

PROSPECTUS SUPPLEMENT
(to prospectus dated June 27, 2019)

\$1,500,000,000



1.678% Fixed Rate/Floating Rate Notes due 2024

The notes will mature on May 15, 2024. The notes will bear interest (i) from, and including, the date of issuance of the notes to, but excluding, May 15, 2023 (the "Fixed Rate Period"), at a fixed rate equal to 1.678% per annum, payable semi-annually in arrears on the 15th of each May and November, commencing on November 15, 2020, and (ii) from, and including, May 15, 2023 (the "Floating Rate Period"), at an annual rate equal to SOFR (as defined on page S-8 and compounding daily over each interest period as described in "Description of the Notes" below) plus 1.667%, payable quarterly in arrears on the second Business Day (as defined on page S-10) following each interest period end date, commencing on August 17, 2023; provided that the interest payment date with respect to the final interest period will be a redemption date (as described below) or the maturity date. An interest period end date is the 15th of each February, May, August and November commencing on August 15, 2023 and ending on a redemption date or the maturity date.

Citigroup may redeem the notes (i) in whole at any time or in part from time to time, on or after November 14, 2020 (or, if additional notes are issued after May 14, 2020, beginning six months after the issue date of such additional notes) and prior to May 15, 2023, (ii) in whole, but not in part, on May 15, 2023 and (iii) in whole at any time or in part from time to time, on or after April 15, 2024, at the applicable redemption price described under "Description of Notes" below. In addition, Citigroup may redeem the notes prior to maturity if 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.

The notes are being offered globally for sale in the United States, Europe, Asia and elsewhere where it is lawful to make such offers. The notes will not be listed on any securities exchange.

Investing in the notes involves a number of risks. See the "[Risk Factors](#)" section beginning on page S-3, where specific risks associated with the notes are described, and the factors listed and described under "Risk Factors" in our annual report on Form 10-K for the year ended December 31, 2019 and our quarterly report on Form 10-Q for the quarter ended March 31, 2020, along with the other information in, or incorporated by reference in, this prospectus supplement and the accompanying prospectus before you make your investment decision.

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

	Per Note	Total
Public Offering Price	100.000%	\$ 1,500,000,000
Underwriting Discount	0.250%	\$ 3,750,000
Proceeds to Citigroup (before expenses)	99.750%	\$ 1,496,250,000

Interest on the notes will accrue from May 14, 2020 to the date of delivery. Net proceeds to Citigroup (after expenses) are expected to be approximately \$1,496,075,000.

The underwriters are offering the notes subject to various conditions. The underwriters expect that the notes will be ready for delivery to investors on or about May 14, 2020, in book-entry form only through the facilities of The Depository Trust Company and its direct participants, including Clearstream and Euroclear.

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

Citigroup

Co-Manager

Great Pacific Securities