CITIGROUP INC
Form 424B2
February 20, 2019

	February 15, 2019
	Medium-Term Senior Notes, Series N
Citigroup Global Markets Holdings Inc.	**Pricing Supplement No. 2019-USNCH1975**
	Filed Pursuant to Rule 424(b)(2)
	Registration Statement Nos. 333-216372 and 333-216372-01

Market-Linked Securities Linked to the Best Performing of Two Baskets Due February 21, 2024

The securities offered by this pricing supplement are unsecured debt securities issued by Citigroup Global Markets Holdings Inc. and guaranteed by Citigroup Inc. Unlike conventional debt securities, the securities do not pay interest and do not repay a fixed amount of principal at maturity. Instead, the securities offer a payment at maturity that may be greater than, equal to or less than the stated principal amount, depending on the performance of the best performing of the two baskets specified below.

If the best performing basket appreciates from its initial basket value to its final basket value, the securities offer a payment at maturity that will reflect participation in that appreciation at the upside participation rate specified below. However, if the best performing basket depreciates from its initial basket value to its final basket value, the payment at maturity will be less than the stated principal amount, reflecting a loss of 1% of the stated principal amount for every 1% of that depreciation. **You may lose a significant portion, and up to all, of your investment.**

To obtain the exposure to the best performing basket that the securities provide, investors must be willing to forgo dividends and distributions on the basket components over the term of the securities. In addition, investors must be willing to accept (i) an investment that may have limited or no liquidity and (ii) the risk of not receiving any amount due under the securities if we and Citigroup Inc. default on our obligations. **All payments on the securities are subject to the credit risk of Citigroup Global Markets Holdings Inc. and Citigroup Inc.**

KEY TERMS

Issuer:	Citigroup Global Markets Holdings Inc., a wholly owned subsidiary of Citigroup Inc.
Guarantee:	All payments due on the securities are fully and unconditionally guaranteed by Citigroup Inc.
Baskets:	The securities are linked to the best performing of the two baskets described on the next page. Each basket is composed of the same equity indices, bond ETFs and commodities (which we refer to as the “basket components”) and differ only in the weightings given to the basket components. One basket, which we refer to as the “equity-focused basket”, gives an aggregate weighting of 65% to equity indices, 17.5% to bond ETFs and 17.5% to commodities. The other basket, which we refer to as the “bond-focused basket”, gives an aggregate weighting of 65% to bond ETFs, 17.5% to equity indices and 17.5% to commodities. See the next page for the list of basket components and their respective weightings in each basket.
Stated principal amount:	$1,000 per security

Pricing date:	February 15, 2019
Issue date:	February 21, 2019
Valuation date:	February 15, 2024, subject to postponement if such date is not a scheduled trading day or certain market disruption events occur
Maturity date:	February 21, 2024
Payment at maturity:	For each $1,000 stated principal amount security you hold at maturity, you will receive a payment determined as follows: • If the final basket value of the best performing basket is **greater than** its initial basket value: $1,000 + ($1,000 × the upside participation rate × the basket return of the best performing basket) • If the final basket value of the best performing basket is **less than or equal to** its initial basket value: $1,000 + ($1,000 × the basket return of the best performing basket) **If the best performing basket depreciates from its initial basket value to its final basket value, you will have full downside exposure to its negative basket return and your payment at maturity will be less, and possibly significantly less, than the $1,000 stated principal amount per security. You should not invest in the securities unless you are willing and able to bear the risk of losing a significant portion, and up to all, of your investment.**
Best performing basket:	The basket with the highest basket return
Basket return:	For each basket: (final basket value – initial basket value) / initial basket value
Initial basket value:	For each basket: 100
Final basket value:	For each basket: 100 × (1 + the sum of the weighted component returns of the basket components for that basket)
Weighted component return:	For each basket and basket component, the weighting of that basket component in that basket *multiplied by* the component return of that basket component
Component return:	For each basket component: (final component value – initial component value) / initial component value
Final component value:	For each basket component, the closing value of that basket component on the valuation date
Upside participation rate:	155%
Listing:	The securities will not be listed on any securities exchange
CUSIP / ISIN:	17326YEE2 / US17326YEE23
Underwriter:	Citigroup Global Markets Inc. ("CGMI"), an affiliate of the issuer, acting as principal

Underwriting fee and issue price:	**Issue price**[(1)]	**Underwriting fee**[(2)]	**Proceeds to issuer**
Per security:	$1,000	—	$1,000
Total:	$1,000,000	—	$1,000,000

(Key Terms continued on next page)

(1) On the date of this pricing supplement, the estimated value of the securities is $981.50 per security, which is less than the issue price. The estimated value of the securities is based on CGMI's proprietary pricing models and our internal funding rate. It is not an indication of actual profit to CGMI or other of our affiliates, nor is it an indication of the price, if any, at which CGMI or any other person may be willing to buy the securities from you at any time after issuance. See "Valuation of the Securities" in this pricing supplement.

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

Investing in the securities involves risks not associated with an investment in conventional debt securities. See "Summary Risk Factors" beginning on page PS-7.

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

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

Product Supplement No. EA-02-07 dated June 15, 2018   **Underlying Supplement No. 7 dated July 16, 2018**

Prospectus Supplement and Prospectus each dated April 7, 2017

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

KEY TERMS (continued)

Initial component values:	Basket Component	Initial Component Value*
	S&P 500® Index	2,775.60
	EURO STOXX 50® Index	3,241.25
	Nikkei 225® Index	20,900.63
	MSCI Emerging Markets® Index	1,030.64
	iShares® 20+ Year Treasury Bond ETF	$121.98
	iShares® Core U.S. Aggregate Bond ETF	$107.30
	iShares® iBoxx® $ High Yield Corporate Bond ETF	$85.40
	iShares® J.P. Morgan USD Emerging Markets Bond ETF	$108.23
	Gold	$1,316.55
	Crude oil futures	$55.59

* The initial component value for each basket component is its closing value on the pricing date

Additional Information

The terms of the securities are set forth in the accompanying product supplement, prospectus supplement and prospectus, as supplemented by this pricing supplement. The accompanying product supplement, prospectus supplement and prospectus contain important disclosures that are not repeated in this pricing supplement. For example, certain events may occur that could affect your payment at maturity. These events, including market disruption events and other events affecting the basket components, and their consequences are described in the accompanying product supplement in the section "Description of the Securities." The accompanying underlying supplement contains important disclosures regarding certain of the basket components that are not repeated in this pricing supplement. It is important that you read the accompanying product supplement, underlying supplement, prospectus supplement and prospectus together with this pricing supplement in deciding whether to invest in the securities. Certain terms used but not defined in this pricing supplement are defined in the accompanying product supplement.

The Baskets

Equity-focused basket

Asset Class	Basket Component	Basket Component Weighting	Asset Class Weighting
Equities	S&P 500® Index	39.00%	65%
	EURO STOXX 50® Index	9.75%	
	Nikkei 225® Index	6.50%	
	MSCI Emerging Markets® Index	9.75%	

Bonds	iShares® 20+ Year Treasury Bond ETF	8.75%	17.5%
	iShares® Core U.S. Aggregate Bond ETF	3.50%	
	iShares® iBoxx® $ High Yield Corporate Bond ETF	3.50%	
	iShares® J.P. Morgan USD Emerging Markets Bond ETF	1.75%	
Commodities	Gold	8.75%	17.5%
	Crude oil futures	8.75%	

Bond-focused basket

Asset Class	Basket Component	Basket Component Weighting	Asset Class Weighting
Equities	S&P 500® Index	10.50%	17.5%
	EURO STOXX 50® Index	2.625%	
	Nikkei 225® Index	1.75%	
	MSCI Emerging Markets® Index	2.625%	
Bonds	iShares® 20+ Year Treasury Bond ETF	32.50%	65%
	iShares® Core U.S. Aggregate Bond ETF	13.00%	
	iShares® iBoxx® $ High Yield Corporate Bond ETF	13.00%	
	iShares® J.P. Morgan USD Emerging Markets Bond ETF	6.50%	
Commodities	Gold	8.75%	17.5%
	Crude oil futures	8.75%	

Citigroup Global Markets Holdings Inc.

Payout Diagram

The diagram below illustrates your payment at maturity for a range of hypothetical basket returns of the best performing basket.

Investors in the securities will not receive any dividends or distributions with respect to the basket components. The examples below do not show any effect of lost dividend or distribution yield over the term of the securities. See "Summary Risk Factors—You will not receive or benefit from dividends or distributions paid with respect to the basket components over the term of the securities" below.

Market-Linked Securities
Payment at Maturity Diagram

Citigroup Global Markets Holdings Inc.

Hypothetical Examples

The examples below illustrate how to determine the payment at maturity on the securities, assuming the various hypothetical component returns for the basket components indicated below. The examples are solely for illustrative purposes, show only a limited number of possible outcomes and are not a prediction of what the actual payment at maturity on the securities will be. The actual payment at maturity will depend on the actual component return of each basket component.

Example 1—Upside Scenario. Based on the hypothetical component returns of the basket components indicated below, the basket return of each basket would be calculated as follows.

Equity-focused basket

Basket Component	**Weighting**	**Hypothetical Component Return(1)**	**Hypothetical Weighted Component Return(2)**
S&P 500® Index	39.00%	10%	3.90000%
EURO STOXX 50® Index	9.75%	15%	1.46250%
Nikkei 225® Index	6.50%	5%	0.32500%
MSCI Emerging Markets® Index	9.75%	0%	0.00000%
iShares® 20+ Year Treasury Bond ETF	8.75%	-2%	-0.17500%
iShares® Core U.S. Aggregate Bond ETF	3.50%	-3%	-0.10500%
iShares® iBoxx® $ High Yield Corporate Bond ETF	3.50%	-5%	-0.17500%
iShares® J.P. Morgan USD Emerging Markets Bond ETF	1.75%	-5%	-0.08750%
Gold	8.75%	-5%	-0.43750%
Crude oil futures	8.75%	5%	0.43750%
Sum of hypothetical weighted component returns:			5.14500%
Final basket value = 100 × (1 + the sum of the weighted component returns of the basket components):			105.14500
Basket return = (final basket value – initial basket value) / initial basket value			**5.14500%**

(1) The component return for each basket component is the percentage change from its initial component value (determined on the pricing date) to its final component value (determined on the valuation date).

(2) The hypothetical weighted component return for each basket component is equal to its weighting in the basket *multiplied by* its hypothetical component return.

Bond-focused basket

Basket Component	Weighting	Hypothetical Component Return(1)	Hypothetical Weighted Component Return(2)
S&P 500® Index	10.50%	10%	1.05000%
EURO STOXX 50® Index	2.625%	15%	0.39375%
Nikkei 225® Index	1.75%	5%	0.08750%
MSCI Emerging Markets® Index	2.625%	0%	0.00000%
iShares® 20+ Year Treasury Bond ETF	32.50%	-2%	-0.65000%
iShares® Core U.S. Aggregate Bond ETF	13.00%	-3%	-0.39000%
iShares® iBoxx® $ High Yield Corporate Bond ETF	13.00%	-5%	-0.65000%
iShares® J.P. Morgan USD Emerging Markets Bond ETF	6.50%	-5%	-0.32500%
Gold	8.75%	-5%	-0.43750%
Crude oil futures	8.75%	5%	0.43750%
Sum of hypothetical weighted component returns:			-0.48375%
Final basket value = 100 × (1 + the sum of the weighted component returns of the basket components):			99.51625
Basket return = (final basket value – initial basket value) / initial basket value:			**-0.48375%**

(1) The component return for each basket component is the percentage change from its initial component value (determined on the pricing date) to its final component value (determined on the valuation date).

(2) The hypothetical weighted component return for each basket component is equal to its weighting in the basket *multiplied by* its hypothetical component return.

In this example, the equity-focused basket is the best performing basket. Since the final basket value of the best performing basket is greater than its initial basket value, the payment at maturity would be calculated as follows:

PS-4

Citigroup Global Markets Holdings Inc.

Payment at maturity per security	=	\$1,000 + (\$1,000 × the upside participation rate × the basket return of the best performing basket)
	=	\$1,000 + (\$1,000 × 155% × 5.14500%)
	=	\$1,000 + \$79.75
	=	\$1,079.75

In this example, your total return at maturity would equal the appreciation of the best performing basket *multiplied by* the upside participation rate.

Example 2—Downside Scenario A. Based on the hypothetical component returns of the basket components indicated below, the basket return of each basket would be calculated as follows.

<u>Equity-focused basket</u>

Basket Component	**Weighting**	**Hypothetical Component Return**(1)	**Hypothetical Weighted Component Return**(2)
S&P 500® Index	39.00%	-60%	-23.40000%
EURO STOXX 50® Index	9.75%	-70%	-6.82500%
Nikkei 225® Index	6.50%	-65%	-4.22500%
MSCI Emerging Markets® Index	9.75%	-75%	-7.31250%
iShares® 20+ Year Treasury Bond ETF	8.75%	10%	0.87500%
iShares® Core U.S. Aggregate Bond ETF	3.50%	-20%	-0.70000%
iShares® iBoxx® \$ High Yield Corporate Bond ETF	3.50%	-45%	-1.57500%
iShares® J.P. Morgan USD Emerging Markets Bond ETF	1.75%	-50%	-0.87500%
Gold	8.75%	5%	0.43750%
Crude oil futures	8.75%	-40%	-3.50000%
Sum of hypothetical weighted component returns:			-47.10000%
Final basket value = 100 × (1 + the sum of the weighted component returns of the basket components):			52.90000
Basket return = (final basket value – initial basket value) / initial basket value:			**-47.10000%**

(1) The component return for each basket component is the percentage change from its initial component value (determined on the pricing date) to its final component value (determined on the valuation date).

(2)

The hypothetical weighted component return for each basket component is equal to its weighting in the basket *multiplied by* its hypothetical component return.

Bond-focused basket

Basket Component	**Weighting**	**Hypothetical Component Return[(1)]**	**Hypothetical Weighted Component Return[(2)]**
S&P 500® Index	10.50%	-60%	-6.30000%
EURO STOXX 50® Index	2.625%	-70%	-1.83750%
Nikkei 225® Index	1.75%	-65%	-1.13750%
MSCI Emerging Markets® Index	2.625%	-75%	-1.96875%
iShares® 20+ Year Treasury Bond ETF	32.50%	10%	3.25000%
iShares® Core U.S. Aggregate Bond ETF	13.00%	-20%	-2.60000%
iShares® iBoxx® $ High Yield Corporate Bond ETF	13.00%	-45%	-5.85000%
iShares® J.P. Morgan USD Emerging Markets Bond ETF	6.50%	-50%	-3.25000%
Gold	8.75%	5%	0.43750%
Crude oil futures	8.75%	-40%	-3.50000%
Sum of hypothetical weighted component returns:			-22.75625%
Final basket value = 100 × (1 + the sum of the weighted component returns of the basket components):			77.24375
Basket return = (final basket value – initial basket value) / initial basket value:			**-22.75625%**

(1) The component return for each basket component is the percentage change from its initial component value (determined on the pricing date) to its final component value (determined on the valuation date).

(2) The hypothetical weighted component return for each basket component is equal to its weighting in the basket *multiplied by* its hypothetical component return.

In this example, the bond-focused basket is the best performing basket. Since the final basket value of the best performing basket is less than its initial basket value, the payment at maturity would be calculated as follows:

Payment at maturity per security	=	\$1,000 + (\$1,000 × the basket return of the best performing basket)
	=	\$1,000 + (\$1,000 × -22.75625%)
	=	\$1,000 + -\$227.56

Citigroup Global Markets Holdings Inc.

=$772.44

In this example, your total return at maturity would be negative and would reflect 1-to-1 exposure to the depreciation of the best performing basket.

Example 3—Downside Scenario B. Based on the hypothetical component returns of the basket components indicated below, the basket return of each basket would be calculated as follows.

Equity-focused basket

Basket Component	Weighting	Hypothetical Component Return[(1)]	Hypothetical Weighted Component Return[(2)]
S&P 500® Index	39.00%	-60%	-23.40000%
EURO STOXX 50® Index	9.75%	-70%	-6.82500%
Nikkei 225® Index	6.50%	-65%	-4.22500%
MSCI Emerging Markets® Index	9.75%	-75%	-7.31250%
iShares® 20+ Year Treasury Bond ETF	8.75%	-50%	-4.37500%
iShares® Core U.S. Aggregate Bond ETF	3.50%	-60%	-2.10000%
iShares® iBoxx® $ High Yield Corporate Bond ETF	3.50%	-65%	-2.27500%
iShares® J.P. Morgan USD Emerging Markets Bond ETF	1.75%	-80%	-1.40000%
Gold	8.75%	-50%	-4.37500%
Crude oil futures	8.75%	-70%	-6.12500%
Sum of hypothetical weighted component returns:			-62.41250%
Final basket value = 100 × (1 + the sum of the weighted component returns of the basket components):			37.58750
Basket return = (final basket value – initial basket value) / initial basket value:			**-62.41250%**

(1) The component return for each basket component is the percentage change from its initial component value (determined on the pricing date) to its final component value (determined on the valuation date).

(2) The hypothetical weighted component return for each basket component is equal to its weighting in the basket *multiplied by* its hypothetical component return.

Bond-focused basket

Basket Component	Weighting

		Hypothetical Component Return[1]	**Hypothetical Weighted Component Return[2]**
S&P 500® Index	10.50%	-60%	-6.30000%
EURO STOXX 50® Index	2.625%	-70%	-1.83750%
Nikkei 225® Index	1.75%	-65%	-1.13750%
MSCI Emerging Markets® Index	2.625%	-75%	-1.96875%
iShares® 20+ Year Treasury Bond ETF	32.50%	-50%	-16.25000%
iShares® Core U.S. Aggregate Bond ETF	13.00%	-60%	-7.80000%
iShares® iBoxx® $ High Yield Corporate Bond ETF	13.00%	-65%	-8.45000%
iShares® J.P. Morgan USD Emerging Markets Bond ETF	6.50%	-80%	-5.20000%
Gold	8.75%	-50%	-4.37500%
Crude oil futures	8.75%	-70%	-6.12500%
Sum of hypothetical weighted component returns:			-59.44375%
Final basket value = 100 × (1 + the sum of the weighted component returns of the basket components):			40.55625
Basket return = (final basket value – initial basket value) / initial basket value:			**-59.44375%**

(1) The component return for each basket component is the percentage change from its initial component value (determined on the pricing date) to its final component value (determined on the valuation date).

(2) The hypothetical weighted component return for each basket component is equal to its weighting in the basket *multiplied by* its hypothetical component return.

In this example, the bond-focused basket is the best performing basket. Since the final basket value of the best performing basket is less than its initial basket value, the payment at maturity would be calculated as follows:

Payment at maturity per security	=	$1,000 + ($1,000 × the basket return of the best performing basket)
	=	$1,000 + ($1,000 × -59.44375%)
	=	$1,000 + -$594.44
	=	$405.56

In this example, your total return at maturity would be negative and would reflect 1-to-1 exposure to the depreciation of the best performing basket.

Citigroup Global Markets Holdings Inc.

Summary Risk Factors

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

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

You may lose 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 best performing basket. If the best performing basket depreciates from its initial basket value to its final basket value, you will lose 1% of the stated principal amount of your securities for every 1% of that depreciation. There is no minimum payment at maturity, and you may lose up to all of your investment.

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

You will not receive or benefit from dividends or distributions paid with respect to the basket components over the term of the securities. As an investor in the securities, you will not receive any dividends or distributions paid with respect to the basket components. Moreover, the values of the basket components used to measure their performance for purposes of determining your payment at maturity will not reflect the receipt or reinvestment of dividends or distributions. Dividend or distribution yields on the basket components that are equity indices or bond ETFs would be expected to represent a significant portion of the overall return on a direct investment in those basket components, but will not be reflected in the performance of the basket components as measured for purposes of the securities, except to the extent that dividends and distributions reduce the values of the basket components.

The magnitude of this lost dividend or distribution yield may be particularly significant in the case of the bond ETFs. For any bond ETF, distributions of interest payments on the bonds held by the ETF would be expected to make up a significant portion of the overall yield on a direct investment in the ETF. The performance of the bond ETFs measured for purposes of the securities will not reflect distributions of interest payments on the bonds held by the bond ETFs and, therefore, will not reflect the interest component of the yield on the bond ETFs. The securities will reflect only that portion of the yield on the bond ETFs that is attributable to changes in the values of the bonds held by the bond ETFs.

As a result of this lost dividend and distribution yield, the performance of the basket components as measured for purposes of the securities may be significantly less than the return that a direct investor in the basket components would realize. This is an important trade-off that investors in the securities must be willing to make in exchange for exposure to the best performing basket and the upside participation rate that the securities offer.

The best performing basket may have poor performance and may not significantly outperform the worst performing basket. Although the payment at maturity on the securities will be based on the performance of the best performing basket, that basket may nevertheless have poor performance. Both baskets may experience significant declines, and the fact that the securities are linked to the best performing basket does not mean that you will not incur significant losses. Moreover, the best performing basket may not significantly outperform the worst performing basket. The more highly correlated the basket components, the more similar the performances of the baskets are likely to be. There is no assurance that having exposure to the best performing basket will provide a meaningful benefit relative to having exposure to only one basket or the other.

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

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

An investment in the securities is not a diversified investment. The fact that the securities are linked to the best performing of two baskets does not mean that the securities represent a diversified investment. The securities are subject to the credit risk of

Citigroup Global Markets Holdings Inc.

Citigroup Global Markets Holdings Inc. and Citigroup Inc. No amount of diversification that may be represented by the basket components will offset the risk that we may default on our obligations and Citigroup Inc. may default on its guarantee obligations under the terms of the securities.

The basket components may offset each other. The performances of the basket components may not be correlated with each other. If some basket components appreciate and others depreciate, the appreciation of the appreciating basket components may be moderated, wholly offset or more than offset by lesser appreciation or by depreciation in the value of the other basket components. The overall performance of either basket may therefore be less than it would have been had it included only a subset of the basket components. Because the basket components represent a number of different asset classes, there is a significant risk that at least some basket components will perform poorly, dragging down overall basket performance even if other basket components perform well.

The basket components may be highly correlated in decline. The performances of the basket components may become highly correlated during periods of declining prices. This may occur because of events that have broad effects on markets generally or on the markets that the basket components track. If the basket components become correlated in decline, the depreciation of some basket components will not be offset by the performance of the other basket components and, in fact, each basket component may contribute to an overall decline from the initial basket value of a basket to its final basket value.

The allocations within the baskets may not be optimal. Each basket represents a particular allocation to the equity, bond and commodity asset classes and to particular basket components within each of those asset classes. These allocations may not be optimal allocations, and the particular basket components included in the baskets and their respective weightings may not be representative of the asset classes to which they belong. Moreover, there are many asset classes that are not represented in the baskets. If the baskets had different asset class allocations or weightings within asset classes or included different asset classes or underlyings within asset classes, the securities might have achieved significantly better returns. Our offering of the securities is not a recommendation of these allocations or asset classes. You should make your own independent determination about whether to obtain the exposure to the baskets that the securities offer.

The securities will not be listed on any securities exchange and you may not be able to sell them prior to maturity. The securities will not be listed on any securities exchange. Therefore, there may be little or no secondary market for the securities. CGMI currently intends to make a secondary market in relation to the securities and to provide an indicative bid price for the securities on a daily basis. Any indicative bid price for the securities provided by CGMI will be determined in CGMI's sole discretion, taking into account prevailing market conditions and other relevant factors, and will not be a representation by CGMI that the securities can be sold at that price, or at all. CGMI may suspend or terminate making a market and providing indicative bid prices without notice, at any time and for any reason. If CGMI suspends or terminates making a market, there may be no secondary market at all for the securities because it is likely that CGMI will be the only broker-dealer that is willing to buy your securities prior to maturity. Accordingly, an investor must be prepared to hold the securities until maturity.

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

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

The estimated value of the securities would be lower if it were calculated based on our secondary market rate. The estimated value of the securities included in this pricing supplement is calculated based on our internal funding rate, which is the rate at which we are willing to borrow funds through the issuance of the securities. Our internal funding rate is generally lower than our secondary market rate, which is the rate that CGMI will use in determining the value of the securities for purposes of any purchases of the securities from you in the secondary market. If the estimated value included in this pricing supplement were based on our secondary market rate, rather than our internal funding rate, it would likely be lower. We determine our internal funding rate based on factors such as the costs associated with the securities, which are generally higher than the costs associated with conventional debt securities, and our liquidity needs and preferences. Our internal funding rate is not an interest rate that is payable on the securities.

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

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

The value of the securities prior to maturity will fluctuate based on many unpredictable factors. The value of your securities prior to maturity will fluctuate based on the closing values of the basket components, the volatility of and correlation between the closing values of the basket components, the dividend and distribution yields on the basket components, interest rates generally, the time remaining to maturity and our and Citigroup Inc.'s creditworthiness, as reflected in our secondary market rate, among other factors described under "Risk Factors Relating to the Securities—Risk Factors Relating to All Securities—The value of your securities prior to maturity will fluctuate based on many unpredictable factors" in the accompanying product supplement. Changes in the closing values of the basket components may not result in a comparable change in the value of your securities. You should understand that the value of your securities at any time prior to maturity may be significantly less than the issue price.

Immediately following issuance, any secondary market bid price provided by CGMI, and the value that will be indicated on any brokerage account statements prepared by CGMI or its affiliates, will reflect a temporary upward adjustment. The amount of this temporary upward adjustment will steadily decline to zero over the temporary adjustment period. See "Valuation of the Securities" in this pricing supplement.

If a commodity hedging disruption event occurs during the term of the securities, we may redeem the securities early for an amount that may result in a significant loss on your investment. See "Additional Terms of the Securities—Certain Additional Terms Relating to Gold and Crude Oil Futures—Commodity hedging disruption event" in this pricing supplement for information about the events that may constitute a commodity hedging disruption event. If a commodity hedging disruption event occurs, we may redeem the securities prior to the maturity date for an amount equal to the early redemption amount determined as of the early redemption valuation date. The early redemption amount will be determined in a manner based upon (but not necessarily identical to) CGMI's then contemporaneous practices for determining secondary market bid prices for the securities and similar instruments, subject to the exceptions and more detailed provisions set forth under "Additional Terms of the Securities—Certain Additional Terms Relating to Gold and Crude Oil Futures—Commodity hedging disruption event" below. As discussed above, any secondary market bid price is likely to be less than the issue price and, absent favorable changes in market conditions and other relevant factors, is also likely to be less than the estimated value of the securities set forth on the cover page of this pricing supplement. Accordingly, if a commodity hedging disruption event occurs, there is a significant likelihood that the early redemption amount you receive will result in a loss on your investment in the securities. Moreover, in determining the early redemption amount, the calculation agent will take into account the relevant event that has occurred, and that event may have a significant adverse effect on the basket component that is an underlying commodity markets and/or commodity markets generally, resulting in an early redemption amount that is significantly less than the amount you paid for your securities. You may lose up to all of your investment.

The early redemption amount may be significantly less than the amount you would have received had we not elected to redeem the securities and had you been able instead to hold them to maturity. For example, the early redemption amount may be determined during a market disruption that has a significant adverse effect on the early redemption amount. That market disruption may be resolved by the time of the originally scheduled maturity date and, had your payment on the securities been determined on the scheduled valuation date rather than on the early redemption valuation date, you might have achieved a significantly better return.

The calculation agent may make discretionary determinations in connection with a commodity hedging disruption event and the early redemption amount that could adversely affect your return upon early redemption. The calculation agent will be required to exercise discretion in determining whether a commodity hedging disru