

CITIGROUP INC
Form 424B2
October 25, 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 OCTOBER 24, 2018

November-----, 2018

Medium-Term Senior Notes, Series N

Citigroup Global Markets Holdings Inc.

Pricing Supplement No. 2018-USNCH1595

Filed Pursuant to Rule 424(b)(2)

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

Buffered Digital Securities Linked to the Dow Jones Industrial Average™ Due December 2, 2021

The securities offered by this pricing supplement are unsecured 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 or less than the stated principal amount, depending on the performance of the underlying specified below from the initial underlying value to the final underlying value.

The securities offer modified exposure to the performance of the underlying, with (i) a digital (fixed) return at maturity so long as the final underlying value is greater than or equal to the buffer value specified below and (ii) a limited buffer against any depreciation of the underlying as described below. In exchange for these features, investors in the securities must be willing to forgo participation in any appreciation of the underlying in excess of the digital return amount and any dividends with respect to the underlying. In addition, investors in the securities must be willing to accept downside exposure to any depreciation of the underlying in excess of the buffer amount if the final underlying value is less than the buffer value. **If the final underlying value is less than the buffer value, you will lose 1% of the stated principal amount of your securities for every 1% by which the depreciation from the initial underlying value to the final underlying value exceeds the buffer amount.**

In order to obtain the modified exposure to the underlying that the securities provide, investors 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:

Dow Jones Industrial Average™

Stated principal amount:

\$1,000 per security

Pricing date:

November 27, 2018

Issue date:

November 30, 2018

Valuation date:

November 29, 2021, subject to postponement if such date is not a scheduled trading day or certain market disruption events occur

Maturity date:

December 2, 2021

For each \$1,000 stated principal amount security you hold at maturity, you will receive:

If the final underlying value is **greater than or equal to** the buffer value:

\$1,000 + the digital return amount

If the final underlying value is **less than** the buffer value:

Payment at maturity:

\$1,000 + [\$1,000 × (the underlying return + the buffer amount)]

If the final underlying value is less than the buffer value, your payment at maturity will be less, and possibly significantly less, than the \$1,000 stated principal amount 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.

Initial underlying value:

, the closing value of the underlying on the pricing date

Final underlying value:

The closing value of the underlying on the valuation date

Digital return amount:

\$160 to \$170 per security (representing a digital return equal to 16% to 17% of the stated principal amount) (to be determined on the pricing date). You will receive the digital return amount only if the final underlying value is greater than or equal to the buffer value.

Underlying return:

(i) The final underlying value *minus* the initial underlying value, *divided by* (ii) the initial underlying value

Buffer value:

, 85% of the initial underlying value

Buffer amount:

15%

Listing:

The securities will not be listed on any securities exchange

CUSIP / ISIN:	17326YJK3 / US17326YJK38		
Underwriter:	Citigroup Global Markets Inc. (“CGMI”), an affiliate of the issuer, acting as principal		
Underwriting fee and issue price:	Issue price⁽¹⁾⁽²⁾	Underwriting fee⁽³⁾	Proceeds to issuer⁽⁴⁾
Per security:	\$1,000	\$30	\$970
Total:	\$	\$	\$

(1) Citigroup Global Markets Holdings Inc. currently expects that the estimated value of the securities on the pricing date will be at least \$925.50 per security, which will be less than the issue price. The estimated value of the securities is based on CGMI’s 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) The issue price for investors purchasing the securities in fee-based advisory accounts will be \$970 per security, assuming no custodial fee is charged by a selected dealer, and up to \$975 per security, assuming the maximum custodial fee is charged by a selected dealer. See “Supplemental Plan of Distribution” in this pricing supplement.

(3) CGMI will receive an underwriting fee of up to \$30 for each security sold in this offering. The total underwriting fee and proceeds to issuer in the table above give effect to the actual total underwriting fee. 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.

(4) The per security proceeds to issuer indicated above represent the minimum per security proceeds to issuer for any security, assuming the maximum per security underwriting fee. As noted above, the underwriting fee is variable.

