren: Not Applicable

Any clearing system(s) other than Euroclear Bank S.A./N.V., Clearstream Banking, société anonyme and DTC and the relevant identification number(s) and details relating to the relevant depository, if applicable:	Not Applicable
Delivery:	Delivery versus payment
Names and address of the Swedish Notes Issuing and Paying Agent (if any):	Not Applicable
Names and address of the Finnish Notes Issuing and Paying Agent (if any):	Not Applicable
Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
Intended to be held in a manner which would allow Eurosystem eligibility:	Yes. Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper, and registered in the name of a nominee of one of the ICSDs acting as common safekeeper, that is, held under the New Safekeeping Structure, and does not necessarily mean that the Notes will be recognized as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met

8. DISTRIBUTION

(i) Method of distribution:	Not Applicable
(ii) If syndicated, names [and addresses of the Lead Manager and the other Managers and underwriting commitments]*:	Not Applicable
(iii) Date of Subscription Agreement:	Not Applicable
(iv) Stabilising Manager(s) (if any):	Not Applicable
(v) If non-syndicated, name and address of Dealer:	Citigroup Global Markets Limited at Citigroup Centre, 33 Canada Square, Canary Wharf, London, E14 5LB, United Kingdom
(vi) Total commission and concession:	None
(vii) Swiss selling restrictions:	Not Applicable
(viii) Non-exempt Offer:	Not Applicable
(ix) General Consent:	Not Applicable
(x) Other conditions to consent:	Not Applicable

9. TERMS AND CONDITIONS OF THE OFFER

10. **UNITED STATES TAX CONSIDERATIONS**

For U.S. federal income tax purposes, the Issuer will treat the Notes as variable rate debt instruments.