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CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Maximum aggregate offering price	An
Medium-Term Senior Notes, Series G	$4,363,000	

(1) Calculated in accordance with Rule 457(r) of the Securities Act.

(2) Pursuant to Rule 457(p) under the Securities Act, the $2,422,039.70 remaining of registration fees previously paid with respect to unsold Statement File No. 333-172554, filed on March 2, 2011 by Citigroup Funding Inc., a wholly owned subsidiary of Citigroup Inc., is being offset against the registration fee due for this offering and of which $2,421,477.75 remains available for future registration fee offset. No with respect to this offering.

Citigroup Inc.

Pr

Callable Fixed to Floating Rate Leveraged CMS Spread Range Accrual Notes Contingent on the S&P 50(

§ The notes offered by this pricing supplement will pay interest at a fixed rate of 13.00% per annum for the first year following issuance. Thereafter, subject to ou redemption, as described below, interest will accrue on the notes during each quarterly accrual period at the relevant contingent rate for that accrual period, **b** accrual period on which the accrual condition is satisfied. The accrual condition will be satisfied on an elapsed day if the closing level of the S&P 500® Index greater than or equal to the accrual barrier level specified below. The relevant contingent rate for any accrual period will be set on the second U.S. governmer of that accrual period and will be based on the 30-year constant maturity swap rate ("CMS30") *minus* the 2-year constant maturity swap rate ("CMS2"), subjec annum. The "modified CMS spread" is the CMS spread *minus* 0.25%. **Investors in the notes will be subject to risks associated with both the modifi and may be negatively affected by adverse movements in either regardless of the performance of the other.**

§ We have the right to call the notes for mandatory redemption on any coupon payment date after the first year of their term.

§ The notes are unsecured senior debt securities issued by Citigroup Inc. Investors in the notes must be willing to accept (i) an investment that may have limited any amount due under the notes if we default on our obligations. **All payments on the notes are subject to the credit risk of Citigroup Inc.**

KEY TERMS

Aggregate stated principal amount:	$4,363,000
Stated principal amount:	$1,000 per note
CMS spread:	On any CMS spread determination date, CMS30 *minus* CMS2, each as determined on that CMS spread determination date
Modified CMS spread:	The CMS spread *minus* 0.25%
Underlying index:	S&P 500® Index
Pricing date:	June 24, 2014
Issue date:	June 27, 2014
Maturity date:	Unless earlier redeemed, June 27, 2034
Payment at maturity:	Unless earlier redeemed, $1,000 per note *plus* the coupon payment due at maturity, if any
Coupon payments:	On each coupon payment date occurring during the first year following issuance of the notes, the notes will pay a fixed coupon spread or the level of the underlying index. On each coupon payment date after the first year, you will receive a coupon payme coupon rate for that coupon payment date. The variable coupon rate for any coupon payment date will be determined as follow

$$\text{relevant contingent rate per annum} \times \frac{\text{number of accrual days during the relate}}{\text{number of elapsed days during the relat}}$$

If the number of accrual days in a given accrual period is less than the number of elapsed days in that accrual peri related coupon payment date will be less than the full relevant contingent rate, and if there are no accrual days in a

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coupon rate for the related coupon payment date will be 0.00%.

Relevant contingent rate:	The relevant contingent rate for any coupon payment date after the first year following issuance of the notes means: 4.00 × the modified CMS spread (as of the CMS spread determination date for the related accrual period), subject 0.00% per annum and a maximum relevant contingent rate of 13.00% per annum. **If the CMS spread for any accrual period is less than or equal to 0.25%, the relevant contingent rate for that accrua receive any coupon payment on the related coupon payment date. The relevant contingent rate will in no event ex**
Coupon payment dates:	The 27th day of each March, June, September and December, beginning on September 27, 2014
Accrual period:	For each coupon payment date after the first year following issuance of the notes, the period from and including the immediate excluding such coupon payment date
CMS spread determination date:	For any accrual period commencing on or after June 27, 2015, the second U.S. government securities business day prior to th
Accrual day:	An elapsed day on which the accrual condition is satisfied
Elapsed day:	Calendar day
Accrual condition:	The accrual condition will be satisfied on an elapsed day if the closing level of the underlying index is greater than or equal to th See "Additional Information" on the next page.
Initial index level:	1,949.98, the closing level of the underlying index on the pricing date
Accrual barrier level:	1,364.986, 70.00% of the initial index level
Early redemption:	We have the right to redeem the notes, in whole and not in part, quarterly on any coupon payment date on or after June 27, 201 notice for an amount in cash equal to 100% of the stated principal amount of your notes *plus* the coupon payment due on the d
CUSIP / ISIN:	1730T0T58 / US1730T0T581
Listing:	The notes will not be listed on any securities exchange
Underwriter:	Citigroup Global Markets Inc. ("CGMI"), an affiliate of the issuer, acting as principal

Underwriting fee and issue price:	Issue price[(1)]	Underwriting fee[(2)]
Per note:	$1,000.00	$50.00
Total:	$4,363,000.00	$152,705.00

[(1)] On the date of this pricing supplement, the estimated value of the notes is $899.00 per note, which is less than the issue price. The estimated value of the notes is and our internal funding rate. It is not an indication of actual profit to CGMI or other of our affiliates, nor is it an indication of the price, if any, at which CGMI or any othe you at any time after issuance. See "Valuation of the Notes" in this pricing supplement.

[(2)] The underwriting fee is variable but will not exceed $50.00 per note. The per note proceeds to issuer above represent the minimum per note proceeds to Citigrou underwriting fee. The total underwriting fee and proceeds to issuer shown above gives effect to the actual amount of this variable underwriting fee. For more informa "Supplemental Plan of Distribution" in this pricing supplement. In addition to the underwriting fee, CGMI and its affiliates may profit from expected hedging activity re notes declines. See "Use of Proceeds and Hedging" in the accompanying prospectus.

