

CITIGROUP INC
Form FWP
February 14, 2019

Citigroup Global Markets Holdings Inc.

Guaranteed by Citigroup Inc.

Enhanced Barrier Digital Plus Securities Linked to the Worst Performing of the S&P 500[®] Index and the Dow Jones Industrial Average[™] Due March 1, 2024

Preliminary Terms

Issuer: Citigroup Global Markets Holdings Inc.

Guarantor: Citigroup Inc.

Underlyings: The S&P 500[®] Index and the Dow Jones Industrial Average[™]

Pricing date: February 27, 2019

Valuation date: February 27, 2024

Maturity date: March 1, 2024

Upper digital return amount: \$480 to \$520 per security (48% to 52% of the stated principal amount)*

Lower digital return amount: \$150 (15% of the stated principal amount)

Upper digital barrier: For each underlying, 115% of its initial underlying value

Lower digital barrier: For each underlying, 60% of its initial underlying value

Payment at Maturity: You will receive at maturity for each security you then hold:

· If the final underlying value of the worst performing underlying is **greater than or equal** to its upper digital barrier:

\$1,000 + the greater of (i) the upper digital return amount and (ii) \$1,000 × the underlying return of the worst performing underlying

· If the final underlying value of the worst performing underlying is **less than** its upper digital barrier but **greater than or equal** to its lower digital barrier: \$1,000 + the lower digital return amount

· If the final underlying value of the worst performing underlying is **less than** its lower digital barrier:

\$1,000 + (\$1,000 × the underlying return of the worst performing underlying)

If the final underlying value of the worst performing underlying is less than its lower digital barrier, you will receive significantly less than the stated principal amount of your securities, and possibly nothing, at maturity. The securities are unsecured debt securities. All payments on the securities are subject to the credit risk of Citigroup Global Markets Holdings Inc. and Citigroup Inc.

CUSIP / ISIN: 17326YSV9 / US17326YSV91

* The actual upper digital return amount will be determined on the pricing date

Key Definitions

Initial underlying value: For each underlying, its closing value on the pricing date

Final underlying value: For each underlying, its closing value on the valuation date

Underlying return: For each underlying, (i) its final underlying value *minus* its initial underlying value, *divided by* (ii) its initial underlying value

Worst performing underlying: The underlying with the lowest underlying return

This offering summary does not contain all of the material information an investor should consider before investing in the securities. 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 February 14, 2019

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

Hypothetical Payment at Maturity Diagram*

n The Securities n The Worst Performing Underlying

* Assumes that the upper digital return amount is equal to the lowest value indicated under Preliminary Terms.

Hypothetical Total Return at Maturity*

| Hypothetical Underlying Return of the Worst Performing Underlying | Hypothetical Payment at Maturity per Security | Hypothetical Total Return on Securities at Maturity ⁽¹⁾ |
|---|---|--|
| 100.00% | \$2000.00 | 100.00% |
| 75.00% | \$1,750.00 | 75.00% |
| 50.00% | \$1,500.00 | 50.00% |
| 48.01% | \$1,480.10 | 48.01% |
| 48.00% | \$1,480.00 | 48.00% |
| 40.00% | \$1,480.00 | 48.00% |
| 20.00% | \$1,480.00 | 48.00% |
| 15.01% | \$1,480.00 | 48.00% |
| 15.00% | \$1,150.00 | 15.00% |

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| | | |
|----------|------------|----------|
| 10.00% | \$1,150.00 | 15.00% |
| 5.00% | \$1,150.00 | 15.00% |
| 0.00% | \$1,150.00 | 15.00% |
| -5.00% | \$1,150.00 | 15.00% |
| -10.00% | \$1,150.00 | 15.00% |
| -20.00% | \$1,150.00 | 15.00% |
| -40.00% | \$1,150.00 | 15.00% |
| -40.01% | \$599.90 | -40.01% |
| -50.00% | \$500.00 | -50.00% |
| -75.00% | \$250.00 | -75.00% |
| -100.00% | \$0.00 | -100.00% |

* The table assumes that the upper digital return amount will be set at the lowest value indicated in this offering summary. The actual upper digital return amount will be determined on the pricing date.

⁽¹⁾ Hypothetical total return on securities at maturity = hypothetical payment at maturity per security *minus* \$1,000 stated principal amount per security, *divided by* \$1,000 stated principal amount per security

Selected Risk Considerations

- You may lose a significant portion or all of your investment. Unlike conventional debt securities, the securities do not repay a fixed amount of principal at maturity. Instead, your payment at maturity will depend on the performance of the worst performing underlying. If the final underlying value of the worst performing underlying is less than its lower digital barrier, you will lose 1% of the stated principal amount of your securities for every 1% by which the worst performing underlying has depreciated from its initial underlying value to its final underlying value. There is no minimum payment at maturity on the securities, and you may lose up to all of your investment.
- The securities do not pay interest.
- The return on the securities depends solely on the performance of the worst performing underlying, and you will not benefit in any way from the performance of any better performing underlying.
- You will be subject to risks relating to the relationship between the underlyings.
- You will not receive dividends or have any other rights with respect to the underlyings. You will not have voting rights or any other rights with respect to the underlyings or the stocks included in the underlyings.
- The securities 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 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 estimated value of the securities on the pricing date will be less than the issue price. For more information about the estimated value of the securities, see the accompanying preliminary pricing supplement.
- The value of the securities prior to maturity will fluctuate based on many unpredictable factors.
- The issuer and its affiliates may have conflicts of interest with you.
- The U.S. federal tax consequences of an investment in the securities are unclear.

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

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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