

Citigroup Inc.

Callable Fixed Rate Notes due February 15, 2028

We have the right to redeem the notes on any interest payment date on or after February 15, 2018. The notes will bear interest at a fixed rate equal to 3.50% per annum to but excluding the date of maturity or earlier redemption of the notes. Interest will be payable quarterly.

The notes are senior unsecured obligations of Citigroup Inc. **All payments due on the notes are subject to the credit risk of Citigroup Inc.**

It is important for you to consider the information contained in this pricing supplement together with the information contained in the accompanying prospectus supplement to your investment in the notes. The description of the notes below supplements, and to the extent inconsistent with replaces, the description of the general terms of the prospectus supplement and prospectus.

FINAL TERMS

Issuer:	Citigroup Inc.
Issue price:	\$1,000 per note
Stated principal amount:	\$1,000 per note
Aggregate stated principal amount:	\$3,000,000
Pricing date:	February 12, 2013
Original issue date:	February 15, 2013
Maturity date:	February 15, 2028
Principal due at maturity:	Full principal amount due at maturity
Payment at maturity:	\$1,000 per note plus any accrued and unpaid interest
Interest rate per annum:	A fixed rate equal to 3.50%
Interest payment period:	Quarterly
Interest payment dates:	The 15th day of each February, May, August and November, beginning on May 15, 2013, provided that if any such interest payment will be made on the next succeeding business day. No additional interest will accrue on that succeeding business day to the persons in whose names the notes are registered at the close of business on the business day preceding each regular record date, except that the interest payment due at maturity or upon earlier redemption will be paid to the persons in whose names the notes are registered as of the date or earlier date of redemption, as applicable.
Day-count convention:	30/360
Redemption:	Beginning on February 15, 2018, we have the right to redeem the notes, in whole and not in part, on any redemption date of the notes plus accrued and unpaid interest to but excluding the date of such redemption. If we decide to redeem the notes, we will give at least five business days before the redemption date specified in the notice.
Redemption dates:	So long as the notes are represented by global securities and are held on behalf of The Depository Trust Company, notices will be given by delivery to DTC. If the notes are no longer represented by global securities and are not held by DTC, other notices will be published in a leading daily newspaper in New York City, which is expected to be <i>The Wall Street Journal</i> , on February 15, 2018 and each interest payment date thereafter
Business day:	Any day that is not a Saturday or Sunday and that, in New York City, is not a day on which banking institutions are ordered to close
CUSIP:	1730T0RK7

<http://www.oblible.com>

ISIN: US1730T0RK78

Listing: The notes will not be listed on any securities exchange and, accordingly, may have limited or no liquidity. You should hold them to maturity.

Underwriter: Citigroup Global Markets Inc., an affiliate of the issuer. See “General Information—Supplemental information regarding this pricing supplement.”

Underwriting fee and issue price:	Price to public	Underwriting fee⁽¹⁾
Per Note	\$1,000.00	\$20.00
Total	\$3,000,000	\$60,000

(1) Citigroup Global Markets Inc., an affiliate of Citigroup Inc. and the underwriter of the sale of the notes, is acting as principal and will receive an underwriting fee for the offering. The actual underwriting fee per note will be equal to the selling concession provided to selected dealers, as described in this paragraph. Citigroup Global Markets Inc. Representatives of Citigroup Global Markets Inc. a sales commission of \$20.00 from this underwriting fee for each note they sell. Selected dealers not affiliated with Citigroup Global Markets Inc. receive a selling concession of up to \$20.00 for each note they sell. Additionally, it is possible that Citigroup Global Markets Inc. and its affiliates may profit from the offering, even if the value of the notes declines. You should refer to “Risk Factors,” “General Information—Fees and selling concessions” and “General Information—Plan of distribution; conflicts of interest” in this pricing supplement for more information.

(2) The per note proceeds to Citigroup Inc. indicated above represent the minimum per note proceeds to Citigroup Inc. for any note, assuming the maximum underwriting fee per footnote (1), the underwriting fee is variable. The total proceeds to issuer indicated above gives effect to the actual amount of this variable underwriting fee. You should refer to “General Information—Fees and selling concessions” and “General Information—Supplemental information regarding plan of distribution; conflicts of interest” in this pricing supplement for more information.