Investing in the notes involves risks not associated with an investment in conventional debt securities. See "S beginning on page PS-4.

Neither the Securities and Exchange Commission (the "SEC") nor any state securities commission has approved or disapproved of the notes or det the accompanying product supplement, underlying supplement, prospectus supplement and prospectus is truthful or complete. Any representation ***should read this pricing supplement together with the following documents, which can be accessed via the following hyperlinks:***

Product Supplement No. IE-06-02 dated November 13, 2013 Underlying Supplement No. 3 date

Prospectus Supplement and Prospectus each dated November 13, 2013

The notes are not bank deposits and are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other governmental a guaranteed by, a bank.

Additional Information

General. The terms of the notes are set forth in the accompanying product supplement, prospectus supplement and prospectus
supplement. The accompanying product supplement, prospectus supplement and prospectus contain important disclosures that a
supplement. For example, certain events may occur that could affect the amount of any variable quarterly coupon payment you r
consequences are described in the accompanying product supplement in the sections “Description of the Notes—Terms Related
Discontinuance or Material Modification of the Underlying Index” not in this pricing supplement. The accompanying underlying sup
disclosures regarding the underlying index that are not repeated in this pricing supplement. It is important that you read the acco
underlying supplement, prospectus supplement and prospectus together with this pricing supplement in connection with your inve
used but not defined in this pricing supplement are defined in the accompanying product supplement.

Additional terms relating to the accrual condition. For purposes of determining whether the accrual condition is satisfied on a
of the underlying index is not available for any reason on that day (including weekends and holidays), the closing level of the unde
the same as on the immediately preceding elapsed day. In addition, for all elapsed days from and including the fourth-to-last sch
period to and including the last elapsed day of that accrual period, the closing level of the underlying index will not be observed a
as on the elapsed day immediately preceding such unobserved days.

Hypothetical Examples

The sections below provide examples of how the coupon payments on the notes will be determined. The first section, “—Determ
Contingent Rate,” provides a limited number of hypothetical examples of how the relevant contingent rate for any accrual period
hypothetical CMS spread values, as determined on the second U.S. government securities business day prior to the beginning of
second section, “—Determining the Hypothetical Coupon Payments,” provides a limited number of hypothetical examples of how
will be determined based on a limited number of hypothetical relevant contingent interest rates and a limited number of hypotheti
hypothetical accrual period. The figures below have been rounded for ease of analysis.

Determining the Hypothetical Relevant Contingent Rate

The table below presents examples of hypothetical relevant contingent rates based on various hypothetical CMS spread values.

Example	Hypothetical CMS Spread*	Hypothetical Modified CMS Spread**	Hypothetica
1	-0.40%	-0.65%	
2	-0.20%	-0.45%	

3	0.00%	-0.25%	
4	0.20%	-0.05%	
5	0.25%	0.00%	
6	0.40%	0.15%	
7	0.60%	0.35%	
8	0.80%	0.55%	
9	1.00%	0.75%	
10	1.20%	0.95%	
11	1.40%	1.15%	
12	1.60%	1.35%	
13	1.80%	1.55%	
14	2.00%	1.75%	
15	2.20%	1.95%	
16	2.40%	2.15%	
17	2.60%	2.35%	
18	2.80%	2.55%	
19	3.00%	2.75%	
20	3.20%	2.95%	
21	3.40%	3.15%	
22	3.50%	3.25%	
23	3.60%	3.35%	

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24	3.80%	3.55%	
25	4.00%	3.75%	

* Hypothetical CMS spread = (CMS30 – CMS2), where CMS30 and CMS2 are determined on the second U.S. government secu
beginning of the applicable accrual period.

** Hypothetical modified CMS spread = hypothetical CMS spread – 0.25%

*** Hypothetical relevant contingent rate per annum for the accrual period = the greater of (i) 4.00 × (CMS spread – 0.25%) and
relevant contingent rate of 13.00% per annum.

Determining the Hypothetical Coupon Payments

The tables below present examples of the hypothetical variable coupon rate and hypothetical variable quarterly coupon payments
issuance of the notes based on the number of accrual days in a particular accrual period and different assumptions about the mo
purposes only, the table assumes an accrual period that contains 90 elapsed days and that the notes have not previously been re
payment for any coupon payment date after the first year will depend on the actual number of accrual days and elapsed days du
the actual modified CMS spread on the CMS spread determination date for that accrual period. The variable coupon rate for ea
that accrual period.

Assuming the modified CMS spread is 0.35% on the applicable CMS spread determination

Hypothetical Number of Accrual Days in Accrual Period*	Hypothetical Relevant Contingent Rate per Annum**	Hypothetical Variable Coupon Rate per Annum***	
0	1.40%	0.00%	
15	1.40%	0.23%	
30	1.40%	0.47%	
45	1.40%	0.70%	
60	1.40%	0.93%	
75	1.40%	1.17%	

90	1.40%	1.40%

Assuming the modified CMS spread is 3.55% on the applicable CMS spread determination

Hypothetical Number of Accrual Days in Accrual Period*	Hypothetical Relevant Contingent Rate per Annum**	Hypothetical Variable Coupon Rate per Annum***
0	13.00%	0.00%
15	13.00%	2.17%
30	13.00%	4.33%
45	13.00%	6.50%
60	13.00%	8.67%
75	13.00%	10.83%
90	13.00%	13.00%

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Assuming the modified CMS spread is 0.00% on the applicable CMS spread determination

Hypothetical Number of Accrual Days in Accrual Period*	Hypothetical Relevant Contingent Rate per Annum**	Hypothetical Variable Coupon Rate per Annum***
0	0.00%	0.00%
15	0.00%	0.00%
30	0.00%	0.00%
45	0.00%	0.00%
60	0.00%	0.00%
75	0.00%	0.00%
90	0.00%	0.00%

