

【表紙】

【提出書類】 外国会社臨時報告書

【提出先】 関東財務局長

【提出日】 平成26年 5 月 8 日

【会社名】 シティグループ・インク
(Citigroup Inc.)

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(Jimmy Yang, Assistant Secretary)

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(注) 本書において便宜上、一部の財務情報は米ドルから日本円に換算されている。当該換算は、別段の記載がない限り、2014年 4 月16日東京時間午前 9 時55分、シティバンク銀行株式会社(Citibank Japan Ltd.)発表のCitiFXベンチマークレート\$1 = 102円11銭の換算レートで計算されている。当該換算は、米ドルが当該換算レートまたはその他の換算レートで日本円に換算されたこと、換算され得たこと、または換算されたかもしれないことの表明であると解釈されるべきではない。

(Note) For the convenience of reading this document, certain financial data have been translated from U.S. dollars into Japanese yen. Unless otherwise specified, such translations have been made at the rate of U.S.\$1 = 102.11 yen, which was the CitiFX Benchmark quoted by Citibank Japan Ltd. on April 16, 2014 at 9:55 a.m. (Tokyo time). Such translation should not be construed as a representation that U.S. dollars have been, could have been, or could be converted to Japanese yen at that or any other rate on that date.

1 【提出理由】

シティグループ・インクは、シリーズM 6.300%固定配当 / 変動配当非累積優先株式の権利を表章する預託株式の本邦以外の地域における募集のために、2014年4月23日（ニューヨーク時間、以下別段の記載のない限り同じ。）に同日付の仮追補目論見書（preliminary prospectus supplement）を、2014年4月24日に同日付の自由書面目論見書（free writing prospectus）および追補目論見書（prospectus supplement）を米国証券取引委員会に提出しました。したがって、金融商品取引法第24条の5第4項ならびに企業内容等の開示に関する内閣府令第19条第1項および第2項第1号ならびに第19条の2の2の規定に基づき、本臨時報告書を提出いたします。

2 【報告内容】

(1) Type and Name of Securities:

Depository Shares, each representing a 1/25th interest in a share of 6.300% Fixed Rate/Floating Rate Noncumulative Preferred Stock, Series M, \$1.00 par value, with a liquidation preference of \$25,000 per share (equivalent to \$1,000 liquidation preference per depository share) (hereinafter, the “Depository Shares” or the “Preferred Stock”)

(2) Number of Securities Initially Issued:

1,750,000

(3) Offer Price per Security and Amount to be Accounted for as Capital Stock (“*Shihon*”):

(i) Offer Price:

U.S.\$1,000 per Depository Share

(ii) Amount to be Accounted for as Capital Stock:

U.S.\$ 0.04 per Depository Share

(4) Aggregate Issue Price and Aggregate Amount to be Accounted for as Capital Stock:

(i) Aggregate Issue Price (proceeds to the Company after deducting the underwriting discount and before expenses):

U.S.\$1,723,750,000 (176,012,112,500 yen)

(ii) Aggregate Amount to be Accounted for as Capital Stock (Amount to be accounted for as Preferred Stock on the Consolidated Balance sheet):

U.S.\$70,000 (7,147,700 yen)

(5) Terms and Conditions of Shares:

Shares of the Preferred Stock represent a single series of Citigroup authorized preferred stock. Each depository share represents a 1/25th interest in a share of the Preferred Stock (equivalent to \$1,000 liquidation preference per depository share). Each depository share entitles the holder, through the depository, to a proportional fractional interest in a share of the Preferred Stock, including dividend, voting, redemption, and liquidation rights.

- (i) Details set forth in Memorandum or Articles of Incorporation, Resolution of Shareholders Meeting or Resolution of Board of Directors, etc.

