

Edgar Filing: E TRADE FINANCIAL Corp - Form SC 13G/A

E TRADE FINANCIAL Corp
Form SC 13G/A
January 31, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No.1)*

NAME OF ISSUER: E*TRADE Financial Corporation **

TITLE OF CLASS OF SECURITIES: Common Stock

CUSIP NUMBER: 269246401

DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT: December 31, 2013

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting
person's initial filing on this form with respect to the subject class
of securities, and for any subsequent amendment containing information
which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not
be deemed to be 'filed' for the purpose of Section 18 of the Securities
Exchange Act of 1934 ('Act') or otherwise subject to the liabilities of
that section of the Act but shall be subject to all other provisions of
the Act (however, see the Notes).

**Shares of this security have been omitted from this schedule because
those shares are subject to the Lehman bankruptcy proceeding.
Accordingly, neither BNY Mellon nor any of its affiliates (" BNY Mellon ")
have beneficial ownership over those shares. BNY Mellon will include such
shares on future Schedule 13G filings once beneficial ownership is regained.

CUSIP NUMBER: 269246401

- (1) Names of Reporting Persons The Bank of New York Mellon Corporation
IRS Identification Nos. of Above Persons IRS No.13-2614959
- (2) Check the Appropriate Box if a Member of a Group (See Instructions)
(a) () (b) ()
- (3) SEC use only
- (4) Citizenship or Place of Organization New York
- Number of Shares (5) Sole Voting Power 9,516,119
Beneficially
- Owned by Each (6) Shared Voting Power 170
Reporting Person
- With (7) Sole Dispositive Power 14,654,208

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(8) Shared Dispositive Power	144,745
(9) Aggregate Amount Beneficially Owned by Each Reporting Person	15,115,693
(10) Check if the Aggregated Amount in Row (9) Excludes Certain Shares (see Instructions)	()
(11) Percent of Class Represented by Amount in Row (9)	5.26%
(12) Type of Reporting Person (See Instructions)	HC

SCHEDULE 13G

Item 1(a) Name of Issuer: E*TRADE Financial Corporation

Item 1(b) Address of Issuer's Principal Executive Office:
 1271 Avenue of the Americas, 14th Floor
 New York, New York 10020
 United States

Item 2(a) Name of Person Filing: The Bank of New York Mellon Corporation
 and any other reporting person(s)
 identified on the second part of the
 cover page(s) and Exhibit I

Item 2(b) Address of Principal Business Office, or if None, Residence:
 C/O The Bank of New York Mellon Corporation
 One Wall Street, 31st Floor
 New York, New York 10286
 (for all reporting persons)

Item 2(c) Citizenship: See cover page and Exhibit I

Item 2(d) Title of Class of Securities: Common Stock

CUSIP Number 269246401

Item 3 See Item 12 of cover page(s) ("Type of Reporting
 Person ") for each reporting person.

Symbol Category

BD = Broker or Dealer registered under Section 15 of the
 Securities Exchange Act of 1934

BK = Bank as defined in Section 3(a)(6) of the Securities
 Exchange Act of 1934

IV = Investment Company registered under Section 8 of the
 Investment Company Act of 1940

IA = Investment Advisor registered under Section 203 of the
 Investment Advisors Act of 1940

EP = Employee Benefit Plan, Pension Fund which is subject
 to the provisions of the Employee Retirement Income
 Security Act of 1974 or Endowment Fund; see
 Section 240.13 - d(1)(b)(1)(ii)(F)

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HC = Parent Holding Company, in accordance with Section 240.13-d(1) (b) (1) (ii) (G)

Item 4 Ownership: See Item 5 through 9 and 11 of cover page(s) as to each reporting person.

The amount beneficially owned includes, where appropriate, securities not outstanding which are subject to options, warrants, rights or conversion privileges that are exercisable within 60 days. The securities reported herein as beneficially owned may exclude securities of the issuer with respect to which voting and/or dispositive power is exercised by subsidiaries of The Bank of New York Mellon Corporation, or departments or units thereof, independently from the exercise of those powers over the securities reported herein. See SEC Release No. 34-39538 (January 12, 1998). The filing of this Schedule 13G shall not be construed as an admission that The Bank of New York Mellon Corporation, or its direct or indirect subsidiaries, including The Bank of New York Mellon and BNY Mellon, National Association, are for the purposes of Section 13(d) or 13(g) of the Act, the beneficial owners of any securities covered by this Schedule 13G.

The following information applies if checked: () The Bank of New York Mellon and/or () The Bank of New York Mellon Trust Company, National Association is/are the trustee of the issuer's employee benefit plan (the Plan), which is subject to ERISA. The securities reported include all shares held of record by such reporting person(s) as trustee of the Plan which have not been allocated to the individual accounts of employee participants in the Plan. The reporting person, however, disclaims beneficial ownership of all shares that have been allocated to the individual accounts of employee participants in the Plan for which directions have been received and followed.

Item 5 Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ()

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

All of the securities are beneficially owned by The Bank of New York Mellon Corporation and its direct or indirect subsidiaries in their various fiduciary capacities. As a result, another entity in every instance is entitled to dividends or proceeds of sale. The number of individual accounts holding an interest of 5% or more is ()

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported by the Parent Holding Company:
See Exhibit I.

Item 8 Identification and Classification of Members of the Group: N/A

Item 9 Notice of Dissolution of Group: N/A

Item 10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct. This filing is signed by The Bank of New York Mellon Corporation on behalf of all reporting entities pursuant to Rule 13d-1(k)(1) promulgated under the Securities and Exchange Act of 1934, as amended.

Date: January 31, 2014

THE BANK OF NEW YORK MELLON CORPORATION

By: /s/ NICHOLAS R. DARROW

Nicholas R. Darrow
Senior Vice President
Attorney-In-Fact for
The Bank of New York Mellon Corporation

EXHIBIT I

The shares reported on the attached Schedule 13G are beneficially owned by the following direct or indirect subsidiaries of The Bank of New York Mellon Corporation, as marked (X):

(A) The Item 3 classification of each of the subsidiaries listed below is "Item 3(b) Bank as defined in Section 3(a)(6) of the Act" (15 U.S.C. 78c) or "Item 3(j)A non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J)"

- (X) The Bank of New York Mellon
- () The Bank of New York Mellon Trust Company, National Association
- (X) BNY Mellon, National Association
- (X) BNY Mellon Trust of Delaware

(B) The Item 3 classification of each of the subsidiaries listed below is "Item 3(e) An investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E)" or "Item 3(j) A non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J)"

- () BNY Mellon ARX Investimentos Ltda (parent holding company of BNY Mellon ARX Ativos Financeiros Ltda)
- (X) The Boston Company Asset Management LLC
- (X) The Dreyfus Corporation (parent holding company of MBSC Securities Corporation)
- () Insight Investment Management (Global) Limited
- () Lockwood Advisors, Inc.
- (X) Mellon Capital Management Corporation
- () Newton Capital Management Limited
- () Newton Investment Management Limited
- () Standish Mellon Asset Management Company LLC
- () CenterSquare Investment Management, Inc.
- () CenterSquare Investment Management Holdings, Inc.
- () Walter Scott & Partners Limited
- (X) BNY Mellon Wealth Management, Advisory Services, Inc.
- () BNY Mellon Trust Company(Cayman) Limited

(C) The Item 3 classification of each of the subsidiaries listed below is "Item 3(a) Broker or dealer registered under Section 15 of the Act"

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(15 U.S.C. 78c) or "Item 3(j) A non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J) "

- () MBSC Securities Corporation
- () Pershing LLC

(D) The Item 3 classification of each of the subsidiaries listed below is "Item 3(g) a parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G) "

