

Citigroup Inc.

Callable Step-Up Coupon Notes due February 27, 2033

We have the right to redeem the notes on any interest payment date on or after February 27, 2018. From and including the original issue date to but excluding February 27, 2018, we will pay interest during each semi-annual interest period at a per annum rate equal to 3.50%. Unless redeemed by us, from and including February 27, 2018 to but excluding February 27, 2023, we will pay interest during each semi-annual interest period at a per annum rate equal to 4.00%. Unless redeemed by us, from and including February 27, 2023 to but excluding February 27, 2028, we will pay interest during each semi-annual interest period at a per annum rate equal to 4.50%. Unless redeemed by us, from and including February 27, 2028 to but excluding February 27, 2033, we will pay interest during each semi-annual interest period at a per annum rate equal to 5.50%.

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 and the general description of the notes with your investment in the notes. The description of the notes below supplements, and to the extent inconsistent with replaces, the description of the general description of the notes in the accompanying 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:	\$24,000,000
Pricing date:	February 22, 2013
Original issue date:	February 27, 2013
Maturity date:	February 27, 2033
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:	<u>From and including the original issue date to but excluding February 27, 2018:</u> <ul style="list-style-type: none"> · 3.50% <u>From and including February 27, 2018 to but excluding February 27, 2023, unless redeemed by us:</u> <ul style="list-style-type: none"> · 4.00% <u>From and including February 27, 2023 to but excluding February 27, 2028, unless redeemed by us:</u> <ul style="list-style-type: none"> · 4.50% <u>From and including February 27, 2028 to but excluding February 27, 2033, unless redeemed by us:</u> <ul style="list-style-type: none"> · 5.50%
Interest payment period:	Semi-annually
Interest payment dates:	The 27th day of each February and August, beginning on August 27, 2013, provided that if any such day is not a business day, the interest payment will be made on the next succeeding business day. No additional interest will accrue on that succeeding business day. Interest will be paid to the persons in whose names the notes are registered at the close of business on the business day preceding the interest payment date.

<http://www.oblible.com>

Day-count convention:

Redemption:

to as a regular record date, except that the interest payment due at maturity or upon earlier redemption will be the maturity date or earlier date of redemption, as applicable.

30/360

Beginning on February 27, 2018, we have the right to redeem the notes, in whole and not in part, on any redemptions of the principal amount of the notes plus accrued and unpaid interest to but excluding the date of such redemption. We will give you notice at least five business days before the redemption date specified in the notice.

Redemption dates:

Business day:

So long as the notes are represented by global securities and are held on behalf of The Depository Trust Company, notices and other notices will be given by delivery to DTC. If the notes are no longer represented by global securities and are held on behalf of other holders, notices and other notices will be published in a leading daily newspaper in New York City, which is expected to be the New York Times.

February 27, 2018 and each interest payment date thereafter

Any day that is not a Saturday or Sunday and that, in New York City, is not a day on which banking institutions in New York City are authorized by executive order to close

CUSIP:

ISIN:

Listing:

1730TORW1

US1730TORW17

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

Underwriter:

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

Underwriting fee and issue price:

Price to public

Underwriting fee⁽¹⁾

Per Note

\$1,000.00

\$22.50

Total

\$24,000,000

\$540,000

(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 of \$22.50 per note. Citigroup Global Markets Inc. will pay the Registered Representatives of Citigroup Global Markets Inc. a sales commission of \$22.50 from this underwriting fee for each note they sell. Citigroup Global Markets Inc. will receive a selling concession of \$22.50 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—Supplemental information—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 ACCESSIBLE AT THE FOLLOWING URL:

[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. You should read the risk factors below together with the risk factors reference in the accompanying prospectus, including our most recent Annual Report on Form 10-K and any subsequent Quarterly Reports on Form 10-Q. We legal, tax, accounting and other advisers in connection with your investment in the notes.