(a) Dividends

Citigroup will pay cash dividends on the Preferred Stock, only when, as, and if declared by the board of directors of Citigroup, or a duly authorized committee of the board of directors, out of funds legally available to pay dividends, (i) from the date of issuance of the Preferred Stock to, but excluding, May 15, 2024, at an annual rate of 6.300% on the liquidation preference amount of \$25,000 per share of Preferred Stock (equivalent to \$63.00 per depositary share per year), semi-annually in arrears, on May 15 and November 15 of each year (each, a “dividend payment date”), beginning on November 15, 2014, and (ii) from, and including, May 15, 2024, at an annual rate equal to three-month LIBOR plus 3.423% on the liquidation preference amount of \$25,000 per share of Preferred Stock, quarterly in arrears, on February 15, May 15, August 15 and November 15 of each year, beginning on August 15, 2024.

Dividends on the Preferred Stock will not be cumulative and will not be mandatory. If a dividend is not declared on the Preferred Stock for any dividend period prior to the related dividend payment date, then no dividend will accrue or accumulate for such dividend period, and Citigroup will have no obligation to pay a dividend for that dividend period on the related dividend payment date or at any time in the future, whether or not dividends are declared for any future dividend period. A “dividend period” means the period from, and including, each dividend payment date to, but excluding, the next succeeding dividend payment date, except for the initial dividend period, which will be the period from, and including, the date of issuance of the Preferred Stock to, but excluding, the first dividend payment date.

If a dividend on the Preferred Stock is declared for any dividend period ending prior to May 15, 2024, such dividend will be calculated on the basis of a 360-day year consisting of twelve 30-day months. If a dividend on the Preferred Stock is declared for any dividend period beginning on or after May 15, 2024, such dividend will be calculated on the basis of a 360-day year and the actual number of days elapsed. In the event that any dividend payment date on or prior to May 15, 2024 is not a business day (Note), then payment of any dividend payable on such date will be made on the next succeeding business day, and without any additional dividend accrual or other payment in respect of any such postponement. In the event that any dividend payment date after May 15, 2024 is not a business day, then payment of any dividend payable on such date will be made on the next succeeding business day and dividends will accrue to the actual dividend payment date, unless that day falls in the next calendar month, in which case the dividend payment date will be the immediately preceding business day.

(Note) A “business day” means any weekday that is not a legal holiday in New York, New York and is not a day on which banking institutions in New York, New York are authorized or required by law or regulation to be closed.

(b) Optional Redemption

The Preferred Stock is perpetual and has no maturity date. Citigroup may redeem the Preferred Stock, (i) in whole or in part, from time to time, on any dividend payment date on or after May 15, 2024 or (ii) in whole but not in part at any time within 90 days following a Regulatory Capital

Event (Note), in each case at a cash redemption price equal to \$25,000 per share of Preferred Stock (equivalent to \$1,000 per depositary share) plus any declared and unpaid dividends and without accumulation of any undeclared dividends, to but excluding the redemption date. If Citigroup redeems the Preferred Stock, the depositary will redeem a proportionate number of depositary shares.

(Note) A “Regulatory Capital Event” means the good faith determination by Citigroup that, as a result of (i) any amendment to, clarification of, or change in, the laws or regulations of the United States or any political subdivision of or in the United States that is enacted or becomes effective after the initial issuance of any share of the Preferred Stock, (ii) any proposed change in those laws or regulations that is announced or becomes effective after the initial issuance of any share of the Preferred Stock, or (iii) any official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws or regulations or policies with respect thereto that is announced after the initial issuance of any share of the Preferred Stock, there is more than an insubstantial risk that Citigroup will not be entitled to treat the full liquidation preference amount of \$25,000 per share of the Preferred Stock then outstanding as “tier 1 capital” (or its equivalent) for purposes of the capital adequacy guidelines of the Federal Reserve (or, as and if applicable, the capital adequacy guidelines or regulations of any successor appropriate federal banking agency) as then in effect and applicable, for so long as any share of the Preferred Stock is outstanding. “Appropriate federal banking agency” means the “appropriate Federal banking agency” with respect to Citigroup as that term is defined in Section 3(q) of the Federal Deposit Insurance Act or any successor provision.

Redemption of the Preferred Stock will be subject to receipt of any required prior concurrence or approval of the Federal Reserve. Under current and proposed rules and regulations, Citigroup would need regulatory approval to redeem the Preferred Stock. Neither the holders of the Preferred Stock nor the holders of the depositary shares will have the right to require redemption.