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 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 are 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, which can be accessed via the hyperlinks below:

[Product Supplement No. EA-02-07 dated June 15, 2018](#) **[Underlying Supplement No. 7 dated July 16, 2018](#)**

[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.

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Additional Information

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, the accompanying product supplement contains important information about how the closing value of the underlying will be determined and about adjustments that may be made to the terms of the securities upon the occurrence of market disruption events and other specified events with respect to the underlying. The accompanying underlying supplement contains information about the underlying that is 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 in deciding whether to invest in the securities. Certain terms used but not defined in this pricing supplement are defined in the accompanying product supplement.

Payout Diagram

The diagram below illustrates your payment at maturity for a range of hypothetical underlying returns. The diagram assumes that the digital return amount will be set at the lowest value indicated on the cover page of this pricing supplement. The actual digital return amount will be determined on the pricing date.

Investors in the securities will not receive any dividends with respect to the underlying. The diagram and examples below do not show any effect of lost dividend yield over the term of the securities. See “Summary Risk Factors—You will not receive dividends or have any other rights with respect to the underlying” below.

Payout Diagram

n The Securities n The Underlying

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Hypothetical Examples

The table below indicates what your payment at maturity and total return on the securities would be for various hypothetical underlying returns. Your actual payment at maturity and total return on the securities will depend on the actual final underlying value.

Hypothetical Underlying Return	Hypothetical Payment at Maturity per Security	Hypothetical Total Return on Securities at Maturity⁽¹⁾
100.00%	\$1,160.00	16.00%
75.00%	\$1,160.00	16.00%
50.00%	\$1,160.00	16.00%
25.00%	\$1,160.00	16.00%
10.00%	\$1,160.00	16.00%
5.00%	\$1,160.00	16.00%
0.00%	\$1,160.00	16.00%
-10.00%	\$1,160.00	16.00%
-15.00%	\$1,160.00	16.00%
-15.01%	\$999.90	-0.01%
-25.00%	\$900.00	-10.00%
-50.00%	\$650.00	-35.00%
-75.00%	\$400.00	-60.00%
-100.00%	\$150.00	-85.00%

⁽¹⁾ Hypothetical total return on securities at maturity = (i) hypothetical payment at maturity per security *minus* \$1,000 stated principal amount per security, *divided by* (ii) \$1,000 stated principal amount per security

The examples below illustrate how to determine the payment at maturity on the securities, assuming the various hypothetical final underlying values indicated below. The examples are solely for illustrative purposes, do not show all possible outcomes and are not a prediction of what the actual payment at maturity on the securities will be. The actual payment at maturity will depend on the actual final underlying value.

The examples below are based on a hypothetical initial underlying value of 100 and do not reflect the actual initial underlying value. For the actual initial underlying value, see the cover page of this pricing supplement. We have used

this hypothetical value, rather than the actual value, to simplify the calculations and aid understanding of how the securities work. However, you should understand that the actual payment at maturity on the securities will be calculated based on the actual initial underlying value, and not the hypothetical value indicated below. The examples assume that the digital return amount will be set at the lowest value indicated on the cover page of this pricing supplement. The actual digital return amount will be determined on the pricing date.

Example 1—Upside Scenario A. The final underlying value is 105 (an approximately 5% increase from the initial underlying value), which is **greater than** the buffer value.

Payment at maturity per security = \$1,000 + the digital return amount

= \$1,000 + \$160

= \$1,160

Because the final underlying value is greater than the buffer value, your payment at maturity per security in this scenario would be equal to the \$1,000 stated principal amount *plus* the digital return amount.

Example 2—Upside Scenario B. The final underlying value is 150 (an approximately 50% increase from the initial underlying value), which is **greater than** the buffer value.

Payment at maturity per security = \$1,000 + the digital return amount

= \$1,000 + \$160

= \$1,160

Because the final underlying value is greater than the buffer value, your payment at maturity in this scenario would be equal to the \$1,000 stated principal amount *plus* the digital return amount. In this scenario, an investment in the securities would underperform a hypothetical alternative investment providing 1-to-1 exposure to the appreciation of the underlying.