Investing in the notes involves risks. See “Risk Factors” beginning on page PS-2.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the notes or determined that the accompanying prospectus supplement and prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

YOU SHOULD READ THIS DOCUMENT TOGETHER WITH THE RELATED PROSPECTUS SUPPLEMENT AND PROSPECTUS, EACH OF WHICH CAN BE ACCESSED VIA THE FOLLOWING WEBSITE:

[Prospectus Supplement dated December 20, 2012 and Prospectus dated May 12, 2011](#)

THE NOTES ARE NOT BANK DEPOSITS OR SAVINGS ACCOUNTS, AND ARE NOT INSURED OR GUARANTEED BY THE FEDERAL DEPOSIT INSURANCE CORPORATION OR ANY OTHER FEDERAL AGENCY, AND ARE NOT OBLIGATIONS OF, OR GUARANTEED BY, A BANK.

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Risk Factors

The following is a non-exhaustive list of certain key risk factors for investors in the notes. For further discussion of these and other risk factors, see the section entitled "Risk Factors" in the accompanying prospectus supplement. We also urge you to consult your investment, legal, and tax advisers in connection with your investment in the notes.

- The notes may be redeemed at our option, which limits your ability to accrue interest over the full term of the notes.** We may redeem the notes in whole and not in part, on any interest payment date beginning five years after the date of issuance of the notes upon not less than 30 days' notice. In the event that we redeem the notes, you will receive the principal amount of your investment in the notes and any accrued and unpaid interest to the date on which the notes are redeemed. In this case, you will not have the opportunity to continue to accrue and be paid interest on the notes.
- Market interest rates at a particular time will affect our decision to redeem the notes.** It is more likely that we will redeem the notes on a date at a time when the interest rate on the notes is greater than that which we would pay on a comparable debt security of similar maturity comparable to the remaining term of the notes. Consequently, if we redeem the notes prior to their maturity, you may not be able to obtain a yield with a similar level of risk that yield as much interest as the notes.
- An investment in the notes may be more risky than an investment in notes with a shorter term.** The notes have a term of 10 years. We have the right to redeem the notes starting on February 15, 2018. By purchasing notes with a longer term, you will bear greater exposure to interest rate risk than if you purchased a note with a shorter term. In particular, you may be negatively affected if interest rates begin to rise, as the value of the notes will decrease and the interest rate on the notes may be less than the amount of interest you could earn on a note with a shorter term. In addition, if you tried to sell your notes at such time, the value of your notes in any secondary market may be adversely affected.
- The notes are subject to the credit risk of Citigroup Inc., and any actual or anticipated changes to its credit ratings or credit spreads may affect the value of the notes.** You are subject to the credit risk of Citigroup Inc. If we default on our obligations, your investment in the notes could lose some or all of your investment. As a result, the value of the notes will be affected by changes in the market's view of our creditworthiness. Any decline, or anticipated decline, in Citigroup Inc.'s credit ratings or increase, or anticipated increase, in the credit spreads on our debt, or Citigroup Inc. credit risk is likely to adversely affect the value of the notes.
- The notes will not be listed on any securities exchange and you may not be able to sell the notes prior to maturity.** The notes are not listed on any securities exchange. Therefore, there may be little or no secondary market for the notes.

Citigroup Global Markets Inc. ("Citigroup Global Markets") intends to make a secondary market in relation to the notes and to provide indicative bid prices on a daily basis. Any indicative bid prices provided by Citigroup Global Markets shall be determined in Citigroup Global Markets' sole discretion under prevailing market conditions, and shall not be a representation by Citigroup Global Markets that any instrument can be purchased or sold (in all).

Notwithstanding the above, Citigroup Global Markets may suspend or terminate making a market and providing indicative bids and for any reason. Consequently, there may be no market for the notes and investors should not assume that such a market must be prepared to hold the notes until the maturity date. Where a market does exist, to the extent that an investor wants to sell, the price may not be at a discount from the stated principal amount.

- Secondary market sales of the notes may result in a loss of principal.** You will be entitled to receive at least the full stated principal amount, subject to the credit risk of Citigroup Inc., only if you hold the notes to maturity or redemption. Because the value of the notes may decline, if you sell your notes prior to maturity or redemption, you may receive less than the stated principal amount of the notes.
- The inclusion of underwriting fees and projected profit from hedging in the issue price is likely to adversely affect the price of the notes.** Assuming no changes in market conditions or other relevant factors, the price, if any, at which Citigroup Global Markets may sell the notes in secondary market transactions will likely be lower than the public offering price since the public offering price of the notes includes underwriting fees and projected profit. Secondary market prices are likely to exclude, underwriting fees paid with respect to the notes, as well as the cost of hedging our obligations under the notes. Our pricing models include the projected profit that our affiliates may realize in consideration for assuming the risks inherent in managing the hedging of the notes. Secondary market prices for the notes are also likely to be reduced by the costs of unwinding the related hedging transactions. Our affiliates may engage in expected hedging activity even if the value of the notes declines. In addition, any secondary market prices for the notes may be lower than the pricing models used by Citigroup Global Markets, as a result of dealer discounts, mark-ups or other transaction costs.
- The price at which you will be able to sell your notes prior to maturity will depend on a number of factors and may be less than the amount you originally invest.** A number of factors will influence the value of the notes in the secondary market and the price at which any other potential buyer may be willing to purchase the notes in the secondary market, including: interest rates in the market at the time remaining to maturity of the notes, hedging activities by our affiliates, fees and projected hedging fees, expectations of when we will redeem the notes and any actual or anticipated changes in the credit ratings, financial condition

