

CITIGROUP INC
Form 424B2
July 30, 2018

July 26, 2018

Medium-Term Senior Notes, Series N

Citigroup Global Markets Holdings Inc. **Pricing Supplement No. 2018-USNCH1260**

Filed Pursuant to Rule 424(b)(2)

Registration Statement Nos. 333-216372 and 333-216372-01

Enhanced Barrier Digital Plus Securities Based on the Shares of the SPDR® S&P 500® ETF Trust Due July 31, 2023

Overview

The securities offered by this pricing supplement are unsecured senior debt securities issued by Citigroup Global Markets Holdings Inc. and guaranteed by Citigroup Inc. Unlike conventional debt securities, the securities do not pay interest and do not repay a fixed amount of principal at maturity. Instead, the securities offer a payment at maturity with a value that may be greater than or less than the stated principal amount, depending on the performance of shares of the SPDR® S&P 500® ETF Trust (the “underlying shares”) from the initial share price to the final share price.

The securities offer modified exposure to the performance of the underlying shares, with (i) a minimum positive return at maturity so long as the final share price is greater than or equal to 80.00% of the initial share price and (ii) 1-to-1 participation in a limited range of appreciation of the underlying shares in excess of the minimum positive return. In exchange for these features, investors in the securities must be willing to forgo any appreciation of the underlying shares in excess of the maximum return at maturity specified below and any dividends that may be paid on the underlying shares over the term of the securities. In addition, investors in the securities must be willing to accept full downside exposure to the underlying shares if the underlying shares depreciate by more than 20.00%. **If the underlying shares depreciate by more than 20.00% from the pricing date to the valuation date, you will not be repaid the stated principal amount of your securities at maturity and, instead, will receive underlying shares (or, in our sole discretion, cash based on the value of those shares) expected to be worth less than your initial investment and possibly worth nothing. You may lose up to your entire investment in the securities.**

In order to obtain the modified exposure to the underlying shares that the securities provide, investors must be willing to accept (i) an investment that may have limited or no liquidity and (ii) the risk of not receiving any cash payment or delivery of underlying shares due under the securities if we and Citigroup Inc. default on our obligations. **All payments and/or deliveries on the securities are subject to the credit risk of Citigroup Global Markets Holdings Inc. and Citigroup Inc.**

KEY TERMS

Issuer:	Citigroup Global Markets Holdings Inc., a wholly owned subsidiary of Citigroup Inc.
Guarantee:	All payments due on the securities are fully and unconditionally guaranteed by Citigroup Inc.
Underlying shares:	Shares of the SPDR® S&P 500® ETF Trust (NYSE Arca symbol: “SPY”) (the “underlying share issuer” or “ETF”)
Aggregate stated principal amount:	\$1,653,000
Stated principal amount:	\$1,000 per security
Pricing date:	July 26, 2018

Issue date:	July 31, 2018. See “Supplemental Plan of Distribution” in this pricing supplement for additional information.
Valuation date:	July 26, 2023, subject to postponement if such date is not a scheduled trading day or if certain market disruption events occur
Maturity date:	July 31, 2023 For each \$1,000 stated principal amount security you hold at maturity:
	<p>If the final share price is greater than or equal to the barrier price: \$1,000 + the greater of (i) the fixed return amount and (ii) \$1,000 × the share percent increase, subject to the maximum return at maturity</p> <p>If the final share price is less than the barrier price: A number of underlying shares equal to the equity ratio (or, in our sole discretion, cash in an amount equal to the equity ratio <i>multiplied</i> by the final share price)</p> <p>If the final share price is less than the barrier price, you will receive underlying shares (or, in our sole discretion, cash) expected to be worth less than 80.00% of the stated principal amount of your securities, and possibly nothing, at maturity. You should not invest in the securities unless you are willing and able to bear the risk of losing a significant portion of your investment.</p>
Payment at maturity:	
Initial share price:	\$283.34, the closing price of the underlying shares on the pricing date
Final share price:	The closing price of the underlying shares on the valuation date
Fixed return amount:	\$200.00 per security (20.00% of the stated principal amount). You will receive the fixed return amount only if the final share price is greater than or equal to the barrier price.
Equity ratio:	3.52933, the stated principal amount <i>divided by</i> the initial share price, subject to adjustment as described in this pricing supplement
Share percent increase:	The final share price <i>minus</i> the initial share price, <i>divided by</i> the initial share price
Maximum return at maturity:	\$600.00 (60.00% of the stated principal amount) per security. Because of the maximum return at maturity, the payment at maturity will not exceed \$1,600.00 per security.
Barrier price:	\$226.672, 80.00% of the initial share price
Listing:	The securities will not be listed on any securities exchange
CUSIP / ISIN:	17324XJV3 / US17324XJV38
Underwriter:	Citigroup Global Markets Inc. (“CGMI”), an affiliate of the issuer, acting as principal

Underwriting fee and issue price:	Issue price⁽¹⁾⁽²⁾	Underwriting fee⁽³⁾	Proceeds to issuer
Per security:	\$1,000.00	\$30.00	\$970.00
Total:	\$1,653,000.00	\$49,590.00	\$1,603,410.00

(1) On the date of this pricing supplement, the estimated value of the securities is \$929.40 per security, which is less than the issue price. The estimated value of the securities is based on CGMI’s proprietary pricing models 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 other person may be willing to buy the securities from you at any time after issuance. See “Valuation of the Securities” in this pricing supplement.