(c) Liquidation Rights

Upon the voluntary or involuntary liquidation, dissolution, or winding up of Citigroup, the holders of the Preferred Stock are entitled to receive out of funds legally available for distribution to stockholders, before any distribution of assets is made to holders of Citigroup common stock or any other shares of stock ranking junior to the Preferred Stock as to such distributions upon the liquidation, dissolution, or winding up, a liquidating distribution of \$25,000 per share of Preferred Stock (equivalent to \$1,000 per depositary share), plus any dividends thereon from the last dividend payment date to, but excluding, the date of the liquidation, dissolution or winding up, but only if and to the extent declared. Distributions will be made only to the extent of assets remaining available after satisfaction of all liabilities to creditors, subject to the rights of holders of any securities ranking senior to the Preferred Stock, and pro rata as to the Preferred Stock and any other shares of Citigroup stock ranking equally as to such distribution.

(d) Voting Rights

The holders of the Preferred Stock do not have voting rights, except (i) as specifically required by Delaware law; (ii) in the case of certain dividend

non-payments; (iii) with respect to the issuance of senior capital stock of Citigroup; and (iv) with respect to changes to Citigroup's organizational documents that would adversely affect the voting powers, preferences or special rights of the Preferred Stock. Holders of depositary shares must act through the depositary to exercise any voting rights.

(e) Ranking

The Preferred Stock will rank senior to Citigroup's common stock as to distribution of assets upon liquidation, dissolution or winding up. The Preferred Stock will rank senior to Citigroup's common stock as to payment of dividends to the extent set forth in the instrument creating the Preferred Stock, which provides that if, as to any dividend payment date, full dividends on the Preferred Stock are not declared and paid or declared and a sum sufficient for the payment of those dividends has been set aside, Citigroup will not, during the following dividend period that commences on such dividend payment date, declare or pay any dividend on its common stock. The Preferred Stock will rank equally with Citigroup's outstanding 8.125% Noncumulative Preferred Stock, Series AA (the "Series AA Preferred Stock"), 8.400% Fixed Rate/Floating Rate Noncumulative Preferred Stock, Series E (the "Series E Preferred Stock"), 5.950% Fixed Rate/Floating Rate Noncumulative Preferred Stock, Series A (the "Series A Preferred Stock"), 5.90% Fixed Rate/Floating Rate Noncumulative Preferred Stock, Series B (the "Series B Preferred Stock"), 5.800% Noncumulative Preferred Stock, Series C (the "Series C Preferred Stock"), 5.350% Fixed Rate/Floating Rate Noncumulative Preferred Stock, Series D (the "Series D Preferred Stock"), 7.125% Fixed Rate/Floating Rate Noncumulative Preferred Stock, Series J (the "Series J Preferred Stock"), 6.875% Fixed Rate/Floating Rate Noncumulative Preferred Stock, Series K (the "Series K Preferred Stock") and 6.875% Noncumulative Preferred Stock, Series L (the "Series L Preferred Stock") as to payment of dividends and distribution of assets upon the liquidation, dissolution, or winding up of Citigroup.

Citigroup generally will be able to make distributions upon liquidation, dissolution, or winding up only out of funds legally available for such payment (i.e., after taking account of all indebtedness and other senior claims) and pro rata as to the Preferred Stock and the Series AA Preferred Stock, the Series E Preferred Stock, the Series A Preferred Stock, the Series B Preferred Stock, the Series C Preferred Stock, the Series D Preferred Stock, the Series J Preferred Stock, the Series K Preferred Stock and the Series L Preferred Stock and any other stock ranking on parity with the Preferred Stock.

(f) Preemptive and Conversion Rights

The holders of the depositary shares and the Preferred Stock do not have any preemptive or conversion rights.

(ii) Voting Rights of Other Types of Shares (if the Memorandum and Articles of Incorporation of the Company provide for other types of shares with voting rights different from those of the Designated Preferred Stock) (*i.e.* Voting Rights of Common Stock)

In order to avoid dilutive effect on voting rights of outstanding shares of Common Stock, subject to the provisions of any applicable law or except as otherwise provided by the resolution or resolutions providing for the issue of any series of Preferred Stock, the holders of outstanding shares of Common Stock shall exclusively possess voting power for the election of directors and for all other purposes, each holder of record of shares of

Common Stock being entitled to one vote for each share of Common Stock standing in his name on the books of the Corporation.

(6) Method of Issuance:

Public offering through the underwriters described in (7) below, which subscribe and purchase all Depositary Shares to be issued

(7) Name of Underwriters:

Citigroup Global Markets Inc.
ABN AMRO Securities (USA) LLC
Barclays Capital Inc.
Deutsche Bank Securities Inc.
Goldman, Sachs & Co.
HSBC Securities (USA) Inc.
ING Financial Markets LLC
J.P. Morgan Securities LLC
Merrill Lynch, Pierce, Fenner & Smith Incorporated
Morgan Stanley & Co. LLC
Natixis Securities Americas LLC
RBC Capital Markets, LLC
SG Americas Securities, LLC
TD Securities (USA) LLC
UBS Securities LLC
Banca IMI S.p.A. (Note)
BBVA Securities Inc.
BNY Mellon Capital Markets, LLC
CIBC World Markets Corp.
Commerz Markets LLC
Mizuho Securities USA Inc.
Nomura Securities International, Inc.
RBS Securities Inc.
Skandinaviska Enskilda Banken AB (publ)
CastleOak Securities, L.P.
Drexel Hamilton, LLC
MFR Securities, Inc.
Mischler Financial Group, Inc.
The Williams Capital Group, L.P.

(Note) Banca IMI S.p.A. is not a U.S. registered broker-dealer, and will not effect any offers or sales of any notes in the United States unless it is through one or more U.S. registered broker-dealers as permitted by the regulations of the Financial Industry Regulatory Authority, Inc.

(8) Place(s) Where the Offering is Implemented:

SEC-Registered public offering, primarily in the United States

(9) Aggregate Amount of Proceeds to be Obtained by the Filing Company, and the Contents, Amount and Scheduled Timing of Expenditure of the Proceeds Categorized by Their Use:

(i) Aggregate Amount of Proceeds (after expenses) from the New Issuance:

Approximately U.S.\$1,723,550,000 (175,991,690,500 yen)

(ii) Contents, Amount and Scheduled Timing of Expenditure of the Proceeds Categorized by Their Use:

Citigroup will use the proceeds it received from the issuance and sale of the offered shares from time to time for general corporate purposes, which may include (i) funding the business of its operating units, (ii) funding investments in, or extensions of credit or capital contributions to, its subsidiaries, (iii) financing possible acquisitions or business expansion, and (iv) lengthening the average maturity of liabilities, which means that it could reduce its short-term liabilities or refund maturing indebtedness; provided, however, that the amount and scheduled timing categorized by each use above of the proceeds have not been decided yet.

(10) Date of Issuance:

April 30, 2014

(11) Name of Financial Instruments Exchange, if the Securities Concerned Are to be Listed:

Not applicable.

(12) Details of Securities of Which Interest Shall be Represented by the Depository Shares:

See (5) “Terms and Conditions of Shares” above.

(13) Amount of Share Capital and Aggregate Number of Shares Already Issued of the Company: (as of March 31, 2014)

(i) Share Capital of the Company

Type	Amount of Share Capital
Preferred stock	U.S.\$7,218 million (737,030 million yen) (at aggregate liquidation value)
Common stock	U.S.\$31 million (3,165 million yen)
Additional paid-in capital	U.S.\$107,505 million (10,977,336 million yen)

(ii) Aggregate Number of Shares Already Issued

Type	Number of Issued Shares
Preferred Stock	288,720
- Series AA	3,870
- Series E	4,850
- Series A	60,000
- Series B	30,000
- Series C	23,000
- Series D	50,000
- Series J	38,000
- Series K	59,800
- Series L	19,200
Common Stock	3,082,027,673 (including 44,242,665 shares held in treasury)