- n **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, payment date beginning five years after the date of issuance of the notes upon not less than five business days' notice. In the event that we redeem the notes, your investment in the notes and any accrued and unpaid interest to but excluding the date on which the notes are redeemed. In this case, you will not have received paid interest to the maturity date of the notes.
- n **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 prior to their maturity if the interest rate on the notes is greater than that which we would pay on a comparable debt security of Citigroup Inc. with a maturity comparable to the remaining term of the notes. If interest rates are high prior to their maturity, you may not be able to invest in other securities with a similar level of risk that yield as much interest as the notes.
- n **The step-up feature presents different investment considerations than fixed-rate notes.** Unless general market interest rates rise significantly, you will receive lower interest rates, which are applicable only after the first five years of the term of the notes, because the notes are likely to be redeemed prior to maturity if general market interest rates rise or fall during the term of the notes. When determining whether to invest in the notes, you should consider, among other things, the overall annual percentage yield and potential redemption dates as compared to other equivalent investment alternatives rather than the higher stated interest rates or any potential interest payments you could earn on other investments with a similar level of risk available at such time. If general market interest rates increase beyond the rates provided by the notes during the term of the notes, you and investors will be holding notes that bear interest at below-market rates.
- n **An investment in the notes may be more risky than an investment in notes with a shorter term.** The notes have a term of twenty years, subject to our redemption option on February 27, 2018. By purchasing notes with a longer term, you will bear greater exposure to fluctuations in interest rates than if you purchased a note with a shorter term. Interest rates may be negatively affected if interest rates begin to rise, because the likelihood that we will redeem your notes will decrease and the interest rate on the notes may decrease. You could earn on other investments with a similar level of risk available at such time. In addition, if you tried to sell your notes at such time, the value of your notes would also be adversely affected.
- n **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 adversely affect the value of the notes.** The notes are subject to the credit risk of Citigroup Inc. If we default on our obligations, your investment would be at risk and you could lose some or all of your investment. Your investment may be affected by changes in the market's view of Citigroup Inc.'s creditworthiness. Any decline, or anticipated decline, in Citigroup Inc.'s credit ratings or increase in credit spreads charged by the market for taking Citigroup Inc. credit risk is likely to adversely affect the value of the notes.
- n **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 will not be listed on any securities exchange and 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 an indicative bid price for the notes. The indicative bid price provided by Citigroup Global Markets shall be determined in Citigroup Global Markets' sole discretion, taking into account prevailing market conditions, and there may not be a secondary market for the notes. Citigroup Global Markets that any instrument can be purchased or sold at such prices (or at all).

Notwithstanding the above, Citigroup Global Markets may suspend or terminate making a market and providing indicative bid prices without notice, at any time. There may be no market for the notes and investors should not assume that such a market will exist. Accordingly, an investor must be prepared to hold the notes to maturity. If a secondary market does exist, to the extent that an investor wants to sell the notes, the price may, or may not, be at a discount from the stated principal amount.

- n **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 of your notes, but only if you hold the notes to maturity or redemption. Because the value of the notes may fluctuate, if you are able to sell your notes prior to maturity or redemption, you may receive less than the stated principal amount of the notes.

<http://www.sec.gov/Archives/edgar/data/831001>

- n **The inclusion of underwriting fees and projected profit from hedging in the issue price is likely to adversely affect secondary market prices.** As other relevant factors, the price, if any, at which Citigroup Global Markets may be willing to purchase the notes in secondary market transactions will likely be the public offering price of the notes includes, and secondary market prices are likely to exclude, underwriting fees paid with respect to the notes, as well as the cost of hedging. The cost of hedging includes the projected profit that our affiliates may realize in consideration for assuming the risks inherent in

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managing the hedging transactions. The secondary market prices for the notes are also likely to be reduced by the costs of unwinding the related hedging profit from the expected hedging activity even if the value of the notes declines. In addition, any secondary market prices for the notes may differ from value at Citigroup Global Markets, as a result of dealer discounts, mark-ups or other transaction costs.