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and results of Citigroup Inc. As a result, the market value of the notes will vary and may be less than the issue price at any time and sale of the notes prior to maturity or redemption may result in a loss.

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General Information

U.S. federal income tax considerations:

The notes will be treated for U.S. federal income tax purposes as fixed rate debt instruments that are issued with

Both U.S. and non-U.S. persons considering an investment in the notes should read the discussion under “United States Federal Tax Considerations—Tax Consequences to U.S. Holders” and “United States Federal Tax Considerations—Tax Consequences to Non-U.S. Holders” in the accompanying prospectus supplement.

Trustee:

The Bank of New York Mellon (as trustee under an indenture dated March 15, 1987) will serve as trustee for the notes.

Use of proceeds and hedging:

The net proceeds received from the sale of the notes will be used for general corporate purposes and, in part, to repay debt outstanding under the notes through one or more of our affiliates.

Hedging activities related to the notes by one or more of our affiliates will likely involve trading in one or more instruments, including futures, and/or taking positions in any other available securities or instruments that we may wish to use in connection with the notes. Our affiliates may profit from this hedging activity, even if the value of the notes declines. Profit or loss from this hedging activity will be shared among our affiliates. Citigroup Inc.’s affiliate Citigroup Global Markets may be willing to purchase your notes in the secondary market. For more information regarding proceeds and hedging, see “Use of Proceeds and Hedging” in the accompanying prospectus.

ERISA and IRA purchase considerations:

Please refer to “Benefit Plan Investor Considerations” in the accompanying prospectus supplement for important information regarding ERISA and IRA purchase considerations for other benefit plans or whose underlying assets include assets of such plans.

Fees and selling concessions:

Citigroup Global Markets, an affiliate of Citigroup Inc. and the underwriter of the sale of the notes, is acting as principal in the offering of the notes. Citigroup Global Markets will receive up to \$20.00 from Citigroup Inc. for each note sold in this offering. The actual underwriting fee per note will be determined by the selected dealers, as described in this paragraph. Citigroup Global Markets will pay the Registered Representative a commission of \$20.00 from this underwriting fee for each note they sell. Selected dealers not affiliated with Citigroup Inc. may receive a concession of up to \$20.00 for each note they sell.

Additionally, it is possible that Citigroup Global Markets and its affiliates may profit from expected hedging activities related to the notes if the value of the notes declines. You should refer to “Risk Factors” above and the section “Use of Proceeds and Hedging” in the accompanying prospectus.

Selling concessions allowed to dealers in connection with the offering may be reclaimed by the underwriter if, and to the extent, the underwriter repurchases the notes distributed by such dealers.

Supplemental information regarding plan of distribution; conflicts of interest:

The terms and conditions set forth in the Global Selling Agency Agreement dated December 20, 2012 among Citigroup Inc. and Citigroup Global Markets, including Citigroup Global Markets, govern the sale and purchase of the notes.

Citigroup Global Markets, acting as principal, has agreed to purchase from Citigroup Inc., and Citigroup Inc. has agreed to sell to Citigroup Global Markets, up to \$3,000,000 aggregate stated principal amount of the notes (3,000 notes) for a minimum of \$980.00 per note. Citigroup Global Markets may sell some of the notes directly to the public at the public offering price of \$1,000.00 per note and some of the notes may be sold to the public at a price less than the public offering price, less a selling concession as described under “—Fees and selling concessions” above.

The notes will not be listed on any securities exchange.

In order to hedge its obligations under the notes, Citigroup Funding has entered into one or more swaps or other derivative contracts with Citigroup Inc. and its affiliates. You should refer to the section “General Information—Use of proceeds and hedging” in this pricing supplement and the section “Proceeds and Hedging” in the accompanying prospectus.

