
**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) **June 16, 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.
Current Report on Form 8-K

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

On June 16, 2025, the Board of Directors (the Board) of Citigroup Inc. (Citigroup) elected Jonathan Moulds as a director of Citigroup and appointed him to the Board's Risk Management Committee and Transformation Oversight Committee. Mr. Moulds serves as Chair of the Board of Directors of Citigroup Global Markets Limited (CGML), Citigroup's international broker/dealer. Mr. Moulds previously served as Chief Operating Officer of Barclays PLC and in several roles at Bank of America Corporation.

The Board determined that Mr. Moulds is 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 other applicable laws, rules, and regulations. There are no family relationships between Mr. Moulds and any officer or other director of Citigroup or any related party transactions involving Mr. Moulds and Citigroup. There is no arrangement or understanding between Mr. Moulds and any other person pursuant to which he was selected as a director.

Mr. Moulds 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 18, 2025.

A copy of Citigroup's press release relating to the election of Mr. Moulds 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 June 16, 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: June 18, 2025

By: /s/ Brent J. McIntosh

Brent J. McIntosh

Chief Legal Officer & Corporate Secretary

FOR IMMEDIATE RELEASE
Citigroup Inc. (NYSE: C)
June 16, 2025

**Citi Board Elects Jonathan Moulds to
Board of Directors**

New York, NY – Citi’s Board of Directors today announced that it has elected Jonathan Moulds as a new independent director, with service commencing immediately.

Citi Chair John C. Dugan said, “Citi will benefit greatly from Jonathan’s widely recognized track record for driving change across large organizations and the strong focus he puts on efficiency, regulatory compliance, and innovation. He holds a deep understanding of the opportunities and risks associated with global markets and has a strong working knowledge of our firm given his role as Chair of our International Broker Dealer, Citigroup Global Markets Limited (CGML). His highly relevant experience working within Citi and across the US, UK and Asia will further strengthen the expertise and global perspective of our Board. We’re pleased to warmly welcome Jonathan to Citi’s Board of Directors.”

Jonathan Moulds

Jonathan has extensive experience in financial services, having worked in the UK, US and Asia during his 25+year executive career.

He spent the majority of his career at Bank of America where he became head of Bank of America’s International businesses and subsequently European President of Bank of America Merrill Lynch, and the CEO of Merrill Lynch International following the merger of the two companies. Jonathan subsequently served as Chief Operating Officer of Barclays, where he oversaw the technology, risk and cost transformation initiatives to help improve the bank’s operational efficiency.

Jonathan has taken on a number of non-executive roles including as Senior Independent Director and Chair of the Risk Committee at IG Group, the listed global leveraged trading platform, Chair of Citi’s International Broker Dealer, CGML and Chair of the Financial Markets Standards Board (FMSB) the industry-led, global standards body for wholesale financial markets.

Jonathan has served on key industry associations, including the International Swaps and Derivatives Association as Chair, Association for Financial Markets in Europe as director, the Global Financial Markets Association as director and as a member of the Capital Markets

Senior Practitioners of the UK Financial Services Authority. He was the founding co-chair of OTCDerivNet, which promotes the development of a secure post-trade environment for the OTC derivative industry.

He has a first-class honors degree in Mathematics from the University of Cambridge and was awarded a CBE in the 2014 Honors List for services to philanthropy.

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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

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Sarah Lamothe (347) 268-0698

Investor Contact

Jennifer Landis (212) 816-2264

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