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Example 3—Downside Scenario. The final underlying value is 30 (an approximately 70% decrease from the initial underlying value), which is **less than** the buffer value.

Payment at maturity per security = \$1,000 + [\$1,000 × (the underlying return + the buffer amount)]

= \$1,000 + [\$1,000 × (-70% + 15%)]

= \$1,000 + [\$1,000 × -55%]

= \$1,000 + -\$550

= \$450

Because the final underlying value is less than the buffer value, your payment at maturity in this scenario would reflect 1-to-1 exposure to the negative performance of the underlying beyond the buffer amount.

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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 the underlying. 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-7 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 a significant portion 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 underlying. If the final underlying value is less than the buffer value, you will lose 1% of the stated principal amount of the securities for every 1% by which the depreciation from the initial underlying value to the final underlying value exceeds the buffer amount.

Your potential return on the securities is limited. Your potential total return on the securities at maturity is limited to the digital return amount at maturity, even if the underlying appreciates by significantly more than the digital return amount. If the underlying appreciates by more than the digital return amount at maturity, the securities will underperform an alternative investment providing 1-to-1 exposure to the performance of the underlying. When lost dividends are taken into account, the securities may underperform an alternative investment providing 1-to-1 exposure to the performance of the underlying even if the underlying appreciates by less than the digital return amount at maturity.

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.

You will not receive dividends or have any other rights with respect to the underlying. You will not receive any dividends with respect to the underlying. This lost dividend yield may be significant over the term of the securities.

The payment scenarios described in this pricing supplement do not show any effect of such lost dividend yield over the term of the securities. In addition, you will not have voting rights or any other rights with respect to the underlying or the stocks included in the underlying.

The payment at maturity depends on the closing value of the underlying on a single day. Because your payment at maturity depends on the closing value of the underlying solely on the valuation date, you are subject to the risk that the closing value of the underlying 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 or in another instrument linked to the underlying 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 closing values of the underlying, 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, is 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) any selling concessions or other fees 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

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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 the closing value of the underlying, the dividend yield on the underlying 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 is payable on the securities.

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 closing value of the underlying, the volatility of the closing value of the underlying, the dividend yield on the underlying, interest rates generally, the time remaining to maturity and our and Citigroup Inc.'s creditworthiness, as reflected in our secondary market rate, among other factors described under "Risk Factors Relating to the Securities—Risk Factors Relating to All Securities—The value of your securities prior to maturity will fluctuate based on many unpredictable factors" in the accompanying product supplement. Changes in the closing value of the underlying 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.

Our offering of the securities is not a recommendation of the underlying. The fact that we are offering the securities does not mean that we believe that investing in an instrument linked to the underlying 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 underlying or in instruments related to the underlying, and may publish research or express opinions, that in each case are inconsistent with an investment linked to the underlying. These and other activities of our affiliates may affect the closing value of the underlying in a way that negatively affects the value of and your return on the securities.

The closing value of the underlying 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 in the underlying or in financial instruments related to the underlying and may adjust such positions during the term of the securities. Our affiliates also take positions in the underlying or in financial instruments related to the underlying on a regular basis

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(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 closing value of the underlying in a way that negatively affects the value of and your return on 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 engage in business activities with a wide range of companies. These activities include extending loans, making and facilitating investments, underwriting securities offerings and providing advisory services. These activities could involve or affect the underlying in a way that negatively affects the value of and your return on the securities. They could also result in substantial returns for us or our affiliates while the value of the securities declines. In addition, in the course of this business, we or our affiliates may acquire non-public information, which will not be disclosed to you.

The calculation agent, which is an affiliate of ours, will make important determinations with respect to the securities. If certain events occur during the term of the securities, such as market disruption events and other events with respect to the underlying, CGMI, as calculation agent, will be required to make discretionary judgments that could significantly affect your return on the securities. 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. See "Risks Relating to the Securities—Risks Relating to All Securities—The calculation agent, which is an affiliate of ours, will make important determinations with respect to the securities" in the accompanying product supplement.