- (X) The Bank of New York Mellon Corporation
- (X) B.N.Y. Holdings (Delaware) Corporation (parent holding company of BNY Mellon Trust of Delaware)
- () Insight Investment Management Limited (parent holding company of Insight Investment Management (Global) Limited)
- (X) MAM (MA) Holding Trust (parent holding company of Standish Mellon Asset Management Company LLC; The Boston Company Asset Management LLC)
- (X) MBC Investments Corporation (parent holding company of Mellon Capital Management Corporation; BNY Mellon Investment Management (Jersey) Ltd.)
- () BNY Mellon Investment Management (Jersey) Ltd. (parent holding company of BNY Mellon Investment Management (Europe) Ltd.)
- () BNY Mellon Investment Management (Europe) Ltd. (parent holding company of BNY Mellon Investment Management Europe Holdings Ltd.)
- () BNY Mellon Investment Management Europe Holdings Ltd. (parent holding company of BNY Mellon International Asset Management Group Limited; Mellon JV Limited)
- () BNY Mellon International Asset Management Group Limited (parent holding company of Newton Management Limited; BNY Mellon International Asset Management (Holdings) Limited; Insight Investment Management Limited)
- () BNY Mellon Asset Management International Holdings Limited (parent holding company of BNY Mellon Asset Management Japan Limited)
- () Mellon Overseas Investment Corporation (parent holding company to BNY Mellon Servicos Financeiros Distribuidora de Titulos e Valores Mobiliarios S.A. and (indirect) BNY Mellon Gestao de Patrimonio Ltda Mellon Canada Holding Company)
- () Newton Management Limited (parent holding company of Newton Capital Management Limited; Newton Investment Management Limited)
- () Pershing Group LLC (parent holding company of Lockwood Advisors, Inc. and Pershing LLC)
- () The Bank of New York Mellon SA/NV (parent holding company of BNY Mellon Service Kapitalanlage-Gesellschaft mbH)
- () Mellon JV Limited (parent holding company of BNY Mellon Investment Holdings (Germany) Limited)
- () BNY Mellon Investment Holdings (Germany) Limited (parent holding company of Meriten Investment Management GmbH)
- () BNY Mellon International Asset Management (Holdings) Limited (parent holding company of BNY Mellon International Asset Management (Holdings) No. 1 Limited)
- () BNY Mellon International Asset Management (Holdings) No. 1 Limited (parent holding company of Walter Scott & Partners Limited)
- (x) Mellon Canada Holding Company (parent holding company of BNY Mellon Wealth Management, Advisory Services, Inc)
- () BNY International Financing Corporation (parent holding company of BNY Mellon Trust Company (Cayman) Limited)

NOTE: ALL OF THE LEGAL ENTITIES LISTED UNDER (A), (B), (C) AND (D) ABOVE ARE DIRECT OR INDIRECT SUBSIDIARIES OF THE BANK OF NEW YORK MELLON CORPORATION. BENEFICIAL OWNERSHIP OF MORE THAN FIVE PERCENT OF THE CLASS BY ANY ONE OF THE SUBSIDIARIES OR INTERMEDIATE PARENT HOLDING COMPANIES LISTED ABOVE IS REPORTED ON A JOINT REPORTING PERSON PAGE FOR THAT SUBSIDIARY ON THE ATTACHED SCHEDULE

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13G AND IS INCORPORATED IN THE TOTAL PERCENT OF CLASS REPORTED ON THE BANK OF NEW YORK MELLON CORPORATION'S REPORTING PERSON PAGE. (DO NOT ADD THE SHARES OR PERCENT OF CLASS REPORTED ON EACH JOINT REPORTING PERSON PAGE ON THE ATTACHED SCHEDULE 13G TO DETERMINE THE TOTAL PERCENT OF CLASS FOR THE BANK OF NEW YORK MELLON CORPORATION).

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that each of the undersigned (each a "Company") does hereby make, constitute and appoint each of Kenneth J. Bradle, Sri Gupta, John E. Thomas, Jr., Nicholas R. Darrow, (and any other employee of The Bank of New York Mellon Corporation, or one of its affiliates, designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf, whether the Company is acting individually or as representative of others, any and all filings, be they written or oral, required to be made by the Company with respect to securities which may be deemed to be beneficially owned by the Company or under the Company's investment discretion under:

*the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including those filings required to be submitted on Form 13F, Schedule 13G and Form SH, and

*the laws of any jurisdiction other than the United States of America, including those filings made to disclose securities holdings as required to be submitted to regulatory agencies, exchanges and/or issuers,

giving and granting unto each said attorney-in-fact power and authority to correspond with issuers, regulatory authorities, and other entities as is required in support of the filings referenced above, and to act in the premises as fully and to all intents and purposes as the Company might or could do to comply with the applicable regulations if personally present by one of its authorized signatories (including, but not limited to, instructing local counsel on a Company's behalf), hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the Company or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Bank of New York Mellon Corporation or one of its affiliates.

This Power of Attorney may be executed in any number of counterparts all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement effective as of the date set forth below.

Banks/Bank Holding Companies

THE BANK OF NEW YORK MELLON CORPORATION

BNY MELLON, NATIONAL ASSOCIATION

By: /S/ RONALD P. O'HANLEY

Ronald P. O'Hanley

By: /S/ GERALD L. HASSELL

Gerald L. Hassell

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Vice Chairman
Date: October 12, 2009

President
Date: October 12, 2009

THE BANK OF NEW YORK MELLON

THE BANK OF NEW YORK MELLON

By: /S/ GERALD L. HASSELL

By: /S/ DONALD R. MONKS

Gerald L. Hassell
President

Donald R. Monks
Vice Chairman

Date: October 12, 2009

Date: October 12, 2009

THE BANK OF NEW YORK MELLON TRUST
COMPANY, NATIONAL ASSOCIATION

THE BANK OF NEW YORK MELLON TRUST
COMPANY, NATIONAL ASSOCIATION

By: /S/ KAREN A. BAYZ

By: /S/ JOHN A. PARK

Karen A. Bayz
Managing Director and
Chief Financial Officer

John A. Park
Executive Vice President

Date: October 13, 2009

Date: October 9, 2009

BNY MELLON TRUST OF DELAWARE

BNY MELLON TRUST OF DELAWARE

By: /S/ DAVID B. KUTCH

By: /S/ DONALD R. MONKS

David B. Kutch
Chairman and
Chief Executive Officer

Donald R. Monks
Senior Executive Vice President

Date: October 12, 2009

Date: October 12, 2009

Investment Advisers and/or Broker-Dealers

PERSHING LLC

By: /S/ GARY JOHNSON

Gary Johnson
Managing Director

Date: December 10, 2010

BNY MELLON ARX INVESTIMENTOS LTDA

BNY MELLON ARX INVESTIMENTOS LTDA

By: /S/ JOSE CARLOS LOPES XAVIER
DE OLIVEIRA

By: /S/ MARCELO PERIERA DA SILVA

Jose Carlos Lopes Xavier De Oliveira
Chief Executive Officer

Marcelo Periera da Silva
Chief Financial Officer

Date: January 4, 2010

Date: January 4, 2010

BNY MELLON SERVICOS FINANCEIROS
DISTRIBUIDORA DE TITULOS E VALORES
MOBILIARIOS S.A

BNY MELLON SERVICOS FINANCEIROS
DISTRIBUIDORA DE TITULOS E VALORES
MOBILIARIOS S.A

By: /S/ JOSE CARLOS LOPES XAVIER

By: /S/ MARCELO PERIERA DA SILVA

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DE OLIVEIRA

Jose Carlos Lopes Xavier De Oliveira
Chief Executive Officer
Date: January 4, 2010

Marcelo Periera da Silva
Chief Financial Officer
Date: January 4, 2010

BNY MELLON ARX ATIVOS FINANCEIROS
LTDA

BNY MELLON ARX ATIVOS FINANCEIROS
LTDA

By: /S/ JOSE CARLOS LOPES XAVIER
DE OLIVEIRA

By: /S/ MARCELO PERIERA DA SILVA

Jose Carlos Lopes Xavier De Oliveira
Chief Executive Officer
Date: January 4, 2010

Marcelo Periera da Silva
Chief Financial Officer
Date: January 4, 2010

BNY MELLON GESTAO DE PATRIMONIO LTDA

BNY MELLON GESTAO DE PATRIMONIO LTDA

By: /S/ JOSE CARLOS LOPES XAVIER
DE OLIVEIRA

By: /S/ MARCELO PERIERA DA SILVA

Jose Carlos Lopes Xavier De Oliveira
Chief Executive Officer
Date: January 4, 2010

Marcelo Periera da Silva
Chief Financial Officer
Date: January 4, 2010

THE BOSTON COMPANY ASSET MANAGEMENT
LLC

THE BOSTON COMPANY ASSET MANAGEMENT
LLC

By: /S/ DAVE CAMERON

By: /S/ JOSEPH P. GENNACO

Dave Cameron
Chairman, President and
Chief Executive Officer
Date: October 12, 2009

Joseph P. Gennaco
Executive Vice President
and Chief Operating Officer
Date: October 12, 2009

BNY MELLON ASSET MANAGEMENT JAPAN
LIMITED

BNY MELLON ASSET MANAGEMENT JAPAN
LIMITED

By: /S/ SHOGO YAMAGUCHI

By: /S/ DAVID JIANG

Shogo Yamaguchi
President and
Representative Director
Date: December 29, 2009

David Jiang
Chairman and
Representative Director
Date: December 29, 2009

THE DREYFUS CORPORATION

INSIGHT INVESTMENT (Global)
MANAGEMENT LIMITED

By: /S/ JAMES BITETTO

By: /s/ CHARLES FARQUHARSON

James Bitetto
Corporate Secretary
Date: October 7, 2009

Charles Farquharson
Chief Risk Officer
Date: December 04, 2009

LOCKWOOD ADVISORS, INC.