* An accrual day is an elapsed day on which the accrual condition is satisfied (i.e., on which the closing level of the underlying inc
accrual barrier level)

** The hypothetical relevant contingent rate is equal to the greater of (i) 4.00 × (CMS spread – 0.25%) and (ii) 0.00% per annum
relevant contingent rate of 13.00% per annum

*** The hypothetical variable coupon rate per annum is equal to (i) the hypothetical relevant contingent rate per annum *multiplied*
number of accrual days in the related accrual period *divided by* (b) 90

**** The hypothetical variable quarterly coupon payment per note is equal to (i) $1,000 *multiplied by* the hypothetical variable co
(ii) 4

Summary Risk Factors

An investment in the notes is significantly riskier than an investment in conventional debt securities. The notes are subject to all c
investment in our conventional debt securities, including the risk that we may default on our obligations under the notes, and are a
both the modified CMS spread and the underlying index. Accordingly, the notes are suitable only for investors who are capable c
and risks of the notes. You should consult your own financial, tax and legal advisers as to the risks of an investment in the notes
light of your particular circumstances.

The following is a summary of certain key risk factors for investors in the notes. You should read this summary together with the
relating to an investment in the notes contained in the section "Risk Factors Relating to the Notes" beginning on page EA-6 in the

and the description of risks relating to the underlying index contained in the section "Risk Factors" beginning on page 1 in the acc
supplement. You should also carefully read the risk factors included in the documents incorporated by reference in the accompa
recent Annual Report on Form 10-K and any subsequent Quarterly Reports on Form 10-Q, which describe risks relating to our b

§ **The notes offer a variable coupon rate after the first year following issuance, and you may not receive any coupon payment dates.** Any variable coupon payment you receive will be paid at a per annum rate equal to the relevant contingent payment date only if the accrual condition is satisfied on each elapsed day during the related accrual period. The accrual co elapsed day if the closing level of the underlying index on that elapsed day is greater than or equal to the accrual barrier leve accrual period, the accrual condition is not satisfied, the applicable variable coupon payment will be paid at a rate that is less than the relevant contingent rate. If, on each elapsed day during an accrual period, the accrual condition is not satisfied, no made on the related coupon payment date. Accordingly, there can be no assurance that you will receive a variable coupon p date or that any variable coupon payment you do receive will be calculated at the full relevant contingent rate. Furthermore, rate is itself a floating rate determined by reference to the CMS spread, the notes are subject to an additional contingency a spread. The relevant contingent rate will vary based on fluctuations in the CMS spread. If the CMS spread narrows, the rel reduced. The relevant contingent rate may be as low as zero for any coupon payment date. If the relevant contingent rate i date, you will not receive any variable coupon payment on that coupon payment date even if the accrual condition is satisfied accrual period. Thus, the notes are not a suitable investment for investors who require regular fixed income payments.

§ **Although the notes provide for the repayment of the stated principal amount at maturity, you may nevertheless suf the notes, in real value terms, if you receive below-market or no variable coupon payments after the first year of th** because inflation may cause the real value of the stated principal amount to be less at maturity than it is at the time you inves notes represents a forgone opportunity to invest in an alternative asset that does generate a positive real return. You should investment that

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may not provide for any return on your investment, or may provide a return that is lower than the return on alternative investr

- **The relevant contingent rate may decline, possibly to 0.00%, if short-term interest rates rise.** Although there is no sin spreads, CMS spreads have historically tended to fall when short-term interest rates rise. Short-term interest rates have his monetary policy of the Federal Reserve Board. Accordingly, one significant risk assumed by investors in the notes is that th pursue a policy of raising short-term interest rates, which, if historical patterns hold, would lead to a decrease in the CMS sp contingent rate would be reduced, and may be 0.00%, and the floating rate payable on the notes would also decline significa important to understand, however, that short-term interest rates are affected by many factors and may increase even in the Board policy to increase short-term interest rates. Furthermore, it is important to understand that the CMS spread may dec increase in short-term interest rates because it, too, is influenced by many complex factors.

- **The relevant contingent rate on the notes may be lower than other market interest rates.** The relevant contingent rat move in line with general U.S. market interest rates or even CMS rates and, in fact, may move inversely with general U.S. m there is a general increase in CMS rates but shorter-term rates rise more than longer-term rates, the CMS spread will decre rate. Accordingly, the notes are not appropriate for investors who seek floating interest payments based on general market

- **The CMS spread applicable to any accrual period will be reduced by 0.25%.** When determining the relevant contingent the value of the CMS spread on the relevant CMS spread determination date to determine the modified CMS spread. Becau multiplied by 4 in order to determine the relevant contingent rate (subject to the maximum relevant contingent rate), the 0.25' reduces the relevant contingent rate by a full 1.00%.

- **The higher potential yield offered by the notes is associated with greater risk that the notes will pay a low or no co payment dates.** After the first year following issuance of the notes, the notes offer variable coupon payments with the poter the yield on our conventional debt securities of the same maturity. You should understand that, in exchange for this potential to significantly greater risks than investors in our conventional debt securities. These risks include the risk that the variable c will result in a yield on the notes that is lower, and perhaps significantly lower, than the yield on our conventional debt securiti volatility of the CMS spread and the underlying index are important factors affecting this risk. Greater expected volatility of t underlying index as of the pricing date may contribute to the higher yield potential, but would also represent a greater expect that, after the first year, you will receive low or no coupon payments on the notes.