Citigroup Global Markets is an affiliate of Citigroup Inc. Accordingly, the offering of the notes will conform with the requirements of Rule 5121 of the Conduct Rules of the Financial Industry Regulatory Authority (FINRA) regarding the interest when distributing the securities of an affiliate set forth in Rule 5121 of the Conduct Rules of the Financial Industry Regulatory Authority (FINRA) accounts over which Citigroup Inc., its subsidiaries or affiliates of its subsidiaries have investment discretion and

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directly or indirectly, without the prior written consent of the client. See "Plan of Distribution; Conflicts of Interest" for more information.

Paying agent:

Citibank, N.A. will serve as paying agent and registrar and will also hold the global security representing the no Company ("DTC").

Contact:

Clients may contact their local brokerage representative. Third-party distributors may contact Citi Structured Inv

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We encourage you to also read the accompanying prospectus supplement and prospectus, which can be accessed via the hyperlinks in the pricing supplement, in connection with your investment in the notes.

Additional Information

We reserve the right to withdraw, cancel or modify any offering of the notes and to reject orders in whole or in part prior to their

Validity of the Notes

In the opinion of Davis Polk & Wardwell LLP, as special products counsel to Citigroup Inc., when the notes offered by this pricing supplement and issued by Citigroup Inc. and authenticated by the trustee pursuant to the indenture, and delivered against payment therefor, the obligations of Citigroup Inc., enforceable in accordance with their terms, subject to applicable bankruptcy, insolvency and similar laws generally, concepts of reasonableness and equitable principles of general applicability (including, without limitation, concepts of good faith and of bad faith), provided that such counsel expresses no opinion as to the effect of fraudulent conveyance, fraudulent transfer or similar laws, the conclusions expressed above. This opinion is given as of the date of this pricing supplement and is limited to the laws of the State of New York. The counsel expresses no opinion as to the application of state securities or Blue Sky laws to the notes.

In giving this opinion, Davis Polk & Wardwell LLP has assumed the legal conclusions expressed in the opinion set forth below of the General Counsel—Capital Markets of Citigroup Inc. In addition, this opinion is subject to the assumptions set forth in the letter of opinion dated January 17, 2013, which has been filed as an exhibit to a Current Report on Form 8-K filed by Citigroup Inc. on January 17, 2013, and which is authorized, executed and delivered by, and is a valid, binding and enforceable agreement of the trustee and that none of the terms of the delivery of the notes, nor the compliance by Citigroup Inc. with the terms of the notes, will result in a violation of any provision of the indenture binding upon Citigroup Inc. or any restriction imposed by any court or governmental body having jurisdiction over Citigroup Inc.

In the opinion of Michael J. Tarpley, Associate General Counsel—Capital Markets of Citigroup Inc., (i) the terms of the notes offered have been duly established under the indenture and the Board of Directors (or a duly authorized committee thereof) of Citigroup Inc. has duly authorized the sale of such notes and such authorization has not been modified or rescinded; (ii) Citigroup Inc. is validly existing and in good standing under Delaware law; (iii) the indenture has been duly authorized, executed, and delivered by Citigroup Inc.; and (iv) the execution and delivery of the notes offered by this pricing supplement by Citigroup Inc., and the performance by Citigroup Inc. of its obligations thereunder, do not contravene its certificate of incorporation or bylaws or other constitutive documents. This opinion is given as of the date of this pricing supplement to the General Corporation Law of the State of Delaware.

Michael J. Tarpley, or other internal attorneys with whom he has consulted, has examined and is familiar with originals, or copies in his possession, to his satisfaction, of such corporate records of Citigroup Inc., certificates or documents as he has deemed appropriate as a basis for his opinion. In such examination, he or such persons has assumed the legal capacity of all natural persons, the genuineness of all signatures (including those of Citigroup Inc.), the authenticity of all documents submitted to him or such persons as originals, the conformity to original documents of all copies submitted to him or such persons as certified or photostatic copies and the authenticity of the originals of such copies.

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We are responsible for the information contained or incorporated by reference in this pricing supplement and the accompanying prospectus supplement and prospectus and in any related free writing prospectus we prepare or authorize. We have not authorized anyone to give you any other information, and we take no responsibility for any other information that others may give you. You should not assume that the information contained or incorporated by reference in this pricing supplement or the accompanying prospectus supplement or prospectus is accurate as of any date other than the date on the front of the document. We are not making an offer of these securities in any state where the offer is not permitted.

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Citigroup Medium-Term Senior

Callable Fixed Rate
due February

(\$1,000 Stated Principal)

Pricing Supplement

February 12, 2013

(Including the Prospectus
December 20, 2012 and the
May 12, 2013)



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