Changes that affect the underlying may affect the value of your securities. The sponsor of the underlying may at any time make methodological changes or other changes in the manner in which it operates that could affect the value of the underlying. We are not affiliated with the underlying sponsor and, accordingly, we have no control over any changes such sponsor may make. Such changes could adversely affect the performance of the underlying and the value of and your return on 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. As described below under "United States Federal Tax Considerations," 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.

In addition, 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 prior to January 1, 2021 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.

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Information About the Dow Jones Industrial Average™

The Dow Jones Industrial Average™ is a price-weighted index rather than a market capitalization-weighted index. The Dow Jones Industrial Average™ consists of 30 common stocks chosen as representative of the broad market of U.S. industry. It is calculated and maintained by S&P Dow Jones Indices LLC.

Please refer to the section “Equity Index Descriptions—The Dow Jones Industrial Average™” in the accompanying underlying supplement for additional information.

We have derived all information regarding the Dow Jones Industrial Average™ from publicly available information and have not independently verified any information regarding the Dow Jones Industrial Average™. This pricing supplement relates only to the securities and not to the Dow Jones Industrial Average™. We make no representation as to the performance of the Dow Jones Industrial Average™ over the term of the securities.

The securities represent obligations of Citigroup Global Markets Holdings Inc. (guaranteed by Citigroup Inc.) only. The sponsor of the Dow Jones Industrial Average™ is not involved in any way in this offering and has no obligation relating to the securities or to holders of the securities.

Historical Information

The closing value of the Dow Jones Industrial Average™ on October 22, 2018 was 25,317.41.

The graph below shows the closing value of the Dow Jones Industrial Average™ for each day such value was available from January 2, 2008 to October 22, 2018. We obtained the closing values from Bloomberg L.P., without independent verification. You should not take historical closing values as an indication of future performance.

Dow Jones Industrial Average™ – Historical Closing Values January 2, 2008 to October 22, 2018

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United States Federal Tax Considerations

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 “Summary Risk Factors” in this pricing supplement.

In the opinion of our counsel, Davis Polk & Wardwell LLP, which is based on current market conditions, a security should be treated as a prepaid forward contract for U.S. federal income tax purposes. By purchasing a security, you agree (in the absence of an administrative determination or judicial ruling to the contrary) to this treatment. There is uncertainty regarding this treatment, and the IRS or a court might not agree with it.

Assuming this treatment of the securities is respected and subject to the discussion in “United States Federal Tax Considerations” in the accompanying product supplement, the following U.S. federal income tax consequences should result under current law:

You should not recognize taxable income over the term of the securities prior to maturity, other than pursuant to a sale or exchange.

Upon a sale or exchange of a security (including retirement at maturity), you should recognize capital gain or loss equal to the difference between the amount realized and your tax basis in the security. Such gain or loss should be long-term capital gain or loss if you held the security for more than one year.

Subject to the discussions below under “Possible Withholding Under Section 871(m) of the Code” and in “United States Federal Tax Considerations” in the accompanying product supplement, if you are a Non-U.S. Holder (as defined in the accompanying product supplement) of the securities, you generally should not be subject to U.S. federal withholding or income tax in respect of any amount paid to you with respect to the securities, provided that (i) income in respect of the securities is not effectively connected with your conduct of a trade or business in the United States, and (ii) you comply with the applicable certification requirements.

In 2007, the U.S. Treasury Department and the IRS released a notice requesting comments on the U.S. federal income tax treatment of “prepaid forward contracts” and similar instruments. The notice focuses in particular on whether to require holders of these instruments to accrue income over the term of their investment. It also asks for comments on a number of related topics, including the character of income or loss with respect to these instruments; whether short-term instruments should be subject to any such accrual regime; the relevance of factors such as the exchange-traded status of the instruments and the nature of the underlying property to which the instruments are linked; the degree, if any, to which income (including any mandated accruals) realized by non-U.S. investors should

be subject to withholding tax; and whether these instruments are or should be subject to the “constructive ownership” regime, which very generally can operate to recharacterize certain long-term capital gain as ordinary income and impose an interest charge. While the notice requests comments on appropriate transition rules and effective dates, 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.