- **The notes are subject to risks associated with both the CMS spread and the underlying index and may be negative movements in either regardless of the performance of the other.** The amount of any variable coupon payments you rec of both the CMS spread and the underlying index. If the CMS spread is low, causing the relevant contingent rate to be low c no coupon even if the closing level of the underlying index is consistently greater than the accrual barrier level. Conversely, e causing the relevant contingent rate to be high, the notes will pay no coupon if the closing level of the underlying index is cons level. Accordingly, you will be subject to risks associated with both the CMS spread and the underlying index, and your returr significantly on the relationship between such risks over the term of the notes.

- **The notes may be called for mandatory redemption at our option after the first year of their term, which limits your payments if the CMS spread and underlying index perform favorably.** In determining whether to redeem the notes, we including then current market interest rates and our expectations about payments we will be required to make on the notes i mandatory redemption, we will do so at a time that is advantageous to us and without regard to your interests. We are mor time when the CMS spread and underlying index are performing favorably from your perspective and when we expect them although the notes offer variable coupon payments after the first year following issuance of the notes with the potential to re our conventional debt securities of the same maturity, if the notes are paying that higher rate and we expect them to continu would redeem the notes. Accordingly, the redemption feature of the notes is likely to limit the benefits you receive from the exercise our redemption right prior to maturity, you may not be able to reinvest your funds in another investment that provide of risk.

- **The notes are subject to the credit risk of Citigroup Inc.** If we default on our obligations under the notes, you may not r the notes.

- **The notes will not be listed on a securities exchange and you may not be able to sell them prior to maturity.** The no securities exchange. Therefore, there may be little or no secondary market for the notes. CGMI currently intends to make a notes and to provide an indicative bid price for the notes on a daily basis. Any indicative bid price for the notes provided by C sole discretion, taking into account prevailing market conditions and other relevant factors, and will not be a representation b at that price, or at

all. CGMI may suspend or terminate making a market and providing indicative bid prices without notice, at any time and for terminates making a market, there may be no secondary market at all for the notes because it is likely that CGMI will be the buy your notes prior to maturity. Accordingly, an investor must be prepared to hold the notes until maturity.

- **Sale of the notes prior to maturity may result in a loss of principal.** You will be entitled to receive at least the full stated subject to the credit risk of Citigroup Inc., only if you hold the notes to maturity. The value of the notes may fluctuate during t able to sell your notes prior to maturity, you may receive less than the full stated principal amount of your notes.

- **The notes may be riskier than notes with a shorter term.** The notes have a 20-year term, subject to our right to call the after the first year of the term of the notes. By purchasing notes with a longer term, you are more exposed to fluctuations in markets than if you purchased notes with a shorter term. Specifically, after the first year following issuance of the notes, yo CMS spread decreases or if the closing level of the underlying index falls below the accrual barrier level. If either (i) the mod value that is less than 0.00% per annum or (ii) the closing level of the underlying index is less than the accrual barrier level or period, you will be holding a long-dated security that does not pay any coupon.

- **The estimated value of the notes on the pricing date, based on CGMI's proprietary pricing models and our internal issue price.** The difference is attributable to certain costs associated with selling, structuring and hedging the notes that are costs include (i) the selling concessions paid in connection with the offering of the notes, (ii) hedging and other costs incurred connection with the offering of the notes and (iii) the expected profit (which may be more or less than actual profit) to CGMI connection with hedging our obligations under the notes. These costs adversely affect the economic terms of the notes beca economic terms of the notes would be more favorable to you. The economic terms of the notes are also likely to be advers internal funding rate, rather than our secondary market rate, to price the notes. See "The estimated value of the notes woul based on our secondary market rate" below.

- **The estimated value of the notes was determined for us by our affiliate using proprietary pricing models.** CGMI de on the cover page of this pricing supplement from its proprietary pricing models. In doing so, it may have made discretionary models, such as the volatility of the underlying index and the CMS spread, the correlation between the underlying index and t the stocks that constitute the underlying index and interest rates. CGMI's views on these inputs may differ from your or othe this offering, CGMI's interests may conflict with yours. Both the models and the inputs to the models may prove to be wrong reflection of the value of the notes. Moreover, the estimated value of the notes set forth on the cover page of this pricing su that we or our affiliates may determine for the notes for other purposes, including for accounting purposes. You should not i estimated value of the notes. Instead, you should be willing to hold the notes to maturity irrespective of the initial estimated v

- **The estimated value of the notes would be lower if it were calculated based on our secondary market rate.** The esti this pricing supplement is calculated based on our internal funding rate, which is the rate at which we are willing to borrow fu notes. Our internal funding rate is generally lower than the market rate implied by traded instruments referencing our debt o for those debt obligations, which we refer to as our secondary market rate. If the estimated value included in this pricing su

secondary market rate, rather than our internal funding rate, it would likely be lower. We determine our internal funding rate associated with the notes, which are generally higher than the costs associated with conventional debt securities, and our liq internal funding rate is not the same as the coupon that is payable on the notes.

- **The estimated value of the notes is not an indication of the price, if any, at which CGMI or any other person may be you in the secondary market.** Any such secondary market price will fluctuate over the term of the notes based on the mar the next risk factor. Moreover, unlike the estimated value included in this pricing supplement, any value of the notes determin market transaction will be based on our secondary market rate, which will likely result in a lower value for the notes than if o used. In addition, any secondary market price for the notes will be reduced by a bid-ask spread, which may vary depending amount of the notes to be purchased in the secondary market transaction, and the expected cost of unwinding related hedgi likely that any secondary market price for the notes will be less than the issue price.

- **The value of the notes prior to maturity will fluctuate based on many unpredictable factors.** The value of your notes p on the level and volatility of the underlying index and the CMS spread and a number of other factors, including the dividend yi the underlying index, expectations of future values of CMS30 and CMS2, the level of general market interest rates, the posit the CMS spread and the underlying index, the time remaining to maturity of the notes and our creditworthiness, as reflected should understand that the value of your notes at any time prior to maturity may be significantly less than the issue price.

