

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES ACT OF 1933
Release No. 9896 / August 19, 2015

ADMINISTRATIVE PROCEEDING
File No. 3-16764

In the Matter of

CITIGROUP INC.

ORDER UNDER RULE 405 OF THE
SECURITIES ACT OF 1933, GRANTING A
WAIVER FROM BEING AN INELIGIBLE
ISSUER

Citigroup Inc. (“Company”) has submitted a letter, dated July 21, 2015, constituting an application for relief from the Company being considered an “ineligible issuer” under Clause (1)(vi) of the definition of ineligible issuer in Rule 405 of the Securities Act of 1933 (“Securities Act”). The Company requests relief from being considered an “ineligible issuer” under Rule 405, due to the entry on August 19, 2015, of an order instituting administrative and cease-and-desist proceedings against Citigroup Global Markets Inc. (“CGMI”) (the “Cease-and-Desist Order”). The Cease-and-Desist Order requires, among other things, CGMI to cease and desist from committing or causing any violations and any future violations of Section 206(4) of the Advisers Act of 1940 (“Advisers Act”) and Rule 206(4)-7 thereunder.

Under Clause (1)(vi) of the definition of ineligible issuer in Rule 405 of the Securities Act, an issuer becomes an ineligible issuer and thus unable to avail itself of well-known seasoned issuer status, if “Within the past three years (but in the case of a decree or order agreed to in a settlement, not before December 1, 2005), the issuer or any entity that at the time was a subsidiary of the issuer was made the subject of any judicial or administrative decree or order arising out of a governmental action that: (A) Prohibits certain conduct or activities regarding, including future violations of, the anti-fraud provisions of the federal securities laws....” Under Clause (2) of the definition of ineligible issuer in Rule 405 of the Securities Act, an issuer shall not be an ineligible issuer if the Commission determines, upon a showing of good cause, that it is not necessary under the circumstances that the issuer be considered an ineligible issuer.

Based on the facts and representations in the Company’s July 21, 2015 request, and assuming CGMI complies with the terms of the Cease-and-Desist Order, the Commission has determined that the Company has made a showing of good cause under Clause (2) of the definition of ineligible issuer in Rule 405 of the Securities Act and that the Company should not be considered an ineligible issuer by reason of the entry of the Cease-and-Desist Order. Accordingly, the relief requested in the Waiver Letter regarding the Company being an ineligible issuer under Rule 405 by

reason of the entry of the Cease-and-Desist Order is granted, on the condition that that CGMI fully complies with the terms of the Cease-and-Desist Order. Any different facts from those represented or failure to comply with the terms of the Cease-and-Desist Order would require us to revisit our determination that good cause has been shown and could constitute grounds to revoke or further condition the waiver. The Commission reserves the right, in its sole discretion, to revoke or further condition the waiver under those circumstances.

Accordingly, IT IS ORDERED, pursuant to Clause (2) of the definition of ineligible issuer in Rule 405 of the Securities Act, that a waiver from the Company being an ineligible issuer under Rule 405 of the Securities Act is hereby granted.

By the Commission.

Brent J. Fields
Secretary