(2) The issue price for investors purchasing the securities in fee-based advisory accounts will be \$970.00 per security, assuming no custodial fee is charged by a selected dealer, and up to \$975.00 per security, assuming the maximum custodial fee is charged by a selected dealer. See “Supplemental Plan of Distribution” in this pricing supplement.

(3) For more information on the distribution of the securities, see “Supplemental Plan of Distribution” in this pricing supplement. In addition to the underwriting fee, CGMI and its affiliates may profit from hedging activity related to this offering, even if the value of the securities declines. See “Use of Proceeds and Hedging” in the accompanying prospectus.

Investing in the securities involves risks not associated with an investment in conventional debt securities. See “Summary Risk Factors” beginning on page PS-6.

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

You should read this pricing supplement together with the accompanying product supplement, prospectus supplement and prospectus, each of which can be accessed via the hyperlinks below:

Product Supplement No. EA-02-06 dated April 7, 2017 **Prospectus Supplement and Prospectus, each dated April 7, 2017**

The securities are not bank deposits and are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other governmental agency, nor are they obligations of, or guaranteed by, a bank.

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Additional Information

General. The terms of the securities are set forth in the accompanying product supplement, prospectus supplement and prospectus, as supplemented by this pricing supplement. The accompanying product supplement, prospectus supplement and prospectus contain important disclosures that are not repeated in this pricing supplement. For example, certain events may occur that could affect what you receive at maturity, such as market disruption events and other events affecting the underlying shares. These events and their consequences are described in the accompanying product supplement in the section “Description of the Securities—Certain Additional Terms for Securities Linked to ETF Shares or Company Shares—Consequences of a Market Disruption Event; Postponement of a Valuation Date” and not in this pricing supplement. It is important that you read the accompanying product supplement, prospectus supplement and prospectus together with this pricing supplement in connection with your investment in the securities. Certain terms used but not defined in this pricing supplement are defined in the accompanying product supplement.

Dilution and Reorganization Adjustments. The initial share price, the barrier price and the equity ratio are each subject to adjustment upon the occurrence of any of the events described in the section “Additional Terms of the Securities—Dilution and Reorganization Adjustments” in this pricing supplement. That section supersedes the section “Description of the Securities—Certain Additional Terms for Securities Linked to ETF Shares or Company Shares—Dilution and Reorganization Adjustments” in the accompanying product supplement.

Prospectus for ETF. In addition to this pricing supplement and the accompanying product supplement, prospectus supplement and prospectus, you should read the prospectus for the underlying share issuer on file at the SEC website, which can be accessed via the hyperlink below. The contents of that prospectus and any documents incorporated by reference therein are not incorporated by reference herein or in any way made a part hereof.

Prospectus dated January 18, 2018:

<https://www.sec.gov/Archives/edgar/data/884394/000119312518013487/d469152d485bpos.htm>

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Hypothetical Examples

The diagram below illustrates the value of what you will receive at maturity for a range of hypothetical percentage changes from the initial share price to the final share price. On the maturity date, the value of any underlying shares you receive may differ from their value on the valuation date.

Investors in the securities will not receive any dividends that may be paid on the underlying shares or the securities held by the underlying share issuer. The diagram and examples below do not show any effect of lost dividend yield over the term of the securities. See “Summary Risk Factors—You will not have voting rights, rights to receive any dividends or other distributions or any other rights with respect to the underlying shares unless and until you receive underlying shares at maturity” below.

Enhanced Barrier Digital Plus Securities

Payment at Maturity Diagram

n The Securities n The Underlying Shares

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The table below indicates what your payment at maturity and total return on the securities would be for various hypothetical returns of the underlying shares. Your actual payment at maturity and total return on the securities will depend on the actual final share price.

Hypothetical Return of the Underlying Shares ⁽¹⁾	Hypothetical Payment at Maturity per Security	Hypothetical Total Return on Securities at Maturity ⁽²⁾
100.00%	\$1,600.00	60.00%
75.00%	\$1,600.00	60.00%
60.00%	\$1,600.00	60.00%
50.00%	\$1,500.00	50.00%
30.00%	\$1,300.00	30.00%
20.00%	\$1,200.00	20.00%
10.00%	\$1,200.00	20.00%
5.00%	\$1,200.00	20.00%
0.00%	\$1,200.00	20.00%
-5.00%	\$1,200.00	20.00%
-10.00%	\$1,200.00	20.00%
-20.00%	\$1,200.00	20.00%
-20.01%	\$799.99	-20.01%
-30.00%	\$700.00	-30.00%
-40.00%	\$600.00	-40.00%
-50.00%	\$500.00	-50.00%
-100.00%	\$0.00	-100.00%

⁽¹⁾ Hypothetical return of the underlying shares = hypothetical percentage change from the initial share price to the final share price. Based on the closing price of the underlying shares on the valuation date. If we elect to deliver any underlying shares as payment at maturity, you will receive such underlying shares on the maturity date.

⁽²⁾ Hypothetical total return on securities at maturity = (a) (i) the value of the underlying shares or cash amount received at maturity *minus* (ii) the \$1,000 stated principal amount per security, *divided by* (b) \$1,000 stated principal amount per security.

The examples below are intended to illustrate how what you receive at maturity will depend on whether the final share price is greater than or less than the initial share price and by how much.

Example 1—Upside Scenario A. The hypothetical final share price is \$297.51 (an approximately 5.00% increase from the initial share price), which is **greater than** the initial share price by **less than** the fixed return of 20.00%.

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Payment at maturity per security = \$1,000 + the greater of (i) the fixed return amount and (ii) \$1,000 × the share percent increase, subject to the maximum return at maturity of \$600.00 per security

= \$1,000 + the greater of (i) \$200.00 and (ii) \$1,000 × 5.00%, subject to the maximum return at maturity of \$600.00 per security

= \$1,000 + \$200.00, subject to the maximum return at maturity of \$600.00 per security

= \$1,200.00

Because the underlying shares appreciated from the initial share price to the hypothetical final share price and the fixed return amount is greater than the 5.00% return you would have received based on the performance of the underlying shares but less than the maximum return at maturity of 60.00%, your total return on the securities at maturity in this scenario would equal the fixed return of 20.00%.

Example 2—Upside Scenario B. The hypothetical final share price is \$425.01 (an approximately 50.00% increase from the initial share price), which is **greater than** the initial share price by **more than** the fixed return of 20.00% but **less than** the maximum return at maturity of 60.00%.

Payment at maturity per security = \$1,000 + the greater of (i) the fixed return amount and (ii) \$1,000 × the share percent increase, subject to the maximum return at maturity of \$600.00 per security

= \$1,000 + the greater of (i) \$200.00 and (ii) \$1,000 × 50.00%, subject to the maximum return at maturity of \$600.00 per security

= \$1,000 + \$500.00, subject to the maximum return at maturity of \$600.00 per security

= \$1,500.00

Because the underlying shares appreciated from the initial share price to the hypothetical final share price and the 50.00% return based on the performance of the underlying shares is greater than the fixed return amount but less than

the maximum return at maturity, your total return on the securities at maturity in this scenario would reflect 1-to-1 exposure to the positive performance of the underlying shares.

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Example 3—Upside Scenario C. The hypothetical final share price is \$566.68 (an approximately 100.00% increase from the initial share price), which is **greater than** the initial share price by **more than** both the fixed return of 20.00% and the maximum return at maturity of 60.00%.

Payment at maturity per security = \$1,000 + the greater of (i) the fixed return amount and (ii) \$1,000 × the share percent increase, subject to the maximum return at maturity of \$600.00 per security

= \$1,000 + the greater of (i) \$200.00 and (ii) \$1,000 × 100.00%, subject to the maximum return at maturity of \$600.00 per security

= \$1,000 + \$1,000.00, subject to the maximum return at maturity of \$600.00 per security

= \$1,600.00

Because the underlying shares appreciated from the initial share price to the hypothetical final share price and the 100.00% return based on the performance of the underlying shares is greater than the maximum return at maturity, your payment at maturity in this scenario would be equal to the maximum payment at maturity of \$1,600.00 per security. In this scenario, an investment in the securities would underperform a hypothetical alternative investment providing 1-to-1 exposure to the appreciation of the underlying shares without a maximum return.

Example 4—Upside Scenario D. The hypothetical final share price is \$269.17 (an approximately 5.00% decrease from the initial share price), which is **less than** the initial share price but **greater than** the barrier price.

Payment at maturity per security = \$1,000 + the greater of (i) the fixed return amount and (ii) \$1,000 × the share percent increase, subject to the maximum return at maturity of \$600.00 per security

= \$1,000 + the greater of (i) \$200.00 and (ii) \$1,000 × -5.00%, subject to the maximum return at maturity of \$600.00 per security

= \$1,000 + \$200.00, subject to the maximum return at maturity of \$600.00 per security

= \$1,200.00

Because the underlying shares did not depreciate from the initial share price to the hypothetical final share price by more than 20.00%, your payment at maturity in this scenario would be equal to the fixed return of 20.00%, even though the hypothetical final share price is less than the initial share price.

Example 5—Downside Scenario. The hypothetical final share price is \$85.00 (an approximately 70.00% decrease from the initial share price), which is **less than** the barrier price.

What you would receive at maturity per security = A number of underlying shares equal to the equity ratio (or, in our sole discretion, cash in an amount equal to the equity ratio × the final share price)

= 3.52933 underlying shares, with an aggregate cash value (based on the final share price) of \$300.00

Because the underlying shares depreciated from the initial share price to the hypothetical final share price by more than 20.00%, you would not be repaid the stated principal amount of your securities at maturity and instead would receive a number of underlying shares (or, in our sole discretion, cash based on the value thereof) expected to be worth less than the stated principal amount. In this example, the underlying shares have depreciated by 70.00% from their initial share price to their final share price, and the value of what you receive at maturity (based on the final share price) is worth 70.00% less than your initial investment.

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Summary Risk Factors

An investment in the securities is significantly riskier than an investment in conventional debt securities. The securities are subject to all of the risks associated with an investment in our conventional debt securities (guaranteed by Citigroup Inc.), including the risk that we and Citigroup Inc. may default on our obligations under the securities, and are also subject to risks associated with the underlying shares. Accordingly, the securities are suitable only for investors who are capable of understanding the complexities and risks of the securities. You should consult your own financial, tax and legal advisors as to the risks of an investment in the securities and the suitability of the securities in light of your particular circumstances.

The following is a summary of certain key risk factors for investors in the securities. You should read this summary together with the more detailed description of risks relating to an investment in the securities contained in the section “Risk Factors Relating to the Securities” beginning on page EA-6 in the accompanying product supplement. You should also carefully read the risk factors included in the accompanying prospectus supplement and in the documents incorporated by reference in the accompanying prospectus, including Citigroup Inc.’s most recent Annual Report on Form 10-K and any subsequent Quarterly Reports on Form 10-Q, which describe risks relating to the business of Citigroup Inc. more generally.

You may lose some or all of your investment. Unlike conventional debt securities, the securities do not repay a fixed amount of principal at maturity. Instead, the value of what you receive at maturity will depend on the performance of the underlying shares. If the final share price is less than the barrier price, you will not receive the stated principal amount of your securities at maturity and, instead, will receive underlying shares (or, in our sole discretion, cash based on the value thereof) expected to be worth less than your initial investment in the securities and may be worth nothing. There is no minimum payment at maturity on the securities, and you may lose up to all of your investment.

We may elect, in our sole discretion, to pay you cash at maturity in lieu of delivering any underlying shares. If we elect to pay you cash at maturity in lieu of delivering any underlying shares, the amount of that cash may be less than the market value of the underlying shares on the maturity date because the market value will likely fluctuate between the valuation date and the maturity date. Conversely, if we do not exercise our cash election right and instead deliver underlying shares to you on the maturity date, the market value of such underlying shares may be less than the cash amount you would have received if we had exercised our cash election right. We will have no obligation to take your interests into account when deciding whether to exercise our cash election right.

The barrier feature of the securities exposes you to particular risks. While you will receive a minimum positive return if the underlying shares do not depreciate from the initial share price to the final share price by more than 20.00%, if the underlying shares do depreciate by more than 20.00% and as a result the final share price is less than the barrier price, you will receive underlying shares (or, in our sole discretion, cash based on the value thereof)

expected to be worth less than \$800.00 per security and may be worth nothing. Therefore, the securities offer no protection at all if the underlying shares depreciate by more than 20.00% from the initial share price to the final share price. As a result, you may lose your entire investment in the securities.

Your potential return on the securities is limited. Your potential total return on the securities at maturity is limited to the maximum return at maturity of 60.00%, which is equivalent to a maximum return at maturity of \$600.00 per security. Any increase in the final share price over the initial share price by more than 60.00% will not increase your return on the securities.

The securities do not pay interest. Unlike conventional debt securities, the securities do not pay interest or any other amounts prior to maturity. You should not invest in the securities if you seek current income during the term of the securities.

You will not have voting rights, rights to receive any dividends or other distributions or any other rights with respect to the underlying shares unless and until you receive underlying shares at maturity. As of July 26, 2018, the trailing 12-month dividend yield of the underlying shares was approximately 1.74%. While it is impossible to know the future dividend yield of the underlying shares, if this trailing 12-month dividend yield were to remain constant for the term of the securities, you would be forgoing an aggregate yield of approximately 8.70% (assuming no reinvestment of dividends) by investing in the securities instead of investing directly in the underlying shares or in another investment linked to the underlying shares that provides for a pass-through of dividends. The payment scenarios described in this pricing supplement do not show any effect of lost dividend yield over the term of the securities. Furthermore, if any change to the underlying shares is proposed, such as an amendment to the underlying share issuer's organizational documents, you will not have the right to vote on such change, but you will be subject to such change in the event you receive underlying shares at maturity. Any such change may adversely affect the market price of the underlying shares.

What you receive at maturity depends on the closing price of the underlying shares on a single day. Because what you receive at maturity depends on the closing price of the underlying shares solely on the valuation date, you are subject to the risk that the closing price of the underlying shares on that day may be lower, and possibly significantly lower, than on one or more other dates during the term of the securities. If you had invested directly in the underlying shares or in another instrument linked to the underlying shares that you could sell for full value at a time selected by you, or if the payment at maturity were based on an average of closing prices of the underlying shares, you might have achieved better returns.

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

The securities will not be listed on any securities exchange and you may not be able to sell them prior to maturity. The securities will not be listed on any securities exchange. Therefore, there may be little or no secondary market for the securities. CGMI currently intends to make a secondary market in relation to the securities and to provide an indicative bid price for the securities on a daily basis. Any indicative bid price for the securities provided by CGMI will be determined in CGMI's sole discretion, taking into account prevailing market conditions and other relevant factors, and will not be a representation by CGMI that the securities can be sold 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 any reason. If CGMI suspends or terminates making a market, there may be no secondary market at all for the securities because it is likely that CGMI will be the only broker-dealer that is willing to buy your securities prior to maturity. Accordingly, an investor must be prepared to hold the securities until maturity.

The estimated value of the securities on the pricing date, based on CGMI's proprietary pricing models and our internal funding rate, is less than the issue price. The difference is attributable to certain costs associated with selling, structuring and hedging the securities that are included in the issue price. These costs include (i) the selling concessions paid in connection with the offering of the securities, (ii) hedging and other costs incurred by us and our affiliates in connection with the offering of the securities and (iii) the expected profit (which may be more or less than actual profit) to CGMI or other of our affiliates in connection with hedging our obligations under the securities. These costs adversely affect the economic terms of the securities because, if they were lower, the economic terms of the securities would be more favorable to you. The economic terms of the securities are also likely to be adversely affected by the use of our internal funding rate, rather than our secondary market rate, to price the securities. See "The estimated value of the securities would be lower if it were calculated based on our secondary market rate" below.

The estimated value of the securities was determined for us by our affiliate using proprietary pricing models. CGMI derived the estimated value disclosed on the cover page of this pricing supplement from its proprietary pricing models. In doing so, it may have made discretionary judgments about the inputs to its models, such as the volatility of the underlying shares, dividend yields on the underlying shares and the securities held by the underlying share issuer and interest rates. CGMI's views on these inputs may differ from your or others' views, and as an underwriter in this offering, CGMI's interests may conflict with yours. Both the models and the inputs to the models may prove to be wrong and therefore not an accurate reflection of the value of the securities. Moreover, the estimated value of the securities set forth on the cover page of this pricing supplement may differ from the value that we or our affiliates may determine for the securities for other purposes, including for accounting purposes. You should not invest in the securities because of the estimated value of the securities. Instead, you should be willing to hold the securities to maturity irrespective of the initial estimated value.

The estimated value of the securities would be lower if it were calculated based on our secondary market rate. The estimated value of the securities included in this pricing supplement is calculated based on our internal funding rate, which is the rate at which we are willing to borrow funds through the issuance of the securities. Our internal funding rate is generally lower than our secondary market rate, which is the rate that CGMI will use in determining the value of the securities for purposes of any purchases of the securities from you in the secondary market. If the

estimated value included in this pricing supplement were based on our secondary market rate, rather than our internal funding rate, it would likely be lower. We determine our internal funding rate based on factors such as the costs associated with the securities, which are generally higher than the costs associated with conventional debt securities, and our liquidity needs and preferences. Our internal funding rate is not an interest rate that we will pay to investors in the securities, which do not bear interest.

Because there is not an active market for traded instruments referencing our outstanding debt obligations, CGMI determines our secondary market rate based on the market price of traded instruments referencing the debt obligations of Citigroup Inc., our parent company and the guarantor of all payments due on the securities, but subject to adjustments that CGMI makes in its sole discretion. As a result, our secondary market rate is not a market-determined measure of our creditworthiness, but rather reflects the market's perception of our parent company's creditworthiness as adjusted for discretionary factors such as CGMI's preferences with respect to purchasing the securities prior to maturity.

The estimated value of the securities is not an indication of the price, if any, at which CGMI or any other person may be willing to buy the securities from you in the secondary market. Any such secondary market price will fluctuate over the term of the securities based on the market and other factors described in the next risk factor. Moreover, unlike the estimated value included in this pricing supplement, any value of the securities determined for purposes of a secondary market transaction will be based on our secondary market rate, which will likely result in a lower value for the securities than if our internal funding rate were used. In addition, any secondary market price for the securities will be reduced by a bid-ask spread, which may vary depending on the aggregate stated principal amount of the securities to be purchased in the secondary market transaction, and the expected cost of unwinding related hedging transactions. As a result, it is likely that any secondary market price for the securities will be less than the issue price.

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The value of the securities prior to maturity will fluctuate based on many unpredictable factors. The value of your securities prior to maturity will fluctuate based on the price and volatility of the underlying shares and a number of other factors, including the price and volatility of the securities held by the underlying share issuer, the dividend yields on the underlying shares and the securities held by the underlying share issuer, interest rates generally, the time remaining to maturity and our and Citigroup Inc.'s creditworthiness, as reflected in our secondary market rate. Changes in the price of the underlying shares may not result in a comparable change in the value of your securities. You should understand that the value of your securities 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 indicated on any brokerage account 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 "Valuation of the Securities" in this pricing supplement.

Our offering of the securities does not constitute a recommendation of the underlying shares. The fact that we are offering the securities does not mean that we believe that investing in an instrument linked to the underlying shares is likely to achieve favorable returns. In fact, as we are part of a global financial institution, our affiliates may have positions (including short positions) in the underlying shares or the securities held by the underlying share issuer over the term of the securities or in instruments related to the underlying shares or such securities over the term of the securities and may publish research or express opinions, that in each case are inconsistent with an investment linked to the underlying shares. These and other activities of our affiliates may affect the price of the underlying shares in a way that has a negative impact on your interests as a holder of the securities.

The price of the underlying shares may be adversely affected by our or our affiliates' hedging and other trading activities. We have hedged our obligations under the securities through CGMI or other of our affiliates, who have taken positions directly in the underlying shares or the securities held by the underlying share issuer and other financial instruments related to the underlying shares or such securities and may adjust such positions during the term of the securities. Our affiliates also trade the underlying shares or the securities held by the underlying share issuer and other financial instruments related to the underlying shares or such securities on a regular basis (taking long or short positions or both), for their accounts, for other accounts under their management or to facilitate transactions on behalf of customers. These activities could affect the price of the underlying shares in a way that negatively affects the value of the securities. They could also result in substantial returns for us or our affiliates while the value of the securities declines.

We and our affiliates may have economic interests that are adverse to yours as a result of our affiliates' business activities. Our affiliates may currently or from time to time engage in business with the underlying share issuer or the issuers of the securities held by the underlying share issuer, including extending loans to, making equity investments in or providing advisory services to such issuers. In the course of this business, we or our affiliates may acquire non-public information about such issuers, which we will not disclose to you. Moreover, if any of our affiliates is or becomes a creditor of any such issuer, they may exercise any remedies against such issuer that are available to them without regard to your interests.

Even if the underlying share issuer pays a dividend that it identifies as special or extraordinary, no adjustment will be required under the securities for that dividend unless it meets the criteria specified in the accompanying product supplement. In general, an adjustment will not be made under the terms of the securities for any cash dividend paid on the underlying shares unless the amount of the dividend per underlying share, together with any other dividends paid in the same fiscal quarter, exceeds the dividend paid per underlying share in the most recent fiscal quarter by an amount equal to at least 10% of the closing price of the underlying shares on the date of declaration of the dividend. Any dividend will reduce the closing price of the underlying shares by the amount of the dividend per underlying share. If the underlying share issuer pays any dividend for which an adjustment is not made under the terms of the securities, holders of the securities will be adversely affected. See “Additional Terms of the Securities—Dilution and Reorganization Adjustments—Certain Extraordinary Cash Dividends” in this pricing supplement.

The securities will not be adjusted for all events that could affect the price of the underlying shares. For example, we will not make any adjustment for ordinary dividends or extraordinary dividends that do not meet the criteria described above. Moreover, the adjustments we do make may not fully offset the dilutive or adverse effect of the particular event. Investors in the securities may be adversely affected by such an event in a circumstance in which a direct holder of the underlying shares would not.

The securities may become linked to shares of an issuer other than the original underlying share issuer upon the occurrence of a reorganization event or upon the delisting of the underlying shares. For example, if the underlying share issuer enters into a merger agreement that provides for holders of the underlying shares to receive shares of another entity, the shares of such other entity will become the underlying shares for all purposes of the securities upon consummation of the merger. Additionally, if the underlying shares are delisted or the underlying share issuer is otherwise terminated, the calculation agent may, in its sole discretion, select shares of another underlying share issuer to be the underlying shares. See “Additional Terms of the Securities” in this pricing supplement.

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The calculation agent, which is an affiliate of ours, will make important determinations with respect to the securities. If certain events occur, such as market disruption events, events with respect to the underlying share issuer that may require a dilution adjustment or the delisting of the underlying shares, CGMI, as calculation agent, will be required to make discretionary judgments that could significantly affect your payment at maturity. In making these judgments, the calculation agent's interests as an affiliate of ours could be adverse to your interests as a holder of the securities.

The price and performance of the underlying shares may not completely track the performance of the ETF underlying index or the net asset value per share of the underlying share issuer. The underlying share issuer does not fully replicate the underlying index that it seeks to track (the "ETF underlying index") and may hold securities different from those included in the ETF underlying index. In addition, the performance of the underlying shares will reflect additional transaction costs and fees of the underlying share issuer that are not included in the calculation of the ETF underlying index. In addition, the underlying share issuer may not hold all of the shares included in, and may hold securities and derivative instruments that are not included in, the ETF underlying index. All of these factors may lead to a lack of correlation between the performance of the underlying shares and the ETF underlying index. In addition, corporate actions with respect to the equity securities constituting the ETF underlying index or held by the underlying share issuer (such as mergers and spin-offs) may impact the variance between the performances of the underlying shares and the ETF underlying index. Finally, because the underlying shares are traded on NYSE Arca, Inc. and are subject to market supply and investor demand, the market value of the underlying shares may differ from the net asset value per share of the underlying share issuer.

During periods of market volatility, securities underlying the underlying share issuer may be unavailable in the secondary market, market participants may be unable to calculate accurately the net asset value per share of the underlying share issuer and the liquidity of the underlying shares may be adversely affected. This kind of market volatility may also disrupt the ability of market participants to create and redeem shares of the underlying share issuer. Further, market volatility may adversely affect, sometimes materially, the prices at which market participants are willing to buy and sell the underlying shares. As a result, under these circumstances, the market value of the underlying shares may vary substantially from the net asset value per share of the underlying share issuer. For all of the foregoing reasons, the performance of the underlying shares may not correlate with the performance of the ETF underlying index and/or the net asset value per share of the underlying share issuer, which could materially and adversely affect the value of the securities in the secondary market and/or reduce your payment at maturity.

Changes made by the investment adviser to the underlying share issuer or by the sponsor of the ETF underlying index may adversely affect the underlying shares. We are not affiliated with the investment adviser to the underlying share issuer or with the sponsor of the ETF underlying index. Accordingly, we have no control over any changes such investment adviser or sponsor may make to the underlying share issuer or the ETF underlying index. Such changes could be made at any time and could adversely affect the performance of the underlying shares.

The U.S. federal tax consequences of an investment in the securities are unclear. There is no direct legal authority regarding the proper U.S. federal tax treatment of the securities, and we do not plan to request a ruling from the Internal Revenue Service (the "IRS"). Consequently, significant aspects of the tax treatment of the securities are uncertain, and the IRS or a court might not agree with the treatment of the securities as prepaid forward contracts. If the IRS were successful in asserting an alternative treatment of the securities, the tax consequences of the ownership and disposition of the securities might be materially and adversely affected. Even if the treatment of the securities as

prepaid forward contracts is respected, a security may be treated as a “constructive ownership transaction,” with potentially adverse consequences described below under “United States Federal Tax Considerations.” In addition, in 2007 the U.S. Treasury Department and the IRS released a notice requesting comments on various issues regarding the U.S. federal income tax treatment of “prepaid forward contracts” and similar instruments. Any Treasury regulations or other guidance promulgated after consideration of these issues could materially and adversely affect the tax consequences of an investment in the securities, including the character and timing of income or loss and the degree, if any, to which income realized by non-U.S. persons should be subject to withholding tax, possibly with retroactive effect.

Section 871(m) of the Internal Revenue Code of 1986, as amended (the “Code”), imposes a withholding tax of up to 30% on “dividend equivalents” paid or deemed paid to non-U.S. investors in respect of certain financial instruments linked to U.S. equities. In light of Treasury regulations, as modified by an IRS notice, that provide a general exemption for financial instruments issued in 2018 that do not have a “delta” of one, the securities should not be subject to withholding under Section 871(m). However, the IRS could challenge this conclusion. If withholding applies to the securities, we will not be required to pay any additional amounts with respect to amounts withheld.

You should read carefully the discussion under “United States Federal Tax Considerations” and “Risk Factors Relating to the Securities” in the accompanying product supplement and “United States Federal Tax Considerations” in this pricing supplement. You should also consult your tax adviser regarding the U.S. federal tax consequences of an investment in the securities, as well as tax consequences arising under the laws of any state, local or non-U.S. taxing jurisdiction.