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By: /S/ DON MARCHESIELLO

Don Marchesiello
President
Date: October 6, 2009

MELLON CAPITAL MANAGEMENT
CORPORATION

MBSC SECURITIES CORPORATION

By: /S/ CHARLES J. JACKLIN

Charles J. Jacklin
President and CEO
Date: October 8, 2009

By: /S/ KENNETH J. BRADLE

Kenneth J. Bradle
President
Date: October 28, 2009

NEWTON INVESTMENT MANAGEMENT LIMITED

NEWTON CAPITAL MANAGEMENT LIMITED

By: /S/ ANDREW DOWNS

Andrew Downs
Chief Operating Officer
Date: November 6, 2009

By: /S/ ANDREW DOWNS

Andrew Downs
Chief Operating Officer
Date: November 6, 2009

STANDISH MELLON ASSET MANAGEMENT
COMPANY LLC

PERSHING GROUP LLC

By: /S/ DESMOND MAC INTYRE

Desmond Mac Intyre
President and CEO
Date: November 19, 2009

By: /S/ BRIAN T. SHEA

Brian T. Shea
Managing Director
Date: October 9, 2009

CENTERSQUARE INVESTMENT MANAGEMENT
HOLDINGS, INC.

By: /S/ R. JOSEPH LAW

R. Joseph Law
Chief Financial and
Compliance Officer
Date: June 26, 2013

CENTERSQUARE INVESTMENT MANAGEMENT, INC.

By: /S/ R. JOSEPH LAW

R. Joseph Law
Chief Financial and
Compliance Officer
Date: June 26, 2013

WALTER SCOTT & PARTNERS LIMITED

WALTER SCOTT & PARTNERS LIMITED

By: /S/ ANNA NICHOLL

Anna Nicholl
Chief Compliance Officer

By: /S/ CAROL-ANN FRASER

Carol-Ann Fraser
Compliance Officer

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Date: October 8, 2009

Date: October 8, 2009

BNY MELLON WEALTH MANAGEMENT,
ADVISORY SERVICES, INC.

By: /S/ MARIE-CLAUDE LEPAGE

Marie-Claude Lepage
Chief Compliance Officer

Date: May 16, 2013

BNY MELLON TRUST COMPANY
(CAYMAN) LIMITED

By: /S/ DONALD J. HEBERLE

Donald J. Heberle
Executive Vice President

Date: December 5, 2012

Parent Holding Companies/Control Persons

B.N.Y. HOLDINGS (DELAWARE) CORPORATION

By: /S/ JOHN A. PARK

John A. Park
Senior Vice President

Date: October 9, 2009

BNY MELLON ASSET MANAGEMENT
INTERNATIONAL HOLDINGS LIMITED

By: /S/ GREG BRISK

Greg Brisk
Director

Date: October 12, 2009

BNY MELLON ASSET MANAGEMENT
INTERNATIONAL HOLDINGS LIMITED

By: /S/ SHONA SPENCE

Shona Spence
Director

Date: October 15, 2009

BNY MELLON INTERNATIONAL ASSET
MANAGEMENT GROUP LIMITED

By: /S/ JEREMY N. BASSIL

Jeremy N. Bassil
Director

Date: October 13, 2009

MAM (MA) HOLDING TRUST

By: /S/ RONALD P. O'HANLEY

Ronald P. O'Hanley
President

Date: October 9, 2009

MBC INVESTMENTS CORPORATION

By: /S/ GORDON MOTTER

Gordon Motter
Chairman, President and CEO

Date: October 9, 2009

NEWTON MANAGEMENT LIMITED

By: /S/ HELENA MORRISSEY

Helena Morrissey
Director

Date: October 15, 2009

NEWTON MANAGEMENT LIMITED

By: /S/ ANDREW DOWNS

Andrew Downs
Director

Date: November 6, 2009

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MELLON OVERSEAS INVESTMENT CORPORATION

By: /S/ JON LITTLE

Jon Little
Chairman, President And
Chief Executive Officer

Date: December 04, 2009

INSIGHT INVESTMENT MANAGEMENT LIMITED

By: /S/ CHARLES FARQUHARSON

Charles Farquharson
Chief Risk Officer

Date: December 04, 2009

BNY INTERNATIONAL FINANCING CORPORATION

By: /S/ FRED RICCIARDI

Fred Ricciardi
President

Date: August 30, 2010

THE BANK OF NEW YORK MELLON SA/NV

By: /S/ JEAN-CHRISTOPHE MATHONET

Jean-Christophe Mathonet
Managing Director

Date: October 4, 2010

BNY MELLON INVESTMENT HOLDINGS (GERMANY) LIMITED

By: /S/ MARTIN TILLERT

Martin Tillert
Managing Director

Date: January 10, 2013

MELLON JV LIMITED

BNY MELLON INVESTMENT MANAGEMENT EUROPE HOLDINGS LIMITED

By: /S/ GREG BRISK

Greg Brisk
Director

Date: March 14, 2013

BNY MELLON INVESTMENT MANAGEMENT (EUROPE) LIMITED

By: /S/ GREG BRISK

Greg Brisk
Director

Date: March 14, 2013

BNY MELLON INVESTMENT MANAGEMENT (JERSEY) LIMITED

By: /S/ GREG BRISK

Greg Brisk
Director

Date: March 14, 2013

BNY MELLON INTERNATIONAL ASSET MANAGEMENT (HOLDINGS) LIMITED

By: /S/ GREG BRISK

Greg Brisk
Director

Date: April 5, 2013

BNY MELLON INTERNATIONAL ASSET MANAGEMENT (HOLDINGS) No. 1 LIMITED

By: /S/ GREG BRISK

Greg Brisk
Director

Date: April 5, 2013

MELLON CANADA HOLDING COMPANY

BNY INTERNATIONAL FINANCING

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CORPORATION

By: /S/ JOHN REHOB

John Rehob
President

Date: August 06, 2013

Fund Administrators

BNY MELLON SERVICE KAPITALANLAGE-
GESELLSCHAFT mbH

By: /S/ CAROLINE SPECHT

Caroline Specht
Managing Director, Head of
Business Strategy and Legal

Date: August 24, 2010

MERITEN INVESTMENT MANAGEMENT GmbH

MERITEN INVESTMENT MANAGEMENT GmbH

By: /S/ WERNER TAIBER

Werner Taiber
Chief Execution Officer

Date: December 12, 2012

By: /S/ DR. NORBERT BECKER

Dr. Norbert Becker
Deputy Chief Execution Officer

Date: December 12, 2012

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the undersigned hereby agree to any and all joint filings required to be made on their behalf on Schedule 13G (including amendments thereto) under the Exchange Act, with respect to securities which may be deemed to be beneficially owned by them under the Exchange Act, and that this Agreement be included as an Exhibit to any such joint filing. This Agreement may be executed in any number of counterparts all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement effective as of the date set forth below.