- **Immediately following issuance, any secondary market bid price provided by CGMI, and the value that will be indica statements prepared by CGMI or its affiliates, will reflect a temporary upward adjustment.** The

amount of this temporary upward adjustment will steadily decline to zero over the temporary adjustment period. See "Valuat
supplement.

§ **The manner in which CMS rates are calculated may change in the future.** The method by which CMS30 and CMS2 are
future, as a result of governmental actions, actions by the publisher of CMS30 and CMS2 or otherwise. We cannot predict w
CMS30 or CMS2 is calculated will change or what the impact of any such change might be. Any such change could affect th
that has a significant adverse effect on the notes.

§ **One of our affiliates participates in the determination of CMS30 and CMS2.** CMS rates are determined based on a poll
selected by the International Swaps and Derivatives Association, Inc. One of our affiliates is a participant in the poll that det
participation in that poll may have an effect on CMS30 and CMS2. Any such effect on CMS30 and CMS2 may adversely aff
participating in that poll, our affiliate has no obligation to consider your interests as an investor in the notes.

§ **Our offering of the notes is not a recommendation of the CMS spread or the underlying index.** The fact that we are
that we believe that investing in an instrument linked to the CMS spread and the underlying index is likely to achieve favorabl
a global financial institution, our affiliates may have positions (including short positions) in the stocks that constitute the under
to the CMS spread or the underlying index or the stocks that constitute the underlying index, and may publish research or ex
inconsistent with an investment linked to the CMS spread and the underlying index. These and other activities of our affiliate
level of the underlying index in a way that has a negative impact on your interests as a holder of the notes.

§ **Investing in the notes is not equivalent to investing in the underlying index or the stocks that constitute the underl**
rights, rights to receive dividends or other distributions or any other rights with respect to the stocks that constitute the under
in any appreciation of the underlying index over the term of the notes.

§ **Adjustments to the underlying index may affect the value of your notes.** S&P Dow Jones Indices LLC (the "underlying
substitute the stocks that constitute the underlying index or make other methodological changes that could affect the level of
index publisher may discontinue or suspend calculation or publication of the underlying index at any time without regard to yo

§ **The level of the underlying index may be adversely affected by our or our affiliates' hedging and other trading acti**
obligations under the notes through CGMI or other of our affiliates, who may take positions directly in the stocks that constit
financial instruments related to the underlying index or such stocks. Our affiliates also trade the stocks that constitute the un
instruments related to the underlying index or such stocks on a regular basis (taking long or short positions or both), for their
their management or to facilitate transactions on behalf of customers. These activities could affect the level of the underlying
affects the value of the notes. They could also result in substantial returns for us or our affiliates while the value of the notes

§ **We and our affiliates may have economic interests that are adverse to yours as a result of our affiliates' business a**

currently or from time to time engage in business with the issuers of the stocks that constitute the underlying index, including investments in or providing advisory services to such issuers. In the course of this business, we or our affiliates may acquire issuers, which we will not disclose to you. Moreover, if any of our affiliates is or becomes a creditor of any such issuer, they such issuer that are available to them without regard to your interests.

§ **The calculation agent, which is an affiliate of ours, will make important determinations with respect to the notes.** If discontinuance of the underlying index or the unavailability of CMS30 or CMS2, CGMI, as calculation agent, will be required that could significantly affect any coupon payment you receive. In making these judgments, the calculation agent's interests adverse to your interests as a holder of the notes.

Information About the CMS Spread

The variable coupon payments on the notes are based in part on the CMS spread, which means the difference, or spread, betw
("CMS") rates of different maturities—CMS30 and CMS2. A CMS rate of a given maturity is, at any time, a market rate for the
for-floating U.S. dollar interest rate swap entered into at that time with that maturity. The relationship between CMS rates of diffe
a curve on a graph that plots maturities on the x-axis and the applicable CMS rate on the y-axis. The relevant contingent rate wi
steepness of this CMS rate curve. If the CMS rate curve steepens, such that the difference between CMS30 and CMS2 becom
rate will generally increase, subject to the maximum relevant contingent rate. Conversely, if the CMS rate curve flattens or beco
difference between CMS30 and CMS2 becomes smaller or negative, the relevant contingent rate will generally decrease, possib

Many complex economic factors may influence CMS rates and the spread between CMS rates of different maturities. According
future performance of any CMS rate or the spread between CMS rates of different maturities. You should not purchase the note
willing to accept the significant risks associated with exposure to future changes in the CMS spread.

