

CITIGROUP INC
Form 8-K
May 17, 2018

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) May 17, 2018

Citigroup Inc.

(Exact name of registrant as specified in its charter)

Delaware 1-9924 52-1568099

**(State or other jurisdiction (Commission (IRS Employer
of incorporation) File Number) Identification No.)**

388 Greenwich Street

New York, New York 10013

(Address of principal executive offices) (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))

CITIGROUP INC.
Current Report on Form 8-K

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit No. Description

- | | |
|-------------|--------------------------------------------------------------------------------------------------------------------------------------------------|
| <u>5.1</u> | <u>Opinion of Davis Polk & Wardwell LLP, as special products counsel to Citigroup Inc.</u> |
| <u>5.2</u> | <u>Opinion of Davis Polk & Wardwell LLP, as special products counsel to Citigroup Global Markets Holdings Inc.</u> |
| <u>23.1</u> | <u>Consent of Davis Polk & Wardwell LLP, as special products counsel to Citigroup Inc. (included in Exhibit 5.1)</u> |
| <u>23.2</u> | <u>Consent of Davis Polk & Wardwell, as tax counsel to Citigroup Inc.</u> |
| <u>23.3</u> | <u>Consent of Davis Polk & Wardwell LLP, as special products counsel to Citigroup Global Markets Holdings Inc. (included in Exhibit 5.2)</u> |
| <u>23.4</u> | <u>Consent of Davis Polk & Wardwell, as tax counsel to Citigroup Global Markets Holdings Inc.</u> |

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.

Dated: May 17, 2018

CITIGROUP
INC.

By: /s/ Barbara
Politi
Barbara
Politi
Assistant
Secretary