Banks/Bank Holding Companies

THE BANK OF NEW YORK MELLON
CORPORATION

BNY MELLON, NATIONAL ASSOCIATION

By: /S/ RONALD P. O'HANLEY

Ronald P. O'Hanley
Vice Chairman

Date: October 09, 2009

By: /S/ GERALD L. HASSELL

Gerald L. Hassell
President

Date: October 12, 2009

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THE BANK OF NEW YORK MELLON

By: /S/ GERALD L. HASSELL

Gerald L. Hassell
President

Date: October 12, 2009

THE BANK OF NEW YORK MELLON

By: /S/ DONALD R. MONKS

Donald R. Monks
Vice Chairman

Date: October 12, 2009

THE BANK OF NEW YORK MELLON TRUST
COMPANY, NATIONAL ASSOCIATION

By: /S/ KAREN A. BAYZ

Karen A. Bayz
Managing Director and
Chief Financial Officer

Date: October 13, 2009

THE BANK OF NEW YORK MELLON TRUST
COMPANY, NATIONAL ASSOCIATION

By: /S/ JOHN A. PARK

John A. Park
Executive Vice President

Date: October 9, 2009

BNY MELLON TRUST OF DELAWARE

By: /S/ DAVID B. KUTCH

David B. Kutch
Chairman and
Chief Executive Officer

Date: October 12, 2009

BNY MELLON TRUST OF DELAWARE

By: /S/ DONALD R. MONKS

Donald R. Monks
Senior Executive Vice President

Date: October 12, 2009

Investment Advisers and/or Broker-Dealers

PERSHING LLC

By: /S/ GARY JOHNSON

Gary Johnson
Managing Director

Date: December 10, 2010

BNY MELLON ARX INVESTIMENTOS LTDA

By: /S/ JOSE CARLOS LOPES XAVIER
DE OLIVEIRA

Jose Carlos Lopes Xavier De Oliveira
Chief Executive Officer

Date: January 4, 2010

BNY MELLON ARX INVESTIMENTOS LTDA

By: /S/ MARCELO PERIERA DA SILVA

Marcelo Periera da Silva
Chief Financial Officer

Date: January 4, 2010

BNY MELLON SERVICOS FINANCEIROS
DISTRIBUIDORA DE TITULOS E VALORES
MOBILIARIOS S.A

By: /S/ JOSE CARLOS LOPES XAVIER
DE OLIVEIRA

Jose Carlos Lopes Xavier De Oliveira
Chief Executive Officer

BNY MELLON SERVICOS FINANCEIROS
DISTRIBUIDORA DE TITULOS E VALORES
MOBILIARIOS S.A

By: /S/ MARCELO PERIERA DA SILVA

Marcelo Periera da Silva
Chief Financial Officer

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Date: January 4, 2010

Date: January 4, 2010

BNY MELLON ARX ATIVOS FINANCEIROS
LTDA

BNY MELLON ARX ATIVOS FINANCEIROS
LTDA

By: /S/ JOSE CARLOS LOPES XAVIER
DE OLIVEIRA

By: /S/ MARCELO PERIERA DA SILVA

Jose Carlos Lopes Xavier De Oliveira
Chief Executive Officer

Marcelo Periera da Silva
Chief Financial Officer

Date: January 4, 2010

Date: January 4, 2010

BNY MELLON GESTAO DE PATRIMONIO LTDA

BNY MELLON GESTAO DE PATRIMONIO LTDA

By: /S/ JOSE CARLOS LOPES XAVIER
DE OLIVEIRA

By: /S/ MARCELO PERIERA DA SILVA

Jose Carlos Lopes Xavier De Oliveira
Chief Executive Officer

Marcelo Periera da Silva
Chief Financial Officer

Date: January 4, 2010

Date: January 4, 2010

THE BOSTON COMPANY ASSET MANAGEMENT
LLC

THE BOSTON COMPANY ASSET MANAGEMENT
LLC

By: /S/ DAVE CAMERON

By: /S/ JOSEPH P. GENNACO

Dave Cameron
Chairman, President and
Chief Executive Officer

Joseph P. Gennaco
Executive Vice President
and Chief Operating Officer

Date: October 12, 2009

Date: October 12, 2009

BNY MELLON ASSET MANAGEMENT JAPAN
LIMITED

BNY MELLON ASSET MANAGEMENT JAPAN
LIMITED

By: /S/ SHOGO YAMAGUCHI

By: /S/ DAVID JIANG

Shogo Yamaguchi
President and
Representative Director

David Jiang
Chairman and
Representative Director

Date: December 29, 2009

Date: December 29, 2009

THE DREYFUS CORPORATION

INSIGHT INVESTMENT (Global)
MANAGEMENT LIMITED

By: /S/ JAMES BITETTO

By: /s/ CHARLES FARQUHARSON

James Bitetto
Corporate Secretary

Charles Farquharson
Chief Risk Officer

Date: October 7, 2009

Date: December 04, 2009

LOCKWOOD ADVISORS, INC.

By: /S/ DON MARCHESIELLO

Don Marchesiello
President

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Date: October 6, 2009

MELLON CAPITAL MANAGEMENT
CORPORATION

By: /S/ CHARLES J. JACKLIN

Charles J. Jacklin
President and CEO

Date: October 8, 2009

MBSC SECURITIES CORPORATION

By: /S/ KENNETH J. BRADLE

Kenneth J. Bradle
President

Date: October 28, 2009

NEWTON INVESTMENT MANAGEMENT LIMITED

By: /S/ ANDREW DOWNS

Andrew Downs
Chief Operating Officer

Date: November 6, 2009

NEWTON CAPITAL MANAGEMENT LIMITED

By: /S/ ANDREW DOWNS

Andrew Downs
Chief Operating Officer

Date: November 6, 2009

STANDISH MELLON ASSET MANAGEMENT
COMPANY LLC

By: /S/ DESMOND MAC INTYRE

Desmond Mac Intyre
President and CEO

Date: November 19, 2009

PERSHING GROUP LLC

By: /S/ BRIAN T. SHEA

Brian T. Shea
Managing Director

Date: October 9, 2009

CENTERSQUARE INVESTMENT MANAGEMENT
HOLDINGS, INC.

By: /S/ R. JOSEPH LAW

R. Joseph Law
Chief Financial and
Compliance Officer

Date: June 26, 2013

CENTERSQUARE INVESTMENT MANAGEMENT, INC.

By: /S/ R. JOSEPH LAW

R. Joseph Law
Chief Financial and
Compliance Officer

Date: June 26, 2013

WALTER SCOTT & PARTNERS LIMITED

By: /S/ ANNA NICHOLL

Anna Nicholl
Chief Compliance Officer

Date: October 8, 2009

WALTER SCOTT & PARTNERS LIMITED

By: /S/ CAROL-ANN FRASER

Carol-Ann Fraser
Compliance Officer

Date: October 8, 2009

BNY MELLON WEALTH MANAGEMENT,

BNY MELLON TRUST COMPANY

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ADVISORY SERVICES, INC.
By: /S/ MARIE-CLAUDE LEPAGE

Marie-Claude Lepage
Chief Compliance Officer
Date: May 16, 2013

(CAYMAN) LIMITED
By: /S/ DONALD J. HEBERLE

Donald J. Heberle
Executive Vice President
Date: December 5, 2012

Parent Holding Companies/Control Persons

B.N.Y. HOLDINGS (DELAWARE) CORPORATION

By: /S/ JOHN A. PARK

John A. Park
Senior Vice President
Date: October 9, 2009

BNY MELLON ASSET MANAGEMENT
INTERNATIONAL HOLDINGS LIMITED

By: /S/ GREG BRISK

Greg Brisk
Director
Date: October 12, 2009

BNY MELLON ASSET MANAGEMENT
INTERNATIONAL HOLDINGS LIMITED

By: /S/ SHONA SPENCE

Shona Spence
Director
Date: October 15, 2009

BNY MELLON INTERNATIONAL ASSET
MANAGEMENT GROUP LIMITED

By: /S/ JEREMY N. BASSIL

Jeremy N. Bassil
Director
Date: October 13, 2009

MAM (MA) HOLDING TRUST

By: /S/ RONALD P. O'HANLEY

Ronald P. O'Hanley
President
Date: October 9, 2009

MBC INVESTMENTS CORPORATION

By: /S/ GORDON MOTTER

Gordon Motter
Chairman, President and CEO
Date: October 9, 2009

NEWTON MANAGEMENT LIMITED

By: /S/ HELENA MORRISSEY

Helena Morrissey
Director
Date: October 15, 2009

NEWTON MANAGEMENT LIMITED

By: /S/ ANDREW DOWNS

Andrew Downs
Director
Date: November 6, 2009

MELLON OVERSEAS INVESTMENT
CORPORATION

INSIGHT INVESTMENT MANAGEMENT
LIMITED

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By: /S/ JON LITTLE

Jon Little
Chairman, President And
Chief Executive Officer
Date: December 04, 2009

By: /S/ CHARLES FARQUHARSON

Charles Farquharson
Chief Risk Officer
Date: December 04, 2009

BNY INTERNATIONAL FINANCING
CORPORATION

THE BANK OF NEW YORK MELLON SA/NV

By: /S/ FRED RICCIARDI

Fred Ricciardi
President
Date: August 30, 2010

By: /S/ JEAN-CHRISTOPHEMATHONET

Jean-ChristopheMathonet
Managing Director
Date: October 4, 2010

BNY MELLON INVESTMENT HOLDINGS
(GERMANY) LIMITED

MELLON JV LIMITED

By: /S/ MARTIN TILLERT

Martin Tillert
Managing Director
Date: January 10, 2013

BNY MELLON INVESTMENT MANAGEMENT
EUROPE HOLDINGS LIMITED

BNY MELLON INVESTMENT MANAGEMENT
(EUROPE)LIMITED

By: /S/ GREG BRISK

Greg Brisk
Director
Date: March 14, 2013

By: /S/ GREG BRISK

Greg Brisk
Director
Date: March 14, 2013

BNY MELLON INVESTMENT MANAGEMENT
(JERSEY)LIMITED

By: /S/ GREG BRISK

Greg Brisk
Director
Date: March 14, 2013

BNY MELLON INTERNATIONAL ASSET
MANAGEMENT (HOLDINGS) LIMITED

BNY MELLON INTERNATIONAL ASSET
MANAGEMENT (HOLDINGS) No. 1 LIMITED

By: /S/ GREG BRISK

Greg Brisk
Director
Date: April 5, 2013

By: /S/ GREG BRISK

Greg Brisk
Director
Date: April 5, 2013

MELLON CANADA HOLDING COMPANY

BNY INTERNATIONAL FINANCING
CORPORATION

By: /S/ JOHN REHOB

John Rehob

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President
Date: August 06, 2013

Fund Administrators

BNY MELLON SERVICE KAPITALANLAGE-
GESELLSCHAFT mbH

By: /S/ CAROLINE SPECHT

Caroline Specht
Managing Director, Head of
Business Strategy and Legal
Date: August 24, 2010

MERITEN INVESTMENT MANAGEMENT GmbH

By: /S/ WERNER TAIBER

Werner Taiber
Chief Execution Officer
Date: December 12, 2012

MERITEN INVESTMENT MANAGEMENT GmbH

By: /S/ DR. NORBERT BECKER

Dr. Norbert Becker
Deputy Chief Execution Officer
Date: December 12, 2012

BLE CELLSPACING="2" CELLPADDING="2" ALIGN="CENTER" STYLE="font: 10pt Arial, Helvetica,
Sans-Serif; width: 70%; border-collapse: collapse">**Historical USDBRL Exchange Rate
January 2, 2014 to February 8, 2019**

PS-14

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Historical Information About the USDMXN Exchange Rate

The following graph sets forth the exchange rate between the Mexican peso (“MXN”) and the U.S. dollar (referred to as the “USDMXN exchange rate”) for each day such rate was available during the period indicated below. We obtained the information in the graph below from Thomson Reuters, without independent verification. **Historical performance is not an indication of future performance.**

The USDMXN exchange rate is expressed as a number of Mexican pesos per one U.S. dollar. Any **increase** in the exchange rate shown in the graph below represents **depreciation** of the Mexican peso relative to the U.S. dollar, and any **decrease** in the exchange rate shown in the graph below represents **appreciation** of the Mexican peso relative to the U.S. dollar.