Determination of CMS30 and CMS2

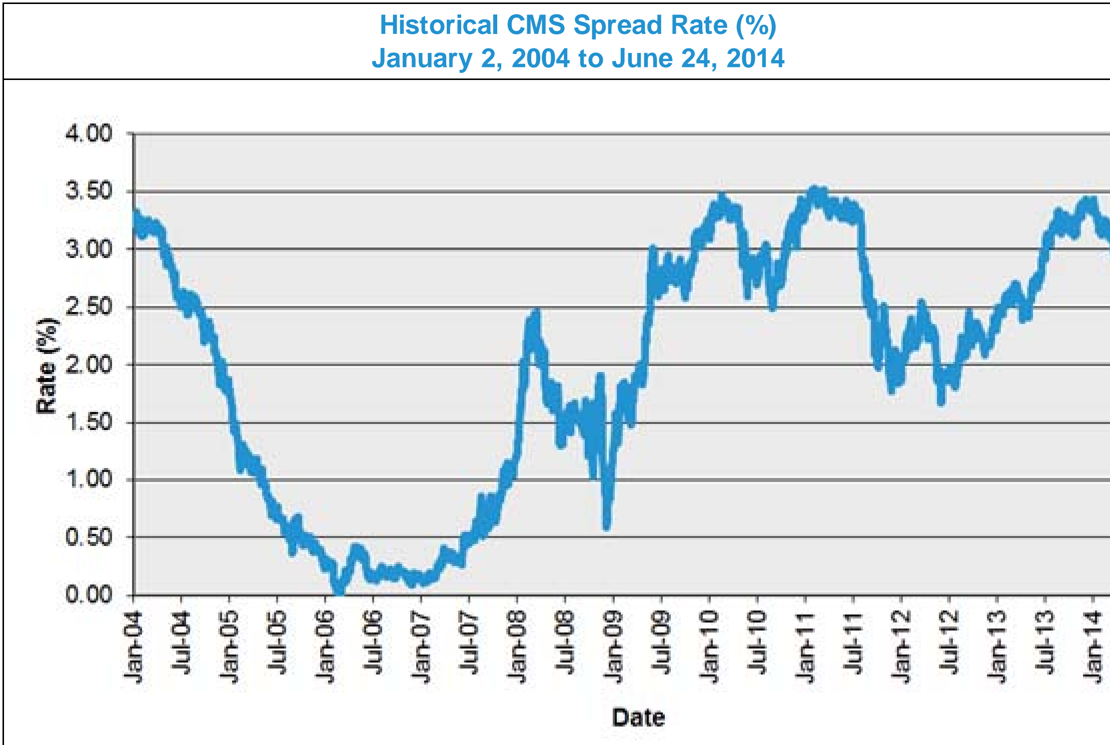
A specified CMS rate on any date of determination is the rate for U.S. dollar interest rate swaps with the applicable designated
"ISDAFIX1" (or any successor page as determined by the calculation agent) as of 11:00 a.m. (New York City time) on that date
maturity" of a specified CMS rate is the time period specified with respect to that specified CMS rate. The "designated maturity"
and 2 years, respectively. If a rate for CMS30 or CMS2 is not published on Reuters page "ISDAFIX1" (or any successor page a
agent) on any U.S. government securities business day on which the rate for CMS30 and CMS2 is required, then the calculation
rate on the basis of the mid-market semi-annual swap rate quotations to the calculation agent provided by five leading swap dea
market (the "reference banks") at approximately 11:00 a.m., New York City time, on such day, and, for this purpose, the mid-ma
the mean of the bid and offered rates for the semi-annual fixed leg, calculated on a 30/360 day count basis, of a fixed-for-floatin
transaction with a 30-year or 2-year maturity, as applicable, commencing on such day and in a representative amount with an ac
the swap market, where the floating leg, calculated on an actual/360 day count basis, is equivalent to U.S. Dollar LIBOR with a
months. The calculation agent will request the principal New York City office of each of the reference banks to provide a quotati
quotations are provided, the rate for that day will be the arithmetic mean of the quotations, eliminating the highest quotation (or, i
highest) and the lowest quotation (or, in the event of equality, one of the lowest). If fewer than three quotations are provided as
be determined by the calculation agent in good faith and using its reasonable judgment.

A "U.S. government securities business day" means any day that is not a Saturday, a Sunday or a day on which The Securities I
Association's U.S. holiday schedule recommends that the fixed income departments of its members be closed for the entire day
government securities.

Historical Information

The CMS spread at 11:00 a.m. (New York time) on June 24, 2014 was 2.759%. The graph below shows the daily values of the value was available from January 2, 2004 to June 24, 2014, without giving effect to the 0.25% deduction reflected in the calculat spread. We obtained the values below from Bloomberg L.P., without independent verification. You should not take the historical indication of the future values of the CMS spread during the term of the notes.

June 2014



Historical CMS Spread Rate (%)
January 2, 2004 to June 24, 2014
4.00
3.50
3.00
2.50
2.00
1.50
1.00
0.50
0.00
Rate (%)
Jan-04
Jul-04
Jan-05
Jul-05
Jan-06
Jul-06
Jan-07
Jul-07
Jan-08
Jul-08
Jan-09
Jul-09
Jan-10
Jul-10
Jan-11
Jul-11
Jan-12
Jul-12
Jan-13
Jul-13
Jan-14
Date

Information About the Underlying Index

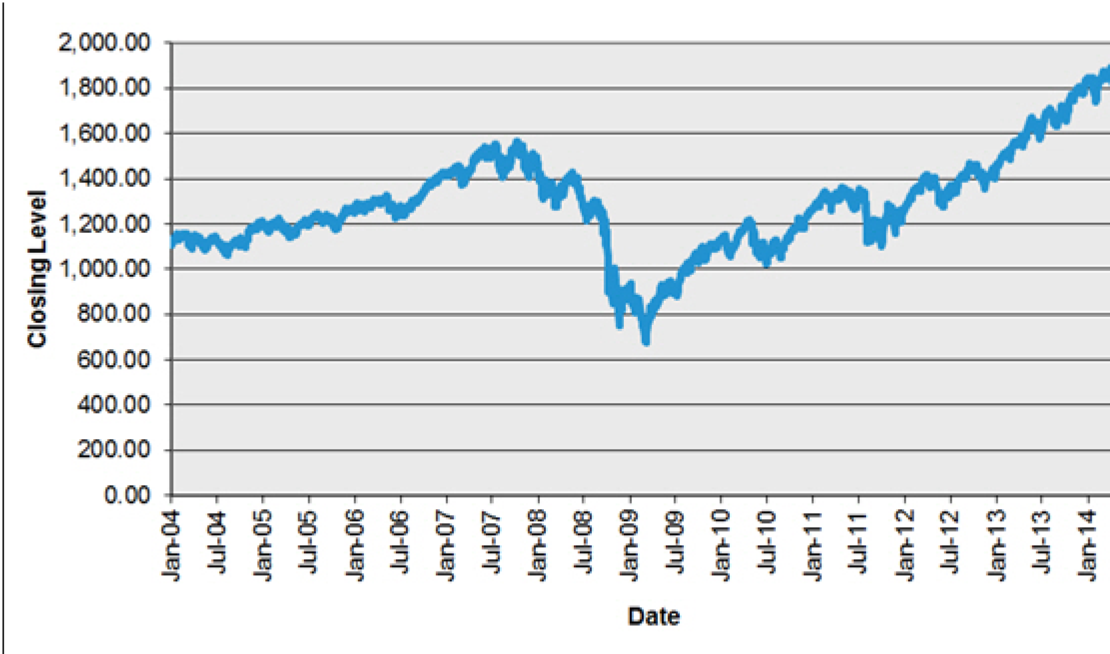
The S&P 500® Index consists of 500 common stocks selected to provide a performance benchmark for the large capitalization s
It is calculated and maintained by S&P Dow Jones Indices LLC. The S&P 500® Index is reported by Bloomberg L.P. under the tic