- n The price at which you may be able to sell your notes prior to maturity will depend on a number of factors and may be substantially less than the issue price.** A number of factors will influence the value of the notes in the secondary market and the price at which Citigroup Global Markets or any other potential buyer may be able to purchase the notes in the secondary market, including: interest rates in the market and the volatility of those rates, the time remaining to maturity of the notes, hedging activities by Citigroup Global Markets, fees, expectations about whether we are likely to redeem the notes and any actual or anticipated changes in the credit ratings, financial condition and results of operations. The value of the notes will vary and may be less than the issue price at any time prior to maturity or redemption, and sale of the notes prior to maturity or redemption.

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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

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” in particular the sections entitled “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.

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 pay interest on 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 securities, 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 activity will be shared with Citigroup Inc.’s affiliate Citigroup Global Markets may be willing to purchase your notes in the secondary market. For more information regarding the use of 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 information regarding the purchase of the notes by ERISA or 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 a sales agent for the notes. Citigroup Global Markets will receive a fee of \$22.50 from Citigroup Inc. for each note sold in this offering. Citigroup Global Markets will pay the Registrar a sales commission of \$22.50 from this underwriting fee for each note they sell. Selected dealers may receive a selling concession of \$22.50 for each note they sell.

Additionally, it is possible that Citigroup Global Markets and its affiliates may profit from expected hedging activities 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 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. Global Markets, \$24,000,000 aggregate stated principal amount of the notes (24,000 notes) for \$977.50 per note. Citigroup Global Markets will 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 to investors, 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 Inc. has entered into one or more swaps or other derivatives with its affiliates. You should refer to the section “General Information—Use of proceeds and hedging” in this prospectus and “Use of 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 may be sold either directly or indirectly, without the prior written consent of the client. See “Plan of Distribution; Conflicts of Interest” in the accompanying prospectus.

<http://www.sec.gov/Archives/edgar/data/831001>

supplement for more information.

Paying agent:

Citibank, N.A. will serve as paying agent and registrar and will also hold the global security representing the Company ("DTC").

Contact:

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

We encourage you to also read the accompanying prospectus supplement and prospectus, which can be accessed via the hyperlink on the front page of this investment in the notes.

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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 issuance.

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 have been executed, authenticated by the trustee pursuant to the indenture, and delivered against payment therefor, such notes will be valid and binding obligations of Citigroup Inc., except subject to applicable bankruptcy, insolvency and similar laws affecting creditors' rights generally, concepts of reasonableness and equitable principles of general law (including concepts of good faith, fair dealing and the lack of bad faith), provided that such counsel expresses no opinion as to the effect of fraudulent conveyance, fraudulent law on 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, except 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 Michael J. Tarpley, Associate General Counsel of Citigroup Inc. In addition, this opinion is subject to the assumptions set forth in the letter of Davis Polk & Wardwell LLP dated January 17, 2013, which has been filed as an exhibit to the pricing supplement filed by Citigroup Inc. on January 17, 2013, that the indenture has been duly authorized, executed and delivered by, and is a valid, binding and enforceable agreement under the terms of the notes, nor the issuance and delivery of the notes, nor the compliance by Citigroup Inc. with the terms of the notes, will result in a violation of any provision 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 by this pricing supplement have been authorized by the indenture and the Board of Directors (or a duly authorized committee thereof) of Citigroup Inc. has duly authorized the issuance and sale of such notes and such authorization has not been rescinded; (ii) Citigroup Inc. is validly existing and in good standing under the laws of the State of Delaware; (iii) the indenture has been duly authorized, executed and delivered, and the execution and delivery of such indenture and of the notes offered by this pricing supplement by Citigroup Inc., and the performance by Citigroup Inc. of its obligations under the terms of the notes, 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 under the 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 certified or otherwise identified by Citigroup Inc., certificates or documents as he has deemed appropriate as a basis for the opinions expressed above. In such examination, he or such persons have examined the genuineness of all signatures (other than those of officers of Citigroup Inc.), the authenticity of all documents submitted to him or such persons as originals, or copies certified or otherwise identified by Citigroup Inc. of all documents submitted to him or such persons as certified or photostatic copies and the authenticity of the originals of such copies.

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 Step-Up Co
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