

CITIGROUP INC
Form FWP
February 01, 2019

Citigroup Global Markets Holdings Inc.

Guaranteed by Citigroup Inc.
Market-Linked Notes Linked to the EURO STOXX 50® Index Due March 2, 2022

Preliminary Terms

Issuer: Citigroup Global Markets Holdings Inc.
Guarantor: Citigroup Inc.
Underlying index: EURO STOXX 50® Index (ticker symbol: "SX5E")
Pricing date: February 25, 2019
Valuation date: February 25, 2022
Maturity date: March 2, 2022

For each note you hold at maturity, the \$1,000 stated principal amount *plus* the note return amount, which will be either zero or positive

Payment at maturity:

If the final index level depreciates from the initial index level, you will be repaid the stated principal amount of your notes at maturity but will not receive any return on your investment. The notes are unsecured debt securities. All payments on the notes are subject to the credit risk of Citigroup Global Markets Holdings Inc. and Citigroup Inc.

If the final index level is **greater than** the initial index level:

$\$1,000 \times \text{the index return} \times \text{the upside participation rate}$

Note return amount:

If the final index level is **less than or equal to** the initial index level:
\$0

Upside participation rate: 100% to 110%*

CUSIP / ISIN: 17326YHM1 / US17326YHM12

* The actual upside participation rate will be determined on the pricing date

Initial index level: The closing level of the underlying index on the pricing date

Final index level: The closing level of the underlying index on the valuation date

Index return: (i) The final index level *minus* the initial index level, *divided by* (ii) the initial index level

Hypothetical Payment at Maturity

Diagram*

n The Securities n The Underlying Index

* Assumes that the upside participation rate is equal to the lowest value indicated under Preliminary Terms.

This offering summary does not contain all of the material information an investor should consider before investing in the notes. This offering summary is not for distribution in isolation and must be read together with the accompanying preliminary pricing supplement and the other documents referred to therein, which can be accessed via the following hyperlink: [Preliminary Pricing Supplement dated January 31, 2019](#)

Citi Structured Investments +1-212-723-3136 structured.investments@citi.com

Selected Risk Considerations

You may not receive any return on your investment in the notes. You will receive a positive return on your investment in the notes only if the underlying index appreciates from the initial index level to the final index level. If the final index level is equal to or less than the initial index level, you will receive only the stated principal amount for each note you hold at maturity.

The notes do not pay interest.

Your payment at maturity depends on the closing level of the underlying index on a single day.

Investing in the notes is not equivalent to investing in the underlying index or the stocks that constitute the underlying index.

The notes are subject to the credit risk of Citigroup Global Markets Holdings Inc. and Citigroup Inc. If Citigroup Global Markets Holdings Inc. defaults on its obligations under the notes and Citigroup Inc. defaults on its guarantee obligations, you may not receive anything owed to you under the notes.

Sale of the notes prior to maturity may result in a loss of principal.

The notes will not be listed on any securities exchange and you may not be able to sell them prior to maturity.

The estimated value of the notes on the pricing date will be less than the issue price. For more information about the estimated value of the notes, see the accompanying preliminary pricing supplement.

The value of the notes prior to maturity will fluctuate based on many unpredictable factors.

The issuer and its affiliates may have conflicts of interest with you.

The above summary of selected risks does not describe all of the risks associated with an investment in the notes. You should read the accompanying preliminary pricing supplement and product supplement for a more complete description of risks relating to the notes.

Additional Information

Citigroup Global Markets Holdings Inc. and Citigroup Inc. have filed registration statements (including the accompanying preliminary pricing supplement, product supplement, underlying supplement, prospectus supplement and prospectus) with the Securities and Exchange Commission ("SEC") for the offering to which this communication relates. Before you invest, you should read the accompanying preliminary pricing supplement, product supplement, underlying supplement, prospectus supplement and prospectus in those registration statements (File Nos. 333-216372 and 333-216372-01) and the other documents Citigroup Global Markets Holdings Inc. and Citigroup Inc. have filed with the SEC for more complete information about Citigroup Global Markets Holdings Inc., Citigroup Inc. and this offering. You may obtain these documents without cost by visiting EDGAR on the SEC website at www.sec.gov. Alternatively, you can request these documents by calling toll-free 1-800-831-9146.

Filed pursuant to Rule 433

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