"Standard & Poor's," "S&P" and "S&P 500®" are trademarks of Standard & Poor's Financial Services LLC and have been license
affiliates. For more information, see "Equity Index Descriptions—S&P 500® Index—License Agreement" in the accompanying und
the sections "Risk Factors" and "Equity Index Descriptions—S&P 500® Index" in the accompanying underlying supplement for imp
underlying index, including certain risks that are associated with an investment linked to the underlying index.

Historical Information

The closing level of the underlying index on June 24, 2014 was 1,949.98. The graph below shows the closing level of the underly
was available from January 2, 2004 to June 24, 2014. We obtained the closing levels from Bloomberg L.P., without independent
historical closing levels of the underlying index as an indication of future performance.

S&P 500® Index — Historical Closing Levels
January 2, 2004 to June 24, 2014



2,000.00
1,800.00
1,600.00
1,400.00
1,200.00
1,000.00
800.00
600.00
400.00
200.00
0.00
Closing Level
Jan-04
Jul-04
Jan-05
Jul-05
Jan-06
Jul-06
Jan-07
Jul-07
Jan-08
Jul-08
Jan-09
Jul-09
Jan-10
Jul-10
Jan-11
Jul-11
Jan-12
Jul-12
Jan-13
Jul-13
Jan-14
Date

http://www.sec.gov/Archives/edgar/data/831001/(

United States Federal Tax Considerations

In the opinion of our tax counsel, Davis Polk & Wardwell LLP, based on current market conditions, the notes should be treated as instruments" for U.S. federal income tax purposes, as described in the section of the accompanying prospectus supplement calle Considerations—Tax Consequences to U.S. Holders—Notes Treated as Contingent Payment Debt Instruments," and the remaini treatment is respected.

If you are a U.S. Holder, you will be required to recognize interest income at the "comparable yield," which generally is the yield a debt instrument with terms similar to those of the notes, including the level of subordination, term, timing of payments and genera any adjustments for the riskiness of the contingencies or the liquidity of the notes. We are required to construct a "projected pay notes representing a payment or a series of payments the amount and timing of which would produce a yield to maturity on the n yield. The amount of interest you include in income in each taxable year based on the comparable yield will be adjusted upward difference, if any, between the actual and projected payments on the notes as determined under the projected payment schedule

Although it is not entirely clear how the comparable yield and projected payment schedule must be determined when a debt instr issuer prior to maturity, we have determined that the comparable yield for a note is a rate of 4.380%, compounded quarterly, and schedule with respect to a note consists of the following payments:

September 27, 2014	$32.500	September 27, 2019	$10.634	September 27, 2024	$8.196	Sept
December 27, 2014	$32.500	December 27, 2019	$10.546	December 27, 2024	$8.114	Dece
March 27, 2015	$32.500	March 27, 2020	$10.294	March 27, 2025	$8.032	Marc
June 27, 2015	$32.500	June 27, 2020	$10.135	June 27, 2025	$7.950	June
September 27, 2015	$15.496	September 27, 2020	$9.976	September 27, 2025	$7.868	Sept
December 27, 2015	$15.382	December 27, 2020	$9.890	December 27, 2025	$7.786	Dece
March 27, 2016	$14.566	March 27, 2021	$9.696	March 27, 2026	$7.704	Marc
June 27, 2016	$14.090	June 27, 2021	$9.568	June 27, 2026	$7.622	June
September 27, 2016	$13.652	September 27, 2021	$9.440	September 27, 2026	$7.540	Sept
December 27, 2016	$13.548	December 27, 2021	$9.356	December 27, 2026	$7.458	Dece
March 27, 2017	$12.931	March 27, 2022	$9.214	March 27, 2027	$7.376	Marc
June 27, 2017	$12.623	June 27, 2022	$9.104	June 27, 2027	$7.294	June
September 27, 2017	$12.330	September 27, 2022	$8.990	September 27, 2027	$7.212	Sept
December 27, 2017	$12.234	December 27, 2022	$8.907	December 27, 2027	$7.130	Dece
March 27, 2018	$11.832	March 27, 2023	$8.773	March 27, 2028	$7.048	Marc
June 27, 2018	$11.607	June 27, 2023	$8.670	June 27, 2028	$6.966	June

September 27, 2018	$11.396	September 27, 2023	$8.558	September 27, 2028	$6.884	Sept
December 27, 2018	$11.304	December 27, 2023	$8.476	December 27, 2028	$6.802	Dece
March 27, 2019	$11.003	March 27, 2024	$8.360	March 27, 2029	$6.720	Marc
June 27, 2019	$10.821	June 27, 2024	$8.278	June 27, 2029	$6.638	June

Neither the comparable yield nor the projected payment schedule constitutes a representation by us regarding the actu the notes.

