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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) December 18, 2023

Citigroup Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-9924
(Commission
File Number)

52-1568099
(IRS Employer
Identification No.)

388 Greenwich Street
New York, New York 10013
(Address of principal executive offices) (Zip Code)

(212) 559-1000
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ? Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ? Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ? Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ? Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934 formatted in Inline XBRL:

| <u>Title of each class</u> | <u>Ticker Symbol(s)</u> | <u>Title for iXBRL</u> | <u>Name of each exchange on which registered</u> |
|--|-------------------------|--|--|
| Common Stock, par value \$.01 per share | C | Common Stock, par value \$.01 per share | New York Stock Exchange |
| Depository Shares, each representing 1/1,000th interest in a share of 7.125% Fixed/Floating Rate Noncumulative Preferred Stock, Series J | C Pr J | Dep Shs, represent 1/1,000th interest in a share of 7.125% Fix/Float Rate Noncum Pref Stk, Ser J | New York Stock Exchange |

| | | | |
|---|-------|--|-------------------------|
| 7.625% Trust Preferred Securities of Citigroup Capital III (and registrant's guaranty with respect thereto) | C/36Y | 7.625% TRUPs of Cap III (and registrant's guaranty) | New York Stock Exchange |
| 7.875% Fixed Rate / Floating Rate Trust Preferred Securities (TruPS®) of Citigroup Capital XIII (and registrant's guaranty with respect thereto) | C N | 7.875% FXD / FRN TruPS of Cap XIII (and registrant's guaranty) | New York Stock Exchange |
| Medium-Term Senior Notes, Series N, Callable Step-Up Coupon Notes Due March 31, 2036 of CGMHI (and registrant's guaranty with respect thereto) | C/36A | MTN, Series N, Callable Step-Up Coupon Notes Due Mar 2036 of CGMHI (and registrant's guaranty) | New York Stock Exchange |
| Medium-Term Senior Notes, Series N, Callable Step-Up Coupon Notes Due February 26, 2036 of CGMHI (and registrant's guaranty with respect thereto) | C/36 | MTN, Series N, Callable Step-Up Coupon Notes Due Feb 2036 of CGMHI (and registrant's guaranty) | New York Stock Exchange |
| Medium-Term Senior Notes, Series N, Callable Fixed Rate Notes Due December 18, 2035 of CGMHI (and registrant's guaranty with respect thereto) | C/35 | MTN, Series N, Callable Fixed Rate Notes Due Dec 2035 of CGMHI (and registrant's guaranty) | New York Stock Exchange |
| Medium-Term Senior Notes, Series N, Floating Rate Notes Due April 26, 2028 of CGMHI (and registrant's guaranty with respect thereto) | C/28 | MTN, Series N, Floating Rate Notes Due April 26, 2028 of CGMHI (and registrant's guaranty) | New York Stock Exchange |
| Medium-Term Senior Notes, Series N, Floating Rate Notes Due September 17, 2026 of CGMHI (and registrant's guaranty with respect thereto) | C/26 | MTN, Series N, Floating Rate Notes Due Sept 2026 of CGMHI (and registrant's guaranty) | New York Stock Exchange |
| Medium-Term Senior Notes, Series N, Floating Rate Notes Due September 15, 2028 of CGMHI (and registrant's guaranty with respect thereto) | C/28A | MTN, Series N, Floating Rate Notes Due Sept 2028 of CGMHI (and registrant's guaranty) | New York Stock Exchange |
| Medium-Term Senior Notes, Series N, Floating Rate Notes Due October 6, 2028 of CGMHI (and registrant's guaranty with respect thereto) | C/28B | MTN, Series N, Floating Rate Notes Due Oct 2028 of CGMHI (and registrant's guaranty) | New York Stock Exchange |
| Medium-Term Senior Notes, Series N, Floating Rate Notes Due March 21, 2029 of CGMHI (and registrant's guaranty with respect thereto) | C/29A | MTN, Series N, Floating Rate Notes Due Mar 2029 of CGMHI (and registrant's guaranty) | New York Stock Exchange |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company ?

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ?

CITIGROUP INC.

Current Report on Form 8-K

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

| <u>Exhibit No.</u> | <u>Description</u> |
|-----------------------------|--|
| <u>4.01</u> | <u>Fifth Supplemental Indenture dated as of December 18, 2023 between Citigroup Inc. and The Bank of New York Mellon, as trustee, to Indenture dated as of November 13, 2013</u> |
| <u>4.02</u> | <u>Third Supplemental Indenture dated as of December 18, 2023 among Citigroup Global Markets Holdings Inc., as issuer, Citigroup Inc., as guarantor, and The Bank of New York Mellon, as trustee, to Indenture dated as of March 8, 2016</u> |
| 104 | The cover page of this Current Report on Form 8-K, formatted in Inline XBRL. |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: December 18, 2023

CITIGROUP INC.

By: /s/ Karen Wang

Karen Wang
Assistant Secretary