The USDMXN exchange rate on February 8, 2019 was 19.06975.

Historical USDMXN Exchange Rate January 2, 2014 to February 8, 2019

PS-15

Citigroup Global Markets Holdings Inc.

Historical Information About the USDINR Exchange Rate

The following graph sets forth the exchange rate between the Indian rupee (“INR”) and the U.S. dollar (referred to as the “USDINR exchange rate”) for each day such rate was available during the period indicated below. We obtained the information in the graph below from Thomson Reuters, without independent verification. **Historical performance is not an indication of future performance.**

The USDINR exchange rate is expressed as a number of Indian rupees per one U.S. dollar. Any **increase** in the exchange rate shown in the graph below represents **depreciation** of the Indian rupee relative to the U.S. dollar, and any **decrease** in the exchange rate shown in the graph below represents **appreciation** of the Indian rupee relative to the U.S. dollar.

The USDINR exchange rate on February 8, 2019 was 71.2949.

Historical USDINR Exchange Rate January 2, 2014 to February 8, 2019

PS-16

Citigroup Global Markets Holdings Inc.

Additional Terms of the Notes

General

The terms of the notes are set forth in the accompanying prospectus supplement and prospectus, as supplemented by this pricing supplement. The accompanying prospectus supplement and prospectus contain important disclosures that are not repeated in this pricing supplement. It is important that you read the accompanying prospectus supplement and prospectus together with this pricing supplement in connection with your investment in the notes.

Exchange Rate

The “**exchange rate**” with respect to each basket currency is expressed as a number of units of such basket currency per one U.S. dollar and, on any date, means:

(i) with respect to the Brazilian real, the closing Brazilian real/U.S. dollar offered rate for U.S. dollars, expressed as the amount of Brazilian reais per one U.S. dollar, for settlement in two currency business days, reported by the Banco Central do Brasil (Central Bank of Brazil) by approximately 1:15 p.m., São Paulo time, on such date and as published on Reuters page BRLPTAX;

(ii) with respect to the Mexican peso, the Mexican peso per one U.S. dollar exchange rate, expressed as the amount of Mexican pesos per one U.S. dollar, as reported on Bloomberg page USDMXN WMCO Curncy at approximately 4:00 p.m., London time, on such date; and

(iii) with respect to the Indian rupee, the Indian rupee/U.S. dollar reference rate, expressed as the amount of Indian rupees per one U.S. dollar, for settlement in two currency business days, reported by Financial Benchmarks India Pvt. Ltd. at approximately 1:30 p.m., Mumbai time, or as soon thereafter as practicable, on such date and as published on Reuters page RBIB USDINR.

In any case where the exchange rate for a relevant date is based on information obtained from a commercial vendor or professional rates administrator in the business of reporting, producing or distributing commercial currency exchange rates, the exchange rate will be subject to the corrections, if any, to that information subsequently displayed by that

source within one hour of the time when such rate is first displayed by such source. Notwithstanding the foregoing, in any case where the exchange rate for a relevant date is based on information published or announced by any governmental authority in the relevant country, the exchange rate will be subject to the corrections, if any, to that information subsequently published or announced by that source within 2 days of the relevant date, *provided* that no correction published or announced after the business day immediately preceding the maturity date will be taken into account.

If the applicable exchange rate is published or announced by more than one price source and the price source referred to in the definition of “exchange rate” fails to publish or announce that exchange rate on the applicable date (or, if different, the day on which rates for that date would, in the ordinary course, be published or announced by such price source), then the exchange rate for that date will be determined by reference to any other available price source which actually publishes or announces such exchange rate on such date (or, if different, the day on which rates for that date would, in the ordinary course, be published or announced by the relevant price source), as determined by the calculation agent.

If the applicable exchange rate is reported, sanctioned, recognized, published, announced or adopted (or other similar action) by the relevant governmental authority, and such exchange rate ceases to exist and is replaced by a successor currency exchange rate that is reported, sanctioned, recognized, published, announced or adopted (or other similar action) by such governmental authority (the “official successor rate”), then the applicable exchange rate for the relevant date will be determined by reference to any available price source which publishes or announces the official successor rate (including, but not limited to, an official publication of that governmental authority) on such date (or, if different, the day on which rates for that date would, in the ordinary course, be published or announced by the relevant price source), as determined by the calculation agent.

Each basket currency with respect to a particular country will be deemed to include any lawful successor currency (the “successor basket currency”) of that country. If, after the pricing date and on or before the valuation date, a country has lawfully eliminated, converted, redenominated or exchanged its currency in effect on the pricing date (the “original basket currency”) for a successor basket currency, then for purposes of the notes the initial exchange rate for such basket currency will be adjusted to reflect a ratio of successor basket currency to original basket currency, which ratio will be calculated on the basis of the exchange rate set forth by such country for converting the original basket currency into the successor basket currency on the date on which the elimination, conversion, redenomination or exchange took place. If there is more than one such date, the date closest to the valuation date will be selected. In the event that such exchange rate is not publicly announced by such country, the initial exchange rate with respect to the applicable basket currency will be adjusted by the calculation agent in good faith and in a commercially reasonable manner. Upon the occurrence of such an event with respect to a basket currency, the calculation agent will select in good faith and in a commercially reasonable manner a substitute price source for purposes of determining the final exchange rate with respect to such basket currency. To the

Citigroup Global Markets Holdings Inc.

extent the market convention for quoting the exchange rate for the applicable currency pair is different from the convention set forth herein, the calculation agent will apply all calculations in a manner consistent with the convention set forth herein.

In the event that any sponsor or administrator of an exchange rate officially designates or appoints a successor sponsor or administrator entity for that exchange rate, then such lawfully designated or appointed successor entity shall be deemed to be the lawful sponsor or administrator entity of that currency exchange rate for all purposes without further change to the rate source definition for such exchange rate.

Consequences of a Market Disruption Event; Adjustment of the Valuation Date

If the scheduled valuation date is not a currency business day with respect to any basket currency, the valuation date for such basket currency will be the immediately preceding day that is a currency business day with respect to such basket currency; *provided* that, if the date that would otherwise be the valuation date is an unscheduled holiday with respect to any basket currency, then the valuation date for such basket currency will be the immediately following currency business day with respect to such basket currency. Solely with respect to the Brazilian real, if the scheduled valuation date falls on a date that, as of the pricing date, is not a day on which commercial banks are scheduled to be open for business (including dealings in foreign exchange in accordance with the market practice of the foreign exchange market) in New York City, then whether the scheduled valuation date is a currency business day will be determined without regard to New York City.

If a market disruption event occurs with respect to a basket currency on the scheduled valuation date, then:

(i) with respect to the Brazilian real:

(a) the valuation date will be postponed to the earliest of (x) the currency business day first succeeding the day on which the market disruption event ceases to exist and (y) the business day immediately preceding the maturity date; and

(b) if the valuation date has been postponed to the last day to which it may be postponed pursuant to the immediately preceding clause and a market disruption event continues to exist, then the calculation agent will determine the applicable exchange rate, taking into consideration all available information that in good faith it deems relevant;

(ii) with respect to the Mexican peso:

(a) the calculation agent will request the Mexico City office of each of four prime dealers in the market as determined by the calculation agent to provide a quotation of what the applicable exchange rate would have been had it been published, reported or available for the applicable date, based upon each such dealer's experience in the foreign exchange market for the Mexican peso and general activity in such market on such date;

(b) the quotations used to determine the applicable exchange rate on such date will be determined in each case for such date, and will be requested at 9:30 a.m. Mexico City time on the first Mexico City business day after the originally scheduled valuation date;

(c) if four quotations are provided, the applicable exchange rate for the applicable date will be the arithmetic mean of the average of the Mexican peso bid and offer rate provided by each dealer, without regard to the rates provided by the dealers having the highest and lowest of such average rates; for this purpose, if more than one dealer has the same highest value or lowest value, then the rates provided by only one such dealer shall be disregarded;

(d) if two or three quotations are provided, the applicable exchange rate for the applicable date will be the arithmetic mean of the average of the Mexican peso bid and offer rate provided by each dealer; and

(e) if fewer than two quotations are provided, then the calculation agent will determine the applicable exchange rate, taking into consideration all available information that in good faith it deems relevant; and

(iii) with respect to the Indian rupee:

(a) the valuation date will be postponed to the earliest of (x) the currency business day first succeeding the day on which the market disruption event ceases to exist and (y) the business day immediately preceding the maturity date; and

(b) if the valuation date has been postponed to the last day to which it may be postponed pursuant to the immediately preceding clause and a market disruption event continues to exist, then the applicable exchange rate for the applicable date will be the Indian rupee/U.S. dollar exchange rate, expressed as the amount of Indian rupees per one U.S. dollar, for settlement in two currency business days, as published on the website of the Singapore Foreign Exchange Market Committee ("SFEMC") at approximately 3:30 p.m., Singapore time, or as soon thereafter as practicable, on such date;

such exchange rate will be calculated by SFEMC (or a service provider SFEMC may

PS-18

Citigroup Global Markets Holdings Inc.

select in its sole discretion) pursuant to the SFEMC INR Indicative Survey Rate Methodology (which means a methodology, dated as of December 1, 2004, as amended from time to time, for a centralized industry-wide survey of financial institutions that are active participants in the Indian rupee/U.S. dollar markets for the purpose of determining the SFEMC INR Indicative Survey Rate); and

(c) if the exchange rate is not available pursuant to the immediately preceding clause, then the calculation agent will determine the applicable exchange rate, taking into consideration all available information that in good faith it deems relevant.

The adjustment of the valuation date with respect to any one basket currency will not affect the valuation date with respect to any other basket currency.

The term “**currency business day**” means, with respect to a basket currency, a day on which commercial banks are open (or, but for the occurrence of any market disruption event, would have been open) for business (including dealings in foreign exchange in accordance with the market practice of the foreign exchange market) in the relevant city(ies) with respect to that basket currency.

The term “**relevant city**” means:

(i) with respect to the Brazilian real, (a) any of Rio de Janeiro, Brasilia or São Paulo and (b) New York City;

(ii) with respect to the Mexican peso, Mexico City; and

(iii) with respect to the Indian rupee, Mumbai.

The term “**unscheduled holiday**” means, with respect to a basket currency, a day that is not a currency business day with respect to such basket currency and the market was not aware of such fact (by means of a public announcement or by reference to other publicly available information) until a time later than 9:00 a.m. local time in the principal financial center(s) of such basket currency two currency business days prior to the scheduled valuation date.

The term “**principal financial center**” means:

(i) with respect to the Brazilian real, Brasilia, Rio de Janeiro and São Paulo;

(ii) with respect to the Mexican peso, Mexico City; and

(iii) with respect to the Indian rupee, Mumbai.

The term “**market disruption event**” means, with respect to any basket currency on any date, that it becomes impossible to obtain the exchange rate with respect to such basket currency on such date (or, if different, the day on which rates for such date would, in the ordinary course, be published or announced by the relevant price source). In addition, with respect to the Brazilian real, it will constitute a market disruption event if there is notice to the membership of the Emerging Markets Traders Association (“EMTA”) (a trade group for the emerging markets trading and investment community, of which an affiliate of ours is a member) that, in the reasonable and independent judgment, as notified to EMTA in accordance with the EMTA BRL Exchange Rate Divergence Procedures (as published by EMTA from time to time), of not less than 7 unaffiliated EMTA members that are recognized market makers active in the Brazilian real/U.S. dollar foreign exchange market (no less than 4 of which are active participants in the onshore BRL/USD spot market), the BRL PTAX (BRL09) rate (following a split of the exchange rates in Brazil or otherwise) no longer reflects the then-prevailing Brazilian real / U.S. dollar spot rate for standard-size wholesale financial transactions involving the exchange of Brazilian reais for U.S. dollars delivered outside of Brazil.

Early Termination Event

If, on any day during the term of the notes up to but excluding the valuation date, the calculation agent determines that (a) a market disruption event has occurred with respect to any basket currency or (b) an event has occurred or has been announced as a result of which the calculation agent determines that a market disruption event is reasonably likely to occur with respect to any basket currency during the term of the notes, and in either case the calculation agent determines that the market disruption event is reasonably likely to continue for more than five currency business days with respect to the applicable basket currency (any such event, an “**early termination event**”), then the calculation agent will calculate the early termination amount as of the date of such determination (the “**early termination determination date**”) and:

(i) if the early termination amount is greater than or equal to the stated principal amount of the notes, we will have the right, but not the obligation, to redeem the notes, in whole and not in part, by providing written notice of our election to exercise that right to the trustee (the date of such notice, the “**early redemption notice date**”), on a redemption date of our choosing that is no later than the 30th business day immediately following the early redemption notice date or earlier

PS-19

Citigroup Global Markets Holdings Inc.

than the fifth business day following the early redemption notice date, for an amount equal to the early termination amount; or

(ii) if the early termination amount is less than the stated principal amount of the notes, we will not have the right to redeem the notes but will have the right to notify the trustee that the currency exposure provided by the notes shall be terminated, in which case the payment at maturity will be equal to \$1,000 per note, without regard to the final exchange rate of any basket currency or the final basket value, and the notes will no longer offer the potential to receive the digital return amount.

An early termination event need not be continuing on the early redemption notice date, on the redemption date, on the date we provide notice to the trustee of the termination of the currency exposure provided by the notes or on the maturity date.

The “**early termination amount**” will be equal to the fair value of the notes determined by the calculation agent as of the early termination determination date in good faith and in a manner based upon (but not necessarily identical to) CGMI’s then contemporaneous practices for determining a secondary market bid price for the notes and similar instruments, taking into account the early termination event that has occurred. In determining the early termination amount, the calculation agent may take into account proprietary pricing models and may make adjustments to those models or inputs to those models in good faith and in a commercially reasonable manner. The calculation agent may also take into account other facts, whether or not unique to us or our affiliates, in determining the early termination amount so long as it is in good faith and commercially reasonable. See “Risk Factors Relating to the Notes—If an early termination event occurs during the term of the notes, we may redeem the notes early or the currency exposure provided by the notes may be terminated” in this pricing supplement.

Under the terms of the notes, the calculation agent will be required to exercise discretion under certain circumstances, including (i) determining whether a market disruption event with respect to a basket currency or early termination event has occurred; (ii) if a market disruption event occurs with respect to a basket currency on the valuation date and the valuation date is not postponed or the exchange rate cannot otherwise be determined in accordance with the procedures described above, determining the exchange rate with respect to that basket currency on that day; and (iii) if an early termination event occurs, determining the early termination amount. In exercising this discretion, the calculation agent will be required to act in good faith and in a commercially reasonable manner, but it may take into account any factors it deems relevant, including, without limitation, whether the applicable event materially interfered with our or our affiliates’ ability to adjust or unwind all or a material portion of any hedge with respect to the notes.

Events of Default and Acceleration

In case an event of default (as defined in the accompanying prospectus) with respect to the notes shall have occurred and be continuing, the amount declared due and payable upon any acceleration of the notes will be determined by the calculation agent and will equal, for each note, the payment at maturity, calculated as though the valuation date were the date of such acceleration.

In case of default in payment at maturity of the notes, no interest will accrue on such overdue payment either before or after the maturity date.

Calculation Agent

Citibank, N.A., London Branch, an affiliate of Citigroup Global Markets Holdings Inc., will serve as calculation agent for the notes. All determinations made by the calculation agent will be at the sole discretion of the calculation agent and will, in the absence of manifest error, be conclusive for all purposes and binding on Citigroup Global Markets Holdings Inc. and the holders of the notes. Citibank, N.A., London Branch is obligated to carry out its duties and functions as calculation agent in good faith and using its reasonable judgment. See “Risk Factors Relating to the Notes—The calculation agent, which is an affiliate of the issuer, will make important determinations with respect to the notes” in this pricing supplement.

United States Federal Tax Considerations

We intend to treat the notes as “contingent payment debt instruments” for U.S. federal income tax purposes, as described in the section of the accompanying prospectus supplement called “United States Federal Tax Considerations—Tax Consequences to U.S. Holders—Notes Treated as Contingent Payment Debt Instruments,” and the remaining discussion is based on this treatment. In the opinion of our counsel, Davis Polk & Wardwell LLP, based on current market conditions, this treatment of the notes is reasonable under current law; however, our counsel has advised us that it is unable to conclude affirmatively that this treatment is more likely than not to be upheld, and that alternative treatments are possible. The discussion herein does not address the consequences to taxpayers subject to special tax accounting rules under Section 451(b) of the Internal Revenue Code of 1986, as amended (the “Code”).

If you are a U.S. Holder, you will be required to recognize interest income during the term of the notes at the “comparable yield,” which generally is the yield at which we could issue a fixed-rate debt instrument with terms similar to those of the notes, including the level of subordination, term, timing of payments and general market conditions, but excluding any

Citigroup Global Markets Holdings Inc.

adjustments for the riskiness of the contingencies or the liquidity of the notes. We are required to construct a “projected payment schedule” in respect of the notes representing a payment the amount and timing of which would produce a yield to maturity on the notes equal to the comparable yield. Assuming you hold the notes until their maturity, the amount of interest you include in income based on the comparable yield in the taxable year in which the notes mature will be adjusted upward or downward to reflect the difference, if any, between the actual and projected payment on the notes at maturity as determined under the projected payment schedule. However, special rules may apply if the payment at maturity on the notes is treated as becoming fixed prior to maturity. See “United States Federal Tax Considerations—Tax Consequences to U.S. Holders—Notes Treated as Contingent Payment Debt Instruments” in the accompanying prospectus supplement for a more detailed discussion of the special rules.

Upon the sale, exchange or retirement of the notes prior to maturity, you generally will recognize gain or loss equal to the difference between the proceeds received and your adjusted tax basis in the notes. Your adjusted tax basis will equal your purchase price for the notes, increased by interest previously included in income on the notes. Any gain generally will be treated as ordinary income, and any loss generally will be treated as ordinary loss to the extent of prior interest inclusions on the note and as capital loss thereafter.

We have determined that the comparable yield for a note is a rate of 2.620%, compounded semi-annually, and that the projected payment schedule with respect to a note consists of a single payment of \$1,053.543 at maturity. The following table states the amount of interest (without taking into account any adjustment to reflect the difference, if any, between the actual and the projected amount of the contingent payment on a note) that will be deemed to have accrued with respect to a note for each accrual period (assuming a day count convention of 30 days per month and 360 days per year), based upon the comparable yield set forth above:

ACCRUAL PERIOD	OID DEEMED TO ACCRUE DURING ACCRUAL PERIOD (PER NOTE)	TOTAL OID DEEMED TO HAVE ACCRUED FROM ISSUE DATE (PER NOTE) AS OF END OF ACCRUAL PERIOD
Issue date through June 30, 2019	\$9.824	\$9.824
July 1, 2019 through December 31, 2019	\$13.227	\$23.052
January 1, 2020 through June 30, 2020	\$13.401	\$36.452
July 1, 2020 through December 31, 2020	\$13.576	\$50.028
January 1, 2021 through maturity date	\$3.515	\$53.543

Neither the comparable yield nor the projected payment schedule constitutes a representation by us regarding the actual amount that we will pay on the notes.

Non-U.S. Holders. Subject to the discussions in “United States Federal Tax Considerations—Tax Consequences to Non-U.S. Holders” and “—FATCA” in the accompanying prospectus supplement, if you are a Non-U.S. Holder (as defined in the accompanying prospectus supplement) of the notes, under current law you generally will not be subject to U.S. federal withholding or income tax in respect of any payment on or any amount received on the sale, exchange or retirement of the notes, provided that (i) income in respect of the notes is not effectively connected with your conduct of a trade or business in the United States, and (ii) you comply with the applicable certification requirements. See “United States Federal Tax Considerations—Tax Consequences to Non-U.S. Holders” in the accompanying prospectus supplement for a more detailed discussion of the rules applicable to Non-U.S. Holders of the notes.

FATCA. You should review the section entitled “United States Federal Tax Considerations—FATCA” in the accompanying prospectus supplement regarding withholding rules under the “FATCA” regime. The discussion in that section is hereby modified to reflect regulations proposed by the U.S. Treasury Department indicating an intent to eliminate the requirement under FATCA of withholding on gross proceeds of the disposition of affected financial instruments. The U.S. Treasury Department has indicated that taxpayers may rely on these proposed regulations pending their finalization.

You should read the section entitled “United States Federal Tax Considerations” in the accompanying prospectus supplement. The preceding discussion, when read in combination with that section, constitutes the full opinion of Davis Polk & Wardwell LLP regarding the material U.S. federal tax consequences of owning and disposing of the notes.

You should also consult your tax adviser regarding all aspects of the U.S. federal tax consequences of an investment in the notes and any tax consequences arising under the laws of any state, local or non-U.S. taxing jurisdiction.

Supplemental Plan of Distribution

PS-21

Citigroup Global Markets Holdings Inc.

CGMI, an affiliate of Citigroup Global Markets Holdings Inc. and the underwriter of the sale of the notes, is acting as principal and will receive an underwriting fee of \$2.50 for each \$1,000 note sold in this offering. CGMI will pay selected dealers a fixed selling concession of \$2.50 for each \$1,000 note they sell.

CGMI is an affiliate of ours. Accordingly, this offering will conform with the requirements addressing conflicts of interest when distributing the securities of an affiliate set forth in Rule 5121 of the Financial Industry Regulatory Authority. Client accounts over which Citigroup Inc. or its subsidiaries have investment discretion will not be permitted to purchase the notes, either directly or indirectly, without the prior written consent of the client.

Secondary market sales of securities typically settle two business days after the date on which the parties agree to the sale. Because the issue date for the notes is more than two business days after the pricing date, investors who wish to sell the notes at any time prior to the second business day preceding the issue date will be required to specify an alternative settlement date for the secondary market sale to prevent a failed settlement. Investors should consult their own investment advisors in this regard.

See “Plan of Distribution” in each of the accompanying prospectus supplement and prospectus for additional information.

A portion of the net proceeds from the sale of the notes will be used to hedge our obligations under the notes. We have hedged our obligations under the notes through CGMI or other of our affiliates. CGMI or such other of our affiliates may profit from this hedging activity even if the value of the notes declines. This hedging activity could affect the exchange rates of the basket currencies and, therefore, the value of and your return on the notes. For additional information on the ways in which our counterparties may hedge our obligations under the notes, see “Use of Proceeds and Hedging” in the accompanying prospectus.

Valuation of the Notes

CGMI calculated the estimated value of the notes set forth on the cover page of this pricing supplement based on proprietary pricing models. CGMI’s proprietary pricing models generated an estimated value for the notes by estimating the value of a hypothetical package of financial instruments that would replicate the payout on the notes, which consists of a fixed-income bond (the “bond component”) and one or more derivative instruments underlying the economic terms of the notes (the “derivative component”). CGMI calculated the estimated value of the bond component using a discount rate based on our internal funding rate. CGMI calculated the estimated value of the derivative component based on a proprietary derivative-pricing model, which generated a theoretical price for the instruments that constitute the derivative component based on various inputs, including the factors described under “Risk Factors

Relating to the Notes—The value of your notes prior to maturity will fluctuate based on many unpredictable factors” in this pricing supplement, but not including our or Citigroup Inc.’s creditworthiness. These inputs may be market-observable or may be based on assumptions made by CGMI in its discretionary judgment.

For a period of approximately three months following issuance of the notes, the price, if any, at which CGMI would be willing to buy the notes from investors, and the value that will be indicated for the notes on any brokerage account statements prepared by CGMI or its affiliates (which value CGMI may also publish through one or more financial information vendors), will reflect a temporary upward adjustment from the price or value that would otherwise be determined. This temporary upward adjustment represents a portion of the hedging profit expected to be realized by CGMI or its affiliates over the term of the notes. The amount of this temporary upward adjustment will decline to zero on a straight-line basis over the three-month temporary adjustment period. However, CGMI is not obligated to buy the notes from investors at any time. See “Risk Factors Relating to the Notes—The notes will not be listed on any securities exchange and you may not be able to sell them prior to maturity.”

Certain Selling Restrictions

Hong Kong Special Administrative Region

The contents of this pricing supplement and the accompanying prospectus supplement and prospectus have not been reviewed by any regulatory authority in the Hong Kong Special Administrative Region of the People’s Republic of China (“Hong Kong”). Investors are advised to exercise caution in relation to the offer. If investors are in any doubt about any of the contents of this pricing supplement and the accompanying prospectus supplement and prospectus, they should obtain independent professional advice.

The notes have not been offered or sold and will not be offered or sold in Hong Kong by means of any document, other than

- (i) to persons whose ordinary business is to buy or sell shares or debentures (whether as principal or agent); or
- (ii) to “professional investors” as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong (the “Securities and Futures Ordinance”) and any rules made under that Ordinance; or

Citigroup Global Markets Holdings Inc.

in other circumstances which do not result in the document being a “prospectus” as defined in the Companies (iii) Ordinance (Cap. 32) of Hong Kong or which do not constitute an offer to the public within the meaning of that Ordinance; and

There is no advertisement, invitation or document relating to the notes which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to securities which are or are intended to be disposed of only to persons outside Hong Kong or only to “professional investors” as defined in the Securities and Futures Ordinance and any rules made under that Ordinance.

Non-insured Product: These notes are not insured by any governmental agency. These notes are not bank deposits and are not covered by the Hong Kong Deposit Protection Scheme.

Singapore

This pricing supplement and the accompanying prospectus supplement and prospectus have not been registered as a prospectus with the Monetary Authority of Singapore, and the notes will be offered pursuant to exemptions under the Securities and Futures Act, Chapter 289 of Singapore (the “Securities and Futures Act”). Accordingly, the notes may not be offered or sold or made the subject of an invitation for subscription or purchase nor may this pricing supplement or any other document or material in connection with the offer or sale or invitation for subscription or purchase of any notes be circulated or distributed, whether directly or indirectly, to any person in Singapore other than (a) to an institutional investor pursuant to Section 274 of the Securities and Futures Act, (b) to a relevant person under Section 275(1) of the Securities and Futures Act or to any person pursuant to Section 275(1A) of the Securities and Futures Act and in accordance with the conditions specified in Section 275 of the Securities and Futures Act, or (c) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the Securities and Futures Act. Where the notes are subscribed or purchased under Section 275 of the Securities and Futures Act by a relevant person which is:

a corporation (which is not an accredited investor (as defined in Section 4A of the Securities and Futures Act)) the (a) sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or

a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary is an individual who is an accredited investor, securities (as defined in Section 239(1) of the Securities (b) and Futures Act) of that corporation or the beneficiaries’ rights and interests (howsoever described) in that trust shall not be transferable for 6 months after that corporation or that trust has acquired the relevant securities pursuant to an offer under Section 275 of the Securities and Futures Act except:

to an institutional investor or to a relevant person defined in Section 275(2) of the Securities and Futures Act or to (i) any person arising from an offer referred to in Section 275(1A) or Section 276(4)(i)(B) of the Securities and Futures Act; or

(ii) where no consideration is or will be given for the transfer; or

(iii) where the transfer is by operation of law; or

(iv) pursuant to Section 276(7) of the Securities and Futures Act; or

(v) as specified in Regulation 32 of the Securities and Futures (Offers of Investments) (Shares and Debentures) Regulations 2005 of Singapore.

Any notes referred to herein may not be registered with any regulator, regulatory body or similar organization or institution in any jurisdiction.

The notes are Specified Investment Products (as defined in the Notice on Recommendations on Investment Products and Notice on the Sale of Investment Product issued by the Monetary Authority of Singapore on 28 July 2011) that is neither listed nor quoted on a securities market or a futures market.

Non-insured Product: These notes are not insured by any governmental agency. These notes are not bank deposits. These notes are not insured products subject to the provisions of the Deposit Insurance and Policy Owners' Protection Schemes Act 2011 of Singapore and are not eligible for deposit insurance coverage under the Deposit Insurance Scheme.

Prohibition of Sales to EEA Retail Investors

The notes may not be offered, sold or otherwise made available to any retail investor in the European Economic Area. For the purposes of this provision:

(a) the expression "retail investor" means a person who is one (or more) of the following:

Citigroup Global Markets Holdings Inc.

- (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “MiFID II”); or
 - (ii) a customer within the meaning of Directive 2002/92/EC, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or
 - (iii) not a qualified investor as defined in Directive 2003/71/EC; and
- (b) the expression “offer” includes the communication in any form and by any means of sufficient information on the terms of the offer and the notes offered so as to enable an investor to decide to purchase or subscribe the notes.

Validity of the Notes

In the opinion of Davis Polk & Wardwell LLP, as special products counsel to Citigroup Global Markets Holdings Inc., when the notes offered by this pricing supplement have been executed and issued by Citigroup Global Markets Holdings Inc. and authenticated by the trustee pursuant to the indenture, and delivered against payment therefor, such notes and the related guarantee of Citigroup Inc. will be valid and binding obligations of Citigroup Global Markets Holdings Inc. and Citigroup Inc., respectively, enforceable in accordance with their respective terms, subject to applicable bankruptcy, insolvency and similar laws affecting creditors’ rights generally, concepts of reasonableness and equitable principles of general applicability (including, without limitation, concepts of good faith, fair dealing and the lack of bad faith), provided that such counsel expresses no opinion as to the effect of fraudulent conveyance, fraudulent transfer or similar provision of applicable law on the conclusions expressed above. This opinion is given as of the date of this pricing supplement and is limited to the laws of the State of New York, except that such counsel expresses no opinion as to the application of state securities or Blue Sky laws to the notes.

In giving this opinion, Davis Polk & Wardwell LLP has assumed the legal conclusions expressed in the opinions set forth below of Scott L. Flood, General Counsel and Secretary of Citigroup Global Markets Holdings Inc., and Barbara Politi, Assistant General Counsel—Capital Markets of Citigroup Inc. In addition, this opinion is subject to the assumptions set forth in the letter of Davis Polk & Wardwell LLP dated April 7, 2017, which has been filed as an exhibit to a Current Report on Form 8-K filed by Citigroup Inc. on April 7, 2017, that the indenture has been duly authorized, executed and delivered by, and is a valid, binding and enforceable agreement of, the trustee and that none of the terms of the notes nor the issuance and delivery of the notes and the related guarantee, nor the compliance by Citigroup Global Markets Holdings Inc. and Citigroup Inc. with the terms of the notes and the related guarantee respectively, will result in a violation of any provision of any instrument or agreement then binding upon Citigroup Global Markets Holdings Inc. or Citigroup Inc., as applicable, or any restriction imposed by any court or governmental body having jurisdiction over Citigroup Global Markets Holdings Inc. or Citigroup Inc., as applicable.

In the opinion of Scott L. Flood, Secretary and General Counsel of Citigroup Global Markets Holdings Inc., (i) the terms of the notes offered by this pricing supplement have been duly established under the indenture and the Board of Directors (or a duly authorized committee thereof) of Citigroup Global Markets Holdings Inc. has duly authorized the issuance and sale of such notes and such authorization has not been modified or rescinded; (ii) Citigroup Global Markets Holdings Inc. is validly existing and in good standing under the laws of the State of New York; (iii) the indenture has been duly authorized, executed and delivered by Citigroup Global Markets Holdings Inc.; and (iv) the execution and delivery of such indenture and of the notes offered by this pricing supplement by Citigroup Global Markets Holdings Inc., and the performance by Citigroup Global Markets Holdings Inc. of its obligations thereunder, are within its corporate powers and do not contravene its certificate of incorporation or bylaws or other constitutive documents. This opinion is given as of the date of this pricing supplement and is limited to the laws of the State of New York.

Scott L. Flood, or other internal attorneys with whom he has consulted, has examined and is familiar with originals, or copies certified or otherwise identified to his satisfaction, of such corporate records of Citigroup Global Markets Holdings Inc., certificates or documents as he has deemed appropriate as a basis for the opinions expressed above. In such examination, he or such persons has assumed the legal capacity of all natural persons, the genuineness of all signatures (other than those of officers of Citigroup Global Markets Holdings Inc.), the authenticity of all documents submitted to him or such persons as originals, the conformity to original documents of all documents submitted to him or such persons as certified or photostatic copies and the authenticity of the originals of such copies.

In the opinion of Barbara Politi, Assistant General Counsel—Capital Markets of Citigroup Inc., (i) the Board of Directors (or a duly authorized committee thereof) of Citigroup Inc. has duly authorized the guarantee of such notes by Citigroup Inc. and such authorization has not been modified or rescinded; (ii) Citigroup Inc. is validly existing and in good standing under the laws of the State of Delaware; (iii) the indenture has been duly authorized, executed and delivered by Citigroup Inc.; and (iv) the execution and delivery of such indenture, and the performance by Citigroup Inc. of its obligations thereunder, are within its corporate powers and do not contravene its certificate of incorporation or bylaws or other constitutive documents. This opinion is given as of the date of this pricing supplement and is limited to the General Corporation Law of the State of Delaware.

Barbara Politi, or other internal attorneys with whom she has consulted, has examined and is familiar with originals, or copies certified or otherwise identified to her satisfaction, of such corporate records of Citigroup Inc., certificates or documents as she has deemed appropriate as a basis for the opinions expressed above. In such examination, she or such persons has

Citigroup Global Markets Holdings Inc.

assumed the legal capacity of all natural persons, the genuineness of all signatures (other than those of officers of Citigroup Inc.), the authenticity of all documents submitted to her or such persons as originals, the conformity to original documents of all documents submitted to her or such persons as certified or photostatic copies and the authenticity of the originals of such copies.

Contact

Clients may contact their local brokerage representative. Third-party distributors may contact Citi Structured Investment Sales at (212) 723-7005.

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PS-25