Upon the sale or exchange of the notes (including retirement upon early redemption or at maturity), you generally will recognize g between the proceeds received and your adjusted tax basis in the notes. Your adjusted tax basis will equal your purchase price income previously included on the notes (without regard to the adjustments described above) and decreased by prior payments a schedule. Any gain generally will be treated as

ordinary income, and any loss will be treated as ordinary loss to the extent of prior net interest inclusions on the note and as cap

If you are a Non-U.S. Holder of Notes, you generally will not be subject to U.S. federal withholding or income tax in respect of an
provided that (i) income in respect of the notes is not effectively connected with your conduct of a trade or business in the Unitec
applicable certification requirements. See "United States Federal Tax Considerations—Tax Consequences to Non-U.S. Holders"
supplement for a more detailed discussion of the rules applicable to Non-U.S. Holders of the Notes.

You should read the section entitled "United States Federal Tax Considerations" in the accompanying prospectus supp discussion, when read in combination with that section, constitutes the full opinion of Davis Polk & Wardwell LLP rega consequences of owning and disposing of the notes.

You should also consult your tax adviser regarding all aspects of the U.S. federal tax consequences of an investment i consequences arising under the laws of any state, local or foreign taxing jurisdiction.

Supplemental Plan of Distribution

CGMI, an affiliate of Citigroup Inc. and the underwriter of the sale of the notes, is acting as principal and will receive an underwri
$1,000 note sold in this offering. The actual underwriting fee will be equal to the selling concession provided to selected dealers
paragraph. From this underwriting fee, CGMI will pay selected dealers not affiliated with CGMI a variable selling concession of

CGMI is an affiliate of ours. Accordingly, this offering will conform with the requirements addressing conflicts of interest when dis
set forth in Rule 5121 of the Financial Industry Regulatory Authority. Client accounts over which Citigroup Inc. or its subsidiaries h
permitted to purchase the notes, either directly or indirectly, without the prior written consent of the client.

See "Plan of Distribution; Conflicts of Interest" in the accompanying product supplement and "Plan of Distribution" in each of the a
supplement and prospectus for additional information.

A portion of the net proceeds from the sale of the notes will be used to hedge our obligations under the notes. We have hedged
through CGMI or other of our affiliates. CGMI or such other of our affiliates may profit from this hedging activity even if the value
activity could affect the closing level of the underlying index and, therefore, the value of and your return on the notes. For additior
our counterparties may hedge our obligations under the notes, see "Use of Proceeds and Hedging" in the accompanying prospec

Valuation of the Notes

CGMI calculated the estimated value of the notes set forth on the cover page of this pricing supplement based on proprietary pri
pricing models generated an estimated value for the notes by estimating the value of a hypothetical package of financial instrume
on the notes, which consists of a fixed-income bond (the "bond component") and one or more derivative instruments underlying th
"derivative component"). CGMI calculated the estimated value of the bond component using a discount rate based on our interna
estimated value of the derivative component based on a proprietary derivative-pricing model, which generated a theoretical price
the derivative component based on various inputs, including the factors described under "Summary Risk Factors—The value of th
fluctuate based on many unpredictable factors" in this pricing supplement, but not including our creditworthiness. These inputs ma
based on assumptions made by CGMI in its discretionary judgment.

For a period of approximately six months following issuance of the notes, the price, if any, at which CGMI would be willing to buy
value that will be indicated for the notes on any brokerage account statements prepared by CGMI or its affiliates (which value C
more financial information vendors), will reflect a temporary upward adjustment from the price or value that would otherwise be d
adjustment represents a portion of the hedging profit expected to be realized by CGMI or its affiliates over the term of the notes
upward adjustment will decline to zero on a straight-line basis over the six-month temporary adjustment period.

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
and issued by Citigroup Inc. and authenticated by the trustee pursuant to the indenture, and delivered against payment therefor,
obligations of Citigroup Inc., enforceable in accordance with their terms, subject to applicable bankruptcy, insolvency and similar
generally, concepts of reasonableness and equitable principles of general applicability (including, without limitation, concepts of g
of bad faith), provided that such counsel expresses no opinion as to the effect of fraudulent conveyance, fraudulent transfer or si
the conclusions expressed above. This opinion is given as of the date of this pricing supplement and is limited to the laws of the S
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 M
General Counsel–Capital Markets of Citigroup Inc. In addition, this opinion is subject to the assumptions set forth in the letter of
November 13, 2013, which has been filed as an exhibit to a Current Report on Form 8-K filed by Citigroup Inc. on November 13,
duly authorized, executed and delivered by, and is a valid, binding and enforceable agreement of the trustee and that none of the
and delivery of the notes, nor the compliance by Citigroup Inc. with the terms of the notes, will result in a violation of any provisio
then binding upon Citigroup Inc. or any restriction imposed by any court or governmental body having jurisdiction over Citigroup In

In the opinion of Michael J. Tarpley, Associate General Counsel–Capital Markets of Citigroup Inc., (i) the terms of the notes offer
been duly established under the indenture and the Board of Directors (or a duly authorized committee thereof) of Citigroup Inc. h
sale of such notes and such authorization has not been modified or rescinded; (ii) Citigroup Inc. is validly existing and in good sta
Delaware; (iii) the indenture has been duly authorized, executed, and delivered by Citigroup Inc.; and (iv) the execution and delive
notes

offered by this pricing supplement by Citigroup Inc., and the performance by Citigroup Inc. of its obligations thereunder, are withi
contravene its certificate of incorporation or bylaws or other constitutive documents. This opinion is given as of the date of this p
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
his satisfaction, of such corporate records of Citigroup Inc., certificates or documents as he has deemed appropriate as a basis
In such examination, he or such persons has assumed the legal capacity of all natural persons, the genuineness of all signatures
Citigroup Inc.), the authenticity of all documents submitted to him or such persons as originals, the conformity to original docume
him or such persons as certified or photostatic copies and the authenticity of the originals of such copies.

Contact

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

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