CITIGROUP INC
Form 424B2
May 17, 2018

The information in this preliminary pricing supplement is not complete and may be changed. A registration statement relating to these securities has been filed with the Securities and Exchange Commission. This preliminary pricing supplement and the accompanying product supplement, underlying supplement, prospectus supplement and prospectus are not an offer to sell these securities, nor are they soliciting an offer to buy these securities, in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED MAY 17, 2018

May-----, 2018

Medium-Term Senior Notes, Series N

Citigroup Global Markets Holdings Inc.

Pricing Supplement No. 2018-USNCH1159

Filed Pursuant to Rule 424(b)(2)

Registration Statement Nos. 333-216372 and 333-216372-01

Dual Directional Barrier Securities Based on the Worst Performing of the Shares of the PowerShares QQQ Trust℠, Series 1 and the Russell 2000® Index Due May-----, 2021

The securities offered by this pricing supplement are unsecured senior 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 **worst performing** of the shares of the PowerShares QQQ Trust℠, Series 1 and the Russell 2000® Index (the "worst performing underlying asset") from its starting value to its final closing value.

The securities offer leveraged exposure to a limited range of potential appreciation of the worst performing underlying asset from its starting value to its final closing value, subject to the maximum upside return specified below. In addition, if the worst performing underlying asset depreciates within a limited range (not more than 30.00%), the securities provide for a positive return at maturity based on the absolute value of that depreciation. In exchange for these features, investors in the securities must be willing to accept a return based on whichever underlying asset is the worst performing underlying asset, forgo (i) participation in any appreciation of the worst performing underlying asset in excess of the maximum upside return, (ii) any positive participation in the absolute value of any depreciation of the worst performing underlying asset if the worst performing underlying asset depreciates by more than 30% and (iii) any dividends that may be paid on the securities included in or held by the underlying assets. In addition, investors in the securities must be willing to accept full downside exposure to the worst performing underlying asset if the worst performing underlying asset depreciates by more than 30.00%. **If the worst performing underlying asset depreciates by more than 30.00% from its starting value to its final closing value, you will lose 1% of the stated principal amount of your securities for every 1% by which the worst performing underlying asset has declined from its starting value.**

Your return on the securities will depend **solely** on the performance of the worst performing underlying asset. You will not benefit in any way from the performance of the better performing underlying asset. You may incur a significant loss if **either** underlying asset performs poorly, even if the other performs favorably.

Investors in the securities 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.

Underlying assets:

Underlying assets	Starting value*	Barrier value**
Shares of the PowerShares QQQ Trust℠, Series 1	$	$
Russell 2000® Index		

* For each underlying asset, its closing price or closing level, as applicable, on the pricing date

** For each underlying asset, 70% of its starting value

Aggregate stated principal amount:	$
Stated principal amount:	$1,000 per security
Pricing date:	May , 2018 (expected to be May 18, 2018)
Issue date:	May , 2018 (three business days after the pricing date). See "Supplemental Plan of Distribution" in this pricing supplement for additional information.
Valuation date:	May , 2021 (expected to be May 18, 2021), subject to postponement if such date is not a scheduled trading day for either of the underlying assets or if certain market disruption events occur with respect to either underlying asset
Maturity date:	May , 2021 (expected to be May 21, 2021)
Payment at maturity:	For each $1,000 stated principal amount security you hold at maturity: If the final closing value of the worst performing underlying asset is **greater than** its starting value: $1,000 + the leveraged return amount, subject to the maximum upside return If the final closing value of the worst performing underlying asset is **less than or equal to** its starting value but **greater than or equal to** its barrier value: $1,000 + ($1,000 × the absolute asset return of the worst performing underlying asset) If the final closing value of the worst performing underlying asset is **less than** its barrier value: $1,000 + ($1,000 × the asset percent change of the worst performing underlying asset) **If the final closing value of the worst performing underlying asset is less than its barrier value, your payment at maturity will be less, and possibly significantly less, than $700.00 per security. You should not invest in the securities unless you are willing and able to bear the risk of losing a significant portion of your investment.**

Final closing value:	For each underlying asset, its closing price or closing level, as applicable, on the valuation date		
Worst performing underlying asset:	The underlying asset with the lowest asset percent change		
Leveraged return amount:	\$1,000 × the asset percent change of the worst performing underlying asset × the leverage factor		
Leverage factor:	264.00%		
Absolute asset return:	For each underlying asset, the absolute value of its asset percent change		
Asset percent change:	For each underlying asset, its final closing value *minus* its starting value, *divided by* its starting value		
Maximum upside return:	\$330.00 per security (33.00% of the stated principal amount)		
Listing:	The securities will not be listed on any securities exchange		
CUSIP / ISIN:	17324CUZ7 / US17324CUZ75		
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:	\$1,000.00	\$9.50	\$990.50
Total:	\$	\$	\$

(1) Citigroup Global Markets Holdings Inc. currently expects that the estimated value of the securities on the pricing date will be at least \$945.50 per security, which will be less than the issue price. The estimated value of the securities is based on Citigroup Global Markets Inc.'s ("CGMI") 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 expected 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-5.

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-02-06 dated April 7, 2017 **Underlying Supplement No. 6 dated April 7, 2017**

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.

Citigroup Global Markets Holdings Inc.
Dual Directional Barrier Securities Based on the Worst Performing of the Shares of the PowerShares QQQ Trust℠, Series 1 and the Russell 2000® Index Due May-----, 2021

Additional Information

General. 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, such as market disruption events and other events affecting the underlying assets. These events and their consequences are described in the accompanying product supplement in the sections "Description of the Securities—Certain Additional Terms for Securities Linked to an Underlying Index—Consequences of a Market Disruption Event; Postponement of a Valuation Date" and "—Discontinuance or Material Modification of an Underlying Index" or "—Certain Additional Terms for Securities Linked to ETF Shares or Company Shares—Consequences of a Market Disruption Event; Postponement of a Valuation Date," "—Dilution and Reorganization Adjustments," and "—Delisting, Liquidation or Termination of an ETF," and not in this pricing supplement. The accompanying underlying supplement contains important disclosures regarding the Russell 2000® Index 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 before deciding whether to invest in the securities. Certain terms used but not defined in this pricing supplement are defined in the accompanying product supplement.

Relevant price. With respect to the shares of the PowerShares QQQ Trust℠, Series 1, their starting value and their barrier value are each a "Relevant Price" for purposes of the section "Description of the Securities—Certain Additional Terms for Securities Linked to ETF Shares or Company Shares—Dilution and Reorganization Adjustments" in the accompanying product supplement. Accordingly, the starting value and the barrier value with respect to the shares of the PowerShares QQQ Trust℠, Series 1 are each subject to adjustment upon the occurrence of any of the events described in that section.

Postponement of the valuation date. If the valuation date is not a scheduled trading day for either of the underlying assets or if a market disruption event occurs with respect to either of the underlying assets on the valuation date, the valuation date will be subject to postponement as described in the accompanying product supplement in the sections "Description of the Securities—Certain Additional Terms for Securities Linked to an Underlying Index—Consequences of a Market Disruption Event; Postponement of a Valuation Date" or "Description of the Securities—Certain Additional Terms for Securities Linked to ETF Shares or Company Shares—Consequences of a Market Disruption Event; Postponement of a Valuation Date." If the valuation date is postponed, the final closing value of each of the underlying assets in respect of the valuation date will be determined based on (i) for any underlying asset for which the originally scheduled valuation date is a scheduled trading day and as to which a market disruption event does not occur on the originally scheduled valuation date, the final closing value of such underlying asset on the originally scheduled valuation date and (ii) for any other underlying asset, the final closing value of such underlying asset on the valuation date as postponed (or, if earlier, the first scheduled trading day for such underlying asset following the originally scheduled valuation date on which a market disruption event did not occur with respect to such underlying asset).

Hypothetical Examples

The diagram below illustrates your payment at maturity for a range of hypothetical percentage changes from the starting value to the final closing value of the worst performing underlying asset. Your return on the securities will depend solely on the performance of the worst performing underlying asset. You will not benefit in any way from the performance of the better performing underlying asset.

Investors in the securities will not receive any dividends that may be paid on the securities included in or held by the underlying assets. The diagram and examples below do not show any effect of lost dividend yield over the term of the securities. See "Summary Risk Factors—Investing in the securities is not equivalent to investing in either underlying asset" below.

Dual Directional Barrier Securities
Payment at Maturity Diagram
n The Securities n The Worst Performing Underlying Asset

Your actual payment at maturity per security will depend on the actual starting values of the underlying assets and the actual final closing value of the worst performing underlying asset. The examples below illustrate how your payment at maturity will depend on whether the final closing value of the worst performing underlying asset is greater than or less than its starting value and by how much. The examples are based on the hypothetical starting values, barrier values and final closing values specified below.

Citigroup Global Markets Holdings Inc.
Dual Directional Barrier Securities Based on the Worst Performing of the Shares of the PowerShares QQQ Trust℠, Series 1 and the Russell 2000® Index Due May-----, 2021

Example 1—Upside Scenario A.

Underlying asset	Hypothetical starting value	Hypothetical barrier value	Hypothetical final closing value	Hypothetical asset percent change
Shares of the PowerShares QQQ Trust℠, Series 1	$170.00	$119.00	$187.00	10%
Russell 2000® Index	1,600.000	1,120.000	2,400.000	50%

In this example, the shares of the PowerShares QQQ Trust℠, Series 1 have the lowest asset percent change and is, therefore, the worst performing underlying asset. Because the worst performing underlying asset appreciated from its hypothetical starting value to its hypothetical final closing value and the leveraged return amount of $264.00 results in a total return at maturity of 26.40%, which is less than the maximum upside return of 33.00%, your payment at maturity in this scenario would be equal to the $1,000 stated principal amount per security *plus* the leveraged return amount, or $1,264.00 per security.

Payment at maturity per security = $1,000 + the leveraged return amount, subject to the maximum upside return of $330.00 per security

= $1,000 + ($1,000 × the asset percent change of the worst performing underlying asset × the leverage factor), subject to the maximum upside return of $330.00 per security

= $1,000 + ($1,000 × 10.00% × 264.00%), subject to the maximum upside return of $330.00 per security

= $1,000 + $264.00, subject to the maximum upside return of $330.00 per security

= $1,264.00

Example 2—Upside Scenario B.

Underlying asset	Hypothetical starting value	Hypothetical barrier value	Hypothetical final closing value	Hypothetical asset percent change
Shares of the PowerShares QQQ Trust℠, Series 1	$170.00	$119.00	$272.00	60%
Russell 2000® Index	1,600.000	1,120.000	2,080.000	30%

In this example, the Russell 2000® Index has the lowest asset percent change and is, therefore, the worst performing underlying asset. Because the worst performing underlying asset appreciated from its hypothetical starting value to its hypothetical final closing value and the leveraged return amount of $792.00 per security would result in a total return at maturity of 79.20%, which is greater than the maximum upside return of 33.00%, your payment at maturity in this scenario would be limited to the stated principal amount *plus* the maximum upside return. In this scenario, an investment in the securities would underperform a hypothetical alternative investment providing 1-to-1 exposure to the appreciation of the worst performing underlying asset without a maximum upside return.

Payment at maturity per security = $1,000 + the leveraged return amount, subject to the maximum upside return of $330.00 per security

= $1,000 + ($1,000 × the asset percent change of the worst performing underlying asset × the leverage factor), subject to the maximum upside return of $330.00 per security

= $1,000 + ($1,000 × 30.00% × 264.00%), subject to the maximum upside return of $330.00 per security

= $1,000 + $792.00, subject to the maximum upside return of $330.00 per security

= $1,330.00

Example 3—Upside Scenario C.

Underlying asset	Hypothetical starting value	Hypothetical barrier value	Hypothetical final closing value	Hypothetical asset percent change
Shares of the PowerShares QQQ Trust℠, Series 1	$170.00	$119.00	$153.00	-10%
Russell 2000® Index	1,600.000	1,120.000	1,920.000	20%

In this example, the shares of the PowerShares QQQ Trust^{SM}, Series 1 have the lowest asset percent change and is, therefore, the worst performing underlying asset. Because the worst performing underlying asset depreciated from its hypothetical starting value to its hypothetical final closing value, but not by more than 30%, your payment at maturity per security would reflect 1-to-1 positive exposure to the absolute value of the negative performance of the worst performing underlying asset and would be calculated as follows:

Payment at maturity per security = $1,000 + ($1,000 × the absolute asset return of the worst performing underlying asset)

= $1,000 + ($1,000 × |-10.00%|)

=$1,000 + $100 = $1,100.00

Example 4—Downside Scenario.

Underlying asset	**Hypothetical starting value**	**Hypothetical barrier value**	**Hypothetical final closing value**	**Hypothetical asset percent change**
Shares of the PowerShares QQQ Trust℠, Series 1	$170.00	$119.00	$51.00	-70%
Russell 2000® Index	1,600.000	1,120.000	1,920.000	20%

In this example, the shares of the PowerShares QQQ Trust℠, Series 1 have the lowest asset percent change and is, therefore, the worst performing underlying asset. Because the hypothetical final closing value of the worst performing underlying asset is **less than** its hypothetical barrier value, your payment at maturity in this example would reflect 1-to-1 downside exposure to the negative performance of the worst performing underlying asset from its hypothetical starting value to its hypothetical final closing value and would be calculated as follows:

Payment at maturity per security = $1,000 + ($1,000 × the asset percent change of the worst performing underlying asset)

= $1,000 + ($1,000 × -70.00%)

= \$1,000 - \$700.00

= \$300.00

You would incur a significant loss on your investment in the securities in this scenario based on the decline of the worst performing underlying asset, even though the other underlying asset performed favorably.

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 each underlying asset. 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 some 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 worst performing underlying asset. If the final closing value of the worst performing underlying asset is less than its barrier value, the absolute return feature will no longer be available and you will lose more, and possibly significantly more, than 30.00% of the stated principal amount of the securities. In this scenario, you will lose 1% of the stated principal amount of the securities for every 1% by which the final closing value of the worst performing underlying asset has declined from its starting value. There is no minimum payment at maturity on the securities, 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.

Your potential return on the securities is limited. If the final closing value of the worst performing underlying asset is greater than its starting value, your potential total return on the securities at maturity is limited to the maximum upside return set forth on the cover page of this pricing supplement. The return on the worst performing underlying asset from its starting value to its final closing value may significantly exceed the maximum upside return. Therefore, your return on the securities may be significantly less than the return you could have achieved on an alternative investment providing 1-to-1 exposure to the appreciation of the worst performing underlying asset without a maximum upside return. Taking into account the leverage factor, any increase in the final closing value over its starting value by more than 12.50% will not increase your return on the securities and will progressively reduce the effective amount of leverage provided by the securities. In addition, your potential for positive participation in the absolute value of any depreciation of the worst performing underlying asset is limited. Because the barrier value is equal to 70.00% of the starting value, the return potential of the securities in the event that the worst performing underlying asset depreciates is limited to 30.00%. Any depreciation of the worst performing underlying asset in excess of 30.00% will result in a loss, rather than a positive return, on the securities.

The securities are subject to the risks of both underlying assets and will be negatively affected if either of the underlying assets performs poorly, even if the other underlying asset performs well. You are subject to risks associated with both of the underlying assets. If either underlying asset performs poorly, you will be negatively affected, even if the other underlying asset performs well. The securities are not linked to a basket composed of the underlying assets, where the better performance of one could ameliorate the poor performance of the other. Instead, you are subject to the full risks of whichever of the underlying assets is the worst performing underlying asset.

You will not benefit in any way from the performance of the better performing underlying asset. The return on the securities depends **solely** on the performance of the worst performing underlying asset, and you will not benefit in any way from the performance of the better performing underlying asset. The securities may underperform a similar alternative investment linked to a basket composed of the underlying assets, since in such case the performance of the better performing underlying asset would be blended with the performance of the worst performing underlying asset, resulting in a better return than the return of the worst performing underlying asset.

You will be subject to risks relating to the relationship between the underlying assets. It is preferable from your perspective for the underlying assets to be correlated with each other, in the sense that they tend to increase or decrease at similar times and by similar magnitudes. By investing in the securities, you assume the risk that the underlying assets will not exhibit this relationship. The less correlated the underlying assets, the more likely it is that one or the other of the underlying assets will decline by more than 30% over the term of the securities. All that is necessary for the securities to perform poorly is for one of the underlying assets to decline by more than 30%; the performance of the underlying asset that is not the worst performing underlying asset is not relevant to your return on the securities. It is impossible to predict what the relationship between the underlying assets will be over the term of the securities. **The PowerShares QQQ Trust^{SM}, Series 1 tracks an index of the 100 largest non-financial companies listed on The NASDAQ Stock Market based on market capitalization, and the Russell 2000® Index is an index of small capitalization stocks in the United States. Accordingly, the underlying assets represent markets that differ in significant ways and, therefore, may not be correlated with each other.**

Investing in the securities is not equivalent to investing in either underlying asset. You will not have voting rights, rights to receive any dividends or other distributions or any other rights with respect to either of the underlying assets. The payment scenarios described in this pricing supplement do not show any effect of lost dividend yield over the term of the securities. It is important to understand that, for purposes of measuring the performance of the underlying assets, the levels used will not reflect the receipt or reinvestment of dividends on either of the underlying assets. Dividend yield on the underlying assets would be expected to represent a significant portion of the overall return on a direct investment in the underlying assets, but will not be reflected in the performance of either of the underlying assets as measured for purposes of the securities (except to the extent that dividends reduce the final closing values of the underlying assets).

Your payment at maturity depends on the final closing value of the worst performing underlying asset on a single day. Because your payment at maturity depends on the final closing value of the worst performing underlying asset solely on the valuation date, you are subject to the risk that the final closing value of the worst performing underlying asset 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 underlying assets or in another instrument linked to the underlying assets 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 prices or closing levels, as applicable, of the worst performing underlying asset, 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.

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, will be 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) the selling concessions 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 between the underlying assets, dividend yields on the underlying assets 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 we will pay to investors in the securities, which do not bear interest.

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 value and volatility of the underlying assets and a number of other factors, including the correlation between the underlying assets, dividend yields on the underlying assets, interest rates generally, the time remaining to maturity and our and Citigroup Inc.'s creditworthiness, as reflected in our secondary market rate. Changes in the values of the underlying assets 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.

The securities are linked to the Russell 2000® Index and will be subject to risks associated with small capitalization stocks. The stocks that constitute the Russell 2000® Index are issued by companies with relatively small market capitalization. The stock prices of smaller companies may be more volatile than stock prices of large capitalization companies. These companies tend to be less well-established than large market capitalization companies. Small capitalization companies may be less able to withstand adverse economic, market, trade and competitive conditions relative to larger companies. Small capitalization companies are less likely to pay dividends on their stocks, and the presence of a dividend payment could be a factor that limits downward stock price pressure under adverse market conditions.

Changes that affect the underlying assets may affect the value of your securities. The sponsors of the index underlying the PowerShares QQQ Trust℠, Series 1 or the Russell 2000® Index may add, delete or substitute the stocks that constitute those indexes or make other methodological changes that could affect the levels of those indexes. In addition, the investment adviser to the PowerShares QQQ Trust℠, Series 1 may change the manner in which the PowerShares QQQ Trust℠, Series 1 operates or its investment objectives at any time. We are not affiliated with any such index sponsor or investment advisor and, accordingly, we have no control over any changes any such index sponsor or investment adviser may make. Such changes could be made at any time and could adversely affect the performance of the underlying assets and the value of and your payment at maturity on the securities.

§ **Even if the PowerShares QQQ Trust℠, Series 1 pays a dividend that it identifies as special or extraordinary, no adjustment will be required under the securities for that dividend unless it meets the criteria specified in the accompanying product supplement.** In general, an adjustment will not be made under the terms of the securities for any cash dividend paid on shares of the PowerShares QQQ Trust℠, Series 1 unless the amount of the dividend per share, together with any other dividends paid in the same quarter, exceeds the dividend paid per share in the most recent quarter by an amount equal to at least 10% of the closing price of the shares of the PowerShares QQQ Trust℠, Series 1 on the date of declaration of the dividend. Any dividend will reduce the closing price of the shares of the PowerShares QQQ Trust℠, Series 1 by the amount of the dividend per share. If the PowerShares QQQ Trust℠, Series 1 pays any dividend for which an adjustment is not made under the terms of the securities, holders of the securities will be adversely affected. See "Description of the Securities—Certain Additional Terms for Securities Linked to ETF Shares or Company Shares—Dilution and Reorganization Adjustments—Certain Extraordinary Cash Dividends" in the accompanying product supplement.

§ **An adjustment will not be made for all events that may have a dilutive effect on or otherwise adversely affect the market price of the PowerShares QQQ Trust℠ ,Series 1.** For example, we will not make any adjustment for ordinary dividends or extraordinary dividends that do not meet the criteria described above. Moreover, the adjustments we do make may not fully offset the dilutive or adverse effect of the particular event. Investors in the securities may be adversely affected by such an event in a circumstance in which a direct holder of shares of the PowerShares QQQ Trust℠ ,Series 1 would not.

§ **The securities may become linked to shares of an ETF other than the PowerShares QQQ Trust^{SM}, Series 1 upon the occurrence of a reorganization event or upon the delisting of the shares of the PowerShares QQQ Trust^{SM} ,Series 1.** For example, if the PowerShares QQQ Trust^{SM}, Series 1 enters into a merger agreement that provides for holders of the shares of the PowerShares QQQ Trust^{SM}, Series 1 to receive shares of another entity, the shares of such other entity will become the applicable underlying asset for all purposes of the securities upon consummation of the merger. Additionally, if the shares of the PowerShares QQQ Trust^{SM}, Series 1 are delisted, or the PowerShares QQQ Trust^{SM}, Series 1 is otherwise terminated, the calculation agent may, in its sole discretion, select shares of another ETF to be the applicable underlying asset. See “Description of the Securities—Certain Additional Terms for Securities Linked to ETF Shares or Company Shares—Dilution and Reorganization Adjustments” and “—Delisting, Liquidation or Termination of an Underlying ETF” in the accompanying product supplement.

§ **The price and performance of the PowerShares QQQ Trust^{SM}, Series 1 may not completely track the performance of the index the PowerShares QQQ Trust^{SM}, Series 1 seeks to track or the net asset value per share of the PowerShares QQQ Trust^{SM}, Series 1.** The PowerShares QQQ Trust^{SM}, Series 1 does not fully replicate the underlying index that it seeks to track (the “ETF underlying index”) and may hold securities different from those included in the ETF underlying index. In addition, the performance of the shares of the PowerShares QQQ Trust^{SM}, Series 1 reflects additional transaction costs and fees that are not included in the calculation of its ETF underlying index. All of these factors may lead to a lack of correlation between the performance of the shares of the PowerShares QQQ Trust^{SM}, Series 1 and its ETF underlying index. In addition, corporate actions with respect to the equity securities constituting the ETF underlying index or held by the PowerShares QQQ Trust^{SM}, Series 1 (such as mergers and spin-offs) may impact the variance between the performance of the shares of the PowerShares QQQ Trust^{SM}, Series 1 and its ETF underlying index. Finally, because shares of the PowerShares QQQ Trust^{SM}, Series 1 are traded on the NASDAQ and are subject to market supply and investor demand, the market value of shares of the PowerShares QQQ Trust^{SM}, Series 1 may differ from its net asset value per share.

During periods of market volatility, stocks underlying the PowerShares QQQ Trust^{SM} ,Series 1 may be unavailable in the secondary market, market participants may be unable to calculate accurately the net asset value per share of the PowerShares QQQ Trust^{SM}, Series 1 and the liquidity of the PowerShares QQQ Trust^{SM}, Series 1 may be adversely affected. This kind of market volatility may also disrupt the ability of market participants to create and redeem shares of the PowerShares QQQ Trust^{SM}, Series 1. Further, market volatility may adversely affect, sometimes materially, the price at which market participants are willing to buy and sell shares of the PowerShares QQQ Trust^{SM}, Series 1. As a result, under these circumstances, the market value of the PowerShares QQQ Trust^{SM}, Series 1 may vary substantially from its net asset value per share. For all of the foregoing reasons, the performance of the PowerShares QQQ Trust^{SM}, Series 1 might not correlate with the performance of its ETF underlying index and/or its net asset value per share, which could materially and adversely affect the value of the securities in the secondary market and/or reduce your payment at maturity.

Our offering of the securities is not a recommendation of either underlying asset. The fact that we are offering the securities does not mean that we believe that investing in an instrument linked to the underlying assets is likely to achieve favorable returns. In fact, as we are part of a global financial institution, our affiliates may have positions (including short positions) in the securities included in or held by the underlying assets or in instruments related to the underlying assets or such securities, and may publish research or express opinions, that in each case are inconsistent with an investment linked to the underlying assets. These and other activities of our affiliates' may affect the values of the underlying assets in a way that has a negative impact on your interests as a holder of the securities.

The value of an underlying asset may be adversely affected by our or our affiliates' hedging and other trading activities. We expect to hedge our obligations under the securities through CGMI or other of our affiliates, who may take positions directly in the underlying assets or the securities included in or held by the underlying assets and other financial instruments related to the underlying assets or such securities and may adjust such positions during the term of the securities. Our affiliates also trade the underlying assets or the securities included in or held by the underlying assets and other financial instruments related to the underlying assets or such securities on a regular basis (taking long or short positions or both), for their accounts, for other accounts under their management or to facilitate transactions on behalf of customers. These activities could affect the value of the underlying assets in a way that negatively affects the value of the securities. They could also result in substantial returns for us or our affiliates while the value of the securities declines.

We and our affiliates may have economic interests that are adverse to yours as a result of our affiliates' business activities. Our affiliates may currently or from time to time engage in business with the issuers of the stocks included in or held by the underlying assets or with the issuer of the shares of the PowerShares QQQ Trust^{SM}, Series 1, including extending loans to, making equity investments in or providing advisory services to such issuers. In the course of this business, we or our affiliates may acquire non-public information, which we will not disclose to you. Moreover, if any of our affiliates is or becomes a creditor of any such issuer, they may exercise any remedies against such issuer that are available to them without regard to your interests.

The calculation agent, which is an affiliate of ours, will make important determinations with respect to the securities. If certain events occur, such as market disruption events, the discontinuance of the Russell 2000® Index or events with respect to the PowerShares QQQ Trust℠, Series 1 that may require a dilution adjustment or the delisting of the PowerShares QQQ Trust℠, Series 1, CGMI, as calculation agent, will be required to make discretionary judgments that could significantly affect your payment at maturity. In making these judgments, the calculation agent's interests as an affiliate of ours could be adverse to your interests as a holder of the securities.

The U.S. federal tax consequences of an investment in the securities are unclear. There is no direct legal authority regarding the proper U.S. federal tax treatment of the securities, and we do not plan to request a ruling from the Internal Revenue Service (the "IRS"). Consequently, significant aspects of the tax treatment of the securities are uncertain, and the IRS or a court might not agree with the treatment of the securities as prepaid forward contracts. If the IRS were successful in asserting an alternative treatment of the securities, the tax consequences of the ownership and disposition of the securities might be materially and adversely affected. Even if the treatment of the securities as prepaid forward contracts is respected, a security may be treated as a "constructive ownership transaction," with potentially adverse consequences described below under "United States Federal Tax Considerations." In addition, in 2007 the U.S. Treasury Department and the IRS released a notice requesting comments on various issues regarding the U.S. federal income tax treatment of "prepaid forward contracts" and similar instruments. Any Treasury regulations or other guidance promulgated after consideration of these issues could materially and adversely affect the tax consequences of an investment in the securities, including the character and timing of income or loss and the degree, if any, to which income realized by non-U.S. persons should be subject to withholding tax, possibly with retroactive effect.

Section 871(m) of the Internal Revenue Code of 1986, as amended (the "Code"), imposes a withholding tax of up to 30% on "dividend equivalents" paid or deemed paid to non-U.S. investors in respect of certain financial instruments linked to U.S. equities.

In light of Treasury regulations, as modified by an IRS notice, that provide a general exemption for financial instruments issued in 2018 that do not have a "delta" of one, as of the date of this preliminary pricing supplement the securities should not be subject to withholding under Section 871(m). However, information about the application of Section 871(m) to the securities will be updated in the final pricing supplement. Moreover, the IRS could challenge a conclusion that the securities should not be subject to withholding under Section 871(m). If withholding applies to the securities, we will not be required to pay any additional amounts with respect to amounts withheld.

You should read carefully the discussion under "United States Federal Tax Considerations" and "Risk Factors Relating to the Securities" in the accompanying product supplement and "United States Federal Tax Considerations" in this pricing supplement. You should also consult your tax adviser regarding the U.S. federal tax consequences of an investment in the securities, as well as tax consequences arising under the laws of any state, local or non-U.S. taxing jurisdiction.

Information About the PowerShares QQQ Trust℠, Series 1

The PowerShares QQQ Trust℠, Series 1 is an exchange-traded fund that seeks to provide investment results that, before expenses, generally correspond to the performance of the NASDAQ-100 Index®. The NASDAQ-100 Index® is a modified market capitalization-weighted index of stocks of the 100 largest non-financial companies listed on The NASDAQ Stock Market based on market capitalization.

The PowerShares QQQ Trust℠, Series 1 is a registered investment company. Information provided to or filed with the SEC by the PowerShares QQQ Trust℠, Series 1 pursuant to the Securities Act of 1933, as amended, and the Investment Company Act of 1940, as amended, can be located by reference to SEC file numbers 333-61001 and 811-08947, respectively, through the SEC's website at http://www.sec.gov. In addition, information may be obtained from other sources including, but not limited to, press releases, newspaper articles and other publicly disseminated documents. The PowerShares QQQ Trust℠, Series 1 trades on the NASDAQ Stock Market under the ticker symbol "QQQ."

This pricing supplement relates only to the securities offered hereby and does not relate to the shares of the PowerShares QQQ Trust℠, Series 1. We have derived all disclosures contained in this pricing supplement regarding the PowerShares QQQ Trust℠, Series 1 from the publicly available documents described above. In connection with the offering of the securities, none of Citigroup Global Markets Holdings Inc., Citigroup Inc. or CGMI has participated in the preparation of such documents or made any due diligence inquiry with respect to the PowerShares QQQ Trust℠, Series 1.

The securities represent obligations of Citigroup Global Markets Holdings Inc. (guaranteed by Citigroup Inc.) only. PowerShares QQQ Trust^{SM}, Series 1 is not involved in any way in this offering and has no obligation relating to the securities or to holders of the securities.

Neither we nor any of our affiliates make any representation to you as to the performance of the shares of the PowerShares QQQ Trust^{SM}, Series 1.

Historical Information

The graph below shows the closing price of the shares of the PowerShares QQQ Trust^{SM}, Series 1 for each day such price was available from January 2, 2008 to May 15, 2018. The table that follows shows the high and low closing prices of, and dividends paid on, the shares of the PowerShares QQQ Trust^{SM}, Series 1 for each quarter in that same period. We obtained the closing prices and other information below from Bloomberg L.P., without independent verification. **You should not take the historical prices of the shares of the PowerShares QQQ Trust^{SM}, Series 1 as an indication of future performance.**

Citigroup Global Markets Holdings Inc.
Dual Directional Barrier Securities Based on the Worst Performing of the Shares of the PowerShares QQQ Trust^{SM}, Series 1 and the Russell 2000® Index Due May-----, 2021

PowerShares QQQ Trust^{SM}, Series 1 – Historical Closing Prices

January 2, 2008 to May 15, 2018

*The red line indicates the hypothetical barrier value with respect to the shares of the PowerShares QQQ Trust^{SM}, Series 1 of $117.509, assuming the closing price on May 15, 2018 were the starting value of the shares of the PowerShares QQQ Trust^{SM}, Series 1.

PowerShares QQQ Trust^{SM}, Series 1	High	Low	Dividends
2008			
First Quarter	$50.45	$41.22	$0.00000
Second Quarter	$50.55	$44.03	$0.03252
Third Quarter	$48.27	$37.82	$0.03441
Fourth Quarter	$38.47	$25.56	$0.07153
2009			