
**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) **January 31, 2025**

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 (Address of principal executive offices)		10013 (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: [See Exhibit 99.2](#)

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.
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 31, 2025, the Board of Directors (the Board) of Citigroup Inc. (Citigroup) elected Titilope Cole as a director of Citigroup. Ms. Cole is the former Head of Legacy Franchises of Citigroup. Ms. Cole also serves on the Board of DataDog, Inc., a provider of cloud monitoring and security solutions. Also, on January 31, 2025, the Board appointed Ms. Cole to the following Committees of the Board: the Risk Management Committee, the Technology Committee and the Transformation Oversight Committee. Ms. Cole was also appointed a Board member of Citibank, N.A., effective February 3, 2025.

Because Ms. Cole previously served as the former Head of Legacy Franchises, the Board determined that she is not independent in accordance with the director independence standards established under Citigroup's Corporate Governance Guidelines, which are intended to comply with the New York Stock Exchange corporate governance rules, and all other applicable laws, rules and regulations. There are no family relationships between Ms. Cole and any officer or other director of Citigroup or any related party transactions involving Ms. Cole and Citigroup. Ms. Cole is a party to compensatory agreements arising from her prior employment at Citigroup providing for the delivery to her in the future of shares of Citigroup common stock, subject to certain conditions. Such compensation was approved by the Compensation, Performance Management and Culture Committee of Citigroup's Board as earned in the ordinary course in connection with her employment.

There is no arrangement or understanding between Ms. Cole and any other person pursuant to which she was selected as a director. Ms. Cole will receive compensation as a non-employee director in accordance with Citigroup's non-employee director compensation practices described in "Proposal 1: Election of Directors – Directors' Compensation" of Citigroup's Annual Proxy Statement filed with the U.S. Securities and Exchange Commission on March 19, 2024.

A copy of Citigroup's press release relating to the election of Ms. Cole as a director is being furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number

- | | |
|------|--|
| 99.1 | Citigroup Inc. Press Release dated February 3, 2025. |
| 99.2 | Citigroup Inc. securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934 as of the filing date. |
| 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.

CITIGROUP INC.

Dated: February 3, 2025

By: /s/ Brent J. McIntosh
Brent J. McIntosh
Chief Legal Officer & Corporate Secretary

For Immediate Release
Citigroup Inc. (NYSE: C)
February 3, 2025

CITI BOARD ELECTS TITI COLE TO BOARD OF DIRECTORS

New York, NY – Citi’s Board of Directors announced today that it has elected Titi Cole as a new Director, with service commencing January 31, 2025. A Citi alumna, Ms. Cole joined Citi in 2020 as the Head of Operations for Global Consumer Banking, before serving as Head of Legacy Franchises. The Board determined to elect Ms. Cole in anticipation of Barbara Desoer’s not standing for re-election at the 2025 Annual Meeting, in accordance with Citi’s corporate governance guidelines which provide that a director shall not stand for election at the annual meeting following their 72nd birthday.

Citi Chair John C. Dugan said, “We’re pleased to welcome Titi to Citi’s Board of Directors. Having spent three decades in financial services, Titi has vast experience in this sector and a strong track record of delivering results. As Head of Legacy Franchises at Citi, Titi led a major part of Citi’s strategic simplification through our international consumer divestitures. Her deep knowledge of our firm will be a valuable asset to the Board.

“While Barbara continues to serve on the Board until the Annual Meeting, I’d like to offer the Board’s deep gratitude to her given the numerous contributions she’s made to this firm as both a leader and board member. Barbara joined the Board upon retiring as the CEO of Citibank, N.A., and brought with her extensive experience and expertise. Her leadership has been invaluable to Citi,” Mr. Dugan concluded.

Titi Cole

Titi Cole is known for her expertise in transforming large publicly traded financial institutions to deliver innovative solutions that drive growth. In her last role at Citigroup, she was the Head of Legacy Franchises and a member of the Executive Management Team, where she managed the divestitures and wind-downs of the international consumer banking division with over 70,000 employees in 14 countries.

She is recognized in the financial services industry as a dynamic leader and for her skill at leading high performing teams and delivering business results in fast-paced environments. She has more than 30 years of experience in the financial services, payments, and professional services industries including at Citigroup, Wells Fargo, Bank of America and McKinsey & Company.

Ms. Cole earned a Bachelor of Economics degree from University of Ibadan and an MBA from Northwestern University’s Kellogg School of Management. She currently serves as the Executive Director

of Development for the Sickle Cell Hope Alive Foundation, a nonprofit focused on improving awareness, support and health outcomes for people living with Sickle Cell disease.

She serves on the Board of Datadog, a leading provider of cloud monitoring and security solutions. She is also a Board Trustee at CARE USA and at the Queens University of Charlotte and a member of the Council on Foreign Relations and The Executive Leadership Council.

About Citi

Citi is a preeminent banking partner for institutions with cross-border needs, a global leader in wealth management and a valued personal bank in its home market of the United States. Citi does business in more than 180 countries and jurisdictions, providing corporations, governments, investors, institutions and individuals with a broad range of financial products and services.

Additional information may be found at www.citigroup.com | X: [@Citi](#) |

LinkedIn: www.linkedin.com/company/citi |

YouTube: www.youtube.com/citi | Facebook: www.facebook.com/citi

Contacts

Investors: Jennifer Landis (212) 816-2264

Media: Sarah Lamothe (347) 268-0698

Exhibit 99.2

Citigroup Inc. securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934:

<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
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 Apr 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