

CITIGROUP INC
Form 8-A12B
March 19, 2018

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

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

CITIGROUP INC.

CITIGROUP GLOBAL MARKETS HOLDINGS INC.

(Exact name of registrant as specified in its charter) (Exact name of registrant as specified in its charter)

DELAWARE

NEW YORK

(State of incorporation or organization) (State of incorporation or organization)

52-1568099

11-2418067

(I.R.S. Employer Identification No.) (I.R.S. Employer Identification No.)

388 Greenwich Street

New York, New York

(Address of principal executive offices)

10013

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class to be so Registered

**Name of Each Exchange on Which
Each Class is to be Registered**

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Citi FI Enhanced Europe 50 ETNs due March 22, 2028 NYSE Arca

Citi FI Enhanced Global High Yield ETNs due March 22, 2028 NYSE Arca

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. :

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file numbers to which this form relates: 333-216372, 333-216372-01

Securities to be registered pursuant to Section 12(g) of the Act: None

Item 1. Description of Registrants' Securities to be Registered.

The descriptions of the Citi FI Enhanced Europe 50 ETNs due March 22, 2028 (the "Europe 50 ETNs") of Citigroup Global Markets Holdings Inc., the Citi FI Enhanced Global High Yield ETNs due March 22, 2028 (the "Global High Yield ETNs" and together with the Europe 50 ETNs, the "Notes") of Citigroup Global Markets Holdings Inc. and Citigroup Inc.'s guarantee of the Notes, all of which are to be registered hereunder, are contained in (i) the Pricing Supplement relating to the Europe 50 ETNs, dated March 19, 2018, to the Registrants' Prospectus, dated April 7, 2017 (the "Prospectus"), included in the Registrants' registration statement on Form S-3 (File Nos. 333-216372 and 333-216372-01), as amended, (ii) the Pricing Supplement relating to the Global High Yield ETNs, dated March 19, 2018, to the Prospectus, (iii) the section captioned "Description of the Notes" in the Registrants' Prospectus Supplement, dated April 7, 2017, to the Prospectus and (iv) the section captioned "Description of Debt Securities" in the Prospectus, and such Pricing Supplement, Prospectus Supplement and Prospectus are incorporated herein by reference.

The outstanding principal amount of the Notes registered hereby may be increased from time to time in the future due to further issuances of Notes having substantially the same terms. If any such additional Notes are issued, a pricing supplement relating to those Notes will be filed with the Securities and Exchange Commission and will be incorporated herein by reference.

Item 2. Exhibits.

- 3.1 Restated Certificate of Incorporation of Citigroup Inc., as amended to date, incorporated herein by reference to Exhibit 3.01 to Citigroup Inc.'s Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016 (File No. 001-09924).
- 3.2 By-Laws of Citigroup Inc., as amended to date, incorporated herein by reference to Exhibit 3.1 to Citigroup Inc.'s Current Report on Form 8-K filed October 27, 2015 (File No. 001-09924).
- 3.3 Restated Certificate of Incorporation of Citigroup Global Markets Holdings Inc., incorporated herein by reference to Exhibit 4.7 to the Registrants' Registration Statement (File Nos. 333-192302 and 333-192302-06).
- 3.4 By-Laws of Citigroup Global Markets Holdings Inc., as amended, effective February 6, 2007, incorporated herein by reference to Exhibit 4.8 to the Registrants' Registration Statement (File Nos. 333-192302 and 333-192302-06).
- 4.1 Senior Debt Indenture, which includes the Citigroup Inc. guarantee, among Citigroup Global Markets Holdings Inc., as issuer, Citigroup Inc., as guarantor, and The Bank of New York Mellon, as trustee, incorporated herein by reference to Exhibit 4.1 to Citigroup Inc.'s Current Report on Form 8-K filed March 9, 2016 (File No. 001-09924).
- 4.2 Form of Citigroup Global Markets Holdings Inc. Medium-Term Senior Notes, Series N, incorporated herein by reference to Exhibit 4.34 to the Registrants' Registration Statement (File Nos. 333-192302 and 333-192302-06).

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: March 19, 2018

CITIGROUP INC.

By: /s/ Barbara Politi
Name: Barbara Politi
Title: Assistant Secretary

CITIGROUP GLOBAL
MARKETS HOLDINGS
INC.

By: /s/ Gonzalo Martin
Name: Gonzalo Martin
Title: Treasurer