Possible Withholding Under Section 871(m) of the Code. As discussed under “United States Federal Tax Considerations—Tax Consequences to Non-U.S. Holders” in the accompanying product supplement, Section 871(m) of the Code and Treasury regulations promulgated thereunder (“Section 871(m)”) generally impose a 30% withholding tax on dividend equivalents paid or deemed paid to Non-U.S. Holders with respect to certain financial instruments linked to U.S. equities (“U.S. Underlying Equities”) or indices that include U.S. Underlying Equities. Section 871(m) generally applies to instruments that substantially replicate the economic performance of one or more U.S. Underlying Equities, as determined based on tests set forth in the applicable Treasury regulations (a “Specified Security”). However, the regulations, as modified by an IRS notice, exempt financial instruments issued prior to January 1, 2021 that do not have a “delta” of one. Based on the terms of the securities and representations provided by us, our counsel is of the opinion that the securities should not be treated as transactions that have a “delta” of one within the meaning of the regulations with respect to any U.S. Underlying Equity and, therefore, should not be Specified Securities subject to withholding tax under Section 871(m).

A determination that the securities are not subject to Section 871(m) is not binding on the IRS, and the IRS may disagree with this treatment. Moreover, Section 871(m) is complex and its application may depend on your particular circumstances. For example, if you enter into other transactions relating to a U.S. Underlying Equity, you could be subject to withholding tax or income tax liability under Section 871(m) even if the securities are not Specified Securities subject to Section 871(m) as a general matter. You should consult your tax adviser regarding the potential application of Section 871(m) to the securities.

This information is indicative and will be updated in the final pricing supplement or may otherwise be updated by us in writing from time to time. Non-U.S. Holders should be warned that Section 871(m) may apply to the securities based on circumstances as of the pricing date for the securities and, therefore, it is possible that the securities will be subject to withholding tax under Section 871(m).

If withholding tax applies to the securities, we will not be required to pay any additional amounts with respect to amounts withheld.

You should read the section entitled “United States Federal Tax Considerations” in the accompanying product supplement. The preceding discussion, when read in combination with that section, constitutes the full opinion of Davis Polk & Wardwell LLP regarding the material U.S. federal tax consequences of owning and disposing of the securities.

You should also consult your tax adviser regarding all aspects of the U.S. federal income and estate tax consequences of an investment in the securities and any tax consequences arising under the laws of any state, local or non-U.S. taxing jurisdiction.

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Citigroup Global Markets Holdings Inc.

Supplemental Plan of Distribution

CGMI, an affiliate of Citigroup Global Markets Holdings Inc. and the underwriter of the sale of the securities, is acting as principal and will receive an underwriting fee of up to \$30 for each security sold in this offering. The actual underwriting fee will be equal to the selling concession provided to selected dealers, as described in this paragraph. From this underwriting fee, CGMI will pay selected dealers not affiliated with CGMI a variable selling concession of up to \$30 for each security they sell to accounts other than fee-based advisory accounts. CGMI will pay selected dealers not affiliated with CGMI, which may include dealers acting as custodians, a variable selling concession of up to \$5 for each security they sell to fee-based advisory accounts.

See “Plan of Distribution; Conflicts of Interest” in the accompanying product supplement and “Plan of Distribution” in each of the accompanying prospectus supplement and prospectus for additional information.

Valuation of the Securities

CGMI calculated the estimated value of the securities set forth on the cover page of this pricing supplement based on proprietary pricing models. CGMI’s proprietary pricing models generated an estimated value for the securities by estimating the value of a hypothetical package of financial instruments that would replicate the payout on the securities, which consists of a fixed-income bond (the “bond component”) and one or more derivative instruments underlying the economic terms of the securities (the “derivative component”). CGMI calculated the estