

**\$750,000,000**



## **4.750% Subordinated Notes due 2046**

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The subordinated notes will mature on May 18, 2046. The subordinated notes will bear interest at a fixed rate equal to 4.750% per annum. Interest on the notes is payable semi-annually on the 18th day of each May and November, commencing May 18, 2017. The subordinated notes may not be redeemed prior to maturity unless changes involving United States taxation occur which could require Citigroup to pay additional amounts, as described under “Description of Debt Securities — Payment of Additional Amounts” and “— Redemption for Tax Purposes” in the accompanying prospectus, and unless the redemption is approved of by the Federal Reserve.

The subordinated notes offered by this prospectus supplement form a part of the same series as, and are fungible with, our outstanding 4.750% Subordinated Notes due 2046 issued on May 18, 2016. Upon completion of this offering, the aggregate principal amount of the outstanding notes of this series will be \$1,750,000,000.

The subordinated notes will rank subordinate and junior in right of payment to Citigroup’s senior indebtedness, as described in “Description of Subordinated Notes — Subordination” in this prospectus supplement.

The subordinated notes are being offered globally for sale in the United States, Europe, Asia and elsewhere where it is lawful to make such offers. Application will be made to list the subordinated notes on the regulated market of the Luxembourg Stock Exchange, but Citigroup is not required to maintain this listing. See “Description of Debt Securities — Listing” in the accompanying prospectus.

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

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The underwriters are offering the subordinated notes subject to various conditions. The underwriters expect that the subordinated notes will be ready for delivery to investors on or about February 13, 2017 in book-entry form only through the facilities of The Depository Trust Company and its direct participants, including Clearstream and Euroclear.

The subordinated notes are not deposits or savings accounts but are unsecured debt obligations of Citigroup. The subordinated notes are not insured by the Federal Deposit Insurance Corporation or by any other governmental agency or instrumentality.

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*Junior Co-Manager*

**Great Pacific Securities**

February 7, 2017