

# SECURITIES AND EXCHANGE COMMISSION

## FORM FWP

Filing under Securities Act Rules 163/433 of free writing prospectuses

Filing Date: **2009-01-26**  
SEC Accession No. **0000950123-09-001178**

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### SUBJECT COMPANY

#### **CITIGROUP INC**

CIK: **831001** | IRS No.: **521568099** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **FWP** | Act: **34** | File No.: **333-132370-01** | Film No.: **09544037**  
SIC: **6021** National commercial banks

Mailing Address  
399 PARK AVENUE  
NEW YORK NY 10043

Business Address  
399 PARK AVENUE  
NEW YORK NY 10043  
2125591000

### FILED BY

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Citigroup Funding Inc.  
FDIC-Guaranteed Medium-Term Notes due 2012  
Final Term Sheet  
January 23, 2009

Issuer:	Citigroup Funding Inc.
Guarantee:	Any payments due on the Notes are fully and unconditionally guaranteed by Citigroup Inc., Citigroup Funding' s parent company.
FDIC Guarantee:	This debt is guaranteed under the Federal Deposit Insurance Corporation' s Temporary Liquidity Guarantee Program and is backed by the full faith and credit of the United States. The details of the FDIC guarantee are provided in the FDIC' s regulations, 12 C.F.R. Part 370, and at the FDIC' s website, <a href="http://www.fdic.gov/tlgp">www.fdic.gov/tlgp</a> . The expiration date of the FDIC' s guarantee is the earlier of the maturity date of the debt or June 30, 2012.
Rating of Issuer' s Obligations:	The Issuer' s FDIC-guaranteed senior debt is rated Aaa / AAA / AAA (Moody' s / S&P / Fitch), based on the FDIC guarantee.
Offering:	FDIC-Guaranteed Medium-Term Notes due 2012
Principal Amount Issued:	US \$1,900,000,000
Pricing Date:	January 23, 2009
Settlement Date:	January 30, 2009 (T+5)
Maturity Date:	April 30, 2012
Issue Price:	100% of the principal amount
Underwriting Discount:	0.250%
Interest Rate:	Three-month USD-BBA-LIBOR Reuters LIBOR01 + 33 bps
Interest Reset Date:	Quarterly on each Coupon Payment Date
Coupon Payment Dates:	Quarterly on the 30th of each January, April, July, and October thereafter until maturity, with adjustment for period end dates on a modified following New York Business Day Convention
First Coupon Date:	April 30th, 2009
Day Count Convention:	Actual/360
Accrue to Pay:	Yes
Interest Determination Dates:	The second London business day prior to each Interest Reset Date
Payment at Maturity:	100% of the principal amount
Early Redemption:	Not Callable
Calculation Agent:	Citibank, N.A.
Form and Denomination:	Registered Medium-Term Notes in minimum denomination and minimum increments of US\$1,000.00

Clearing and Settlement: DTC#274

Listing: None

Sole Lead Manager: (83.5%)	Citigroup Global Markets Inc.	\$ 1,586,500,000
Senior Co-Managers: (2.25% each)	Banc of America Securities LLC	\$ 42,750,000
	Barclays Capital Inc.	\$ 42,750,000
	Deutsche Bank Securities Inc.	\$ 42,750,000
	Goldman, Sachs & Co.	\$ 42,750,000
	UBS Securities LLC	\$ 42,750,000
Junior Co-Managers: (0.75% each)	BNP Paribas Securities Corp.	\$ 14,250,000
	Credit Suisse Securities (USA) LLC	\$ 14,250,000
	Greenwich Capital Markets, Inc.	\$ 14,250,000
	SBK-Brooks Investment Corp.	\$ 14,250,000
	Muriel Siebert & Co., Inc.	\$ 14,250,000
	Bayerische Hypo-und Vereinsbank AG	\$ 14,250,000
Utendahl Capital Group, LLC	\$ 14,250,000	

CUSIP: 17314AAB8

Citigroup Funding Inc., the issuer, and Citigroup Inc., the guarantor, have filed a registration statement (including a prospectus and prospectus supplement) with the Securities and Exchange Commission ( 'SEC' ) for the offering to which this communication relates. Before you invest, you should read the prospectus and prospectus supplement in that registration statement (File No. 333-132370) and the other documents Citigroup Funding and Citigroup have filed with the SEC for more complete information about Citigroup Funding, Citigroup and this offering. You may get these documents for free by visiting EDGAR on the SEC website at [www.sec.gov](http://www.sec.gov).

Alternatively, you can request the prospectus and prospectus supplement by calling toll-free 1-877-858-5407.