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Information About the SPDR[®] S&P 500[®] ETF Trust

The SPDR[®] S&P 500[®] ETF Trust is an exchange-traded fund that seeks to provide investment results, before expenses, that generally correspond to the performance of the S&P 500[®] Index. The SPDR[®] S&P 500[®] ETF Trust is managed by State Street Bank and Trust Company (“SSBTC”), as trustee of the SPDR[®] S&P 500[®] ETF Trust and PDR Services LLC (“PDRS”), as sponsor of the SPDR[®] S&P 500[®] ETF Trust. Information provided to or filed with the SEC by the SPDR[®] S&P 500[®] ETF Trust pursuant to the Securities Act of 1933, as amended, and the Investment Company Act of 1940, as amended, can be located by reference to SEC file numbers 033-46080 and 811-06125, respectively, through the SEC’s website at <http://www.sec.gov>. In addition, information may be obtained from other sources including, but not limited to, press releases, newspaper articles and other publicly disseminated documents. The SPDR[®] S&P 500[®] ETF Trust trades on the NYSE Arca under the ticker symbol “SPY.”

You may receive shares of the SPDR[®] S&P 500[®] ETF Trust at maturity. Therefore, in making your decision to invest in the securities, you should review the prospectus for the SPDR[®] S&P 500[®] ETF Trust on file at the SEC, which can be accessed via the hyperlink below.

Prospectus dated January 18, 2018:

<https://www.sec.gov/Archives/edgar/data/884394/000119312518013487/d469152d485bpos.htm>.

The contents of that prospectus and any documents incorporated by reference therein are not incorporated by reference herein or in any way made a part hereof.

Please refer to the section “Additional Information—Prospectus for ETF” in this pricing supplement for important disclosures regarding the SPDR[®] S&P 500[®] ETF Trust.

This pricing supplement relates only to the securities offered hereby and does not relate to the shares of the SPDR[®] S&P 500[®] ETF Trust or other securities of the SPDR[®] S&P 500[®] ETF Trust. We have derived all disclosures contained in this pricing supplement regarding the SPDR[®] S&P 500[®] ETF Trust from the publicly available documents described above. We have not independently verified such information. Such information reflects the policies of, and is subject to change by, SSBTC and PDRS. In connection with the offering of the securities, none of Citigroup Global Markets Holdings Inc., Citigroup Inc. or CGMI has participated in the preparation of such documents or made any due diligence inquiry with respect to the SPDR[®] S&P 500[®] ETF Trust or the S&P 500[®] Index.

The securities represent obligations of Citigroup Global Markets Holdings Inc. (guaranteed by Citigroup Inc.) only. The SPDR[®] S&P 500[®] ETF Trust is not involved in any way in this offering and has no obligation relating to the securities or to holders of the securities.

Neither we nor any of our affiliates make any representation to you as to the performance of the shares of the SPDR[®] S&P 500[®] ETF Trust.

Historical Information

The graph below shows the closing price of the shares of the SPDR[®] S&P 500[®] ETF Trust for each day such price was available from January 2, 2013 to July 26, 2018. The table that follows shows the high and low closing prices of, and dividends paid on, the shares of the SPDR[®] S&P 500[®] ETF Trust for each quarter in that same period. We obtained the closing prices and other information below from Bloomberg L.P., without independent verification. **You should not take the historical prices of the shares of the SPDR[®] S&P 500[®] ETF Trust as an indication of future performance.**

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SPDR® S&P 500® ETF Trust – Historical Closing Prices**January 2, 2013 to July 26, 2018**

* The red line indicates the barrier price of \$226.672, equal to 80.00% of the closing price on July 26, 2018.

SPDR® S&P 500® ETF Trust	High	Low	Dividends
2013			
First Quarter	\$156.73	\$145.53	\$1.02183
Second Quarter	\$167.11	\$154.14	\$0.69372
Third Quarter	\$173.14	\$161.16	\$0.83912
Fourth Quarter	\$184.67	\$165.48	\$0.83795
2014			
First Quarter	\$188.26	\$174.15	\$0.98025
Second Quarter	\$196.48	\$181.48	\$0.82461
Third Quarter	\$201.82	\$190.99	\$0.93669
Fourth Quarter	\$208.72	\$186.27	\$0.93919
2015			
First Quarter	\$211.99	\$198.97	\$1.13492
Second Quarter	\$213.50	\$205.42	\$0.93081
Third Quarter	\$212.59	\$187.27	\$1.03007
Fourth Quarter	\$211.00	\$192.13	\$1.03343
2016			
First Quarter	\$206.10	\$183.03	\$1.21155
Second Quarter	\$212.39	\$199.53	\$1.04960
Third Quarter	\$219.09	\$208.39	\$1.07844
Fourth Quarter	\$227.76	\$208.55	\$1.08207
2017			
First Quarter	\$239.78	\$225.24	\$1.32893
Second Quarter	\$244.66	\$232.51	\$1.03312
Third Quarter	\$251.23	\$240.55	\$1.18311
Fourth Quarter	\$268.20	\$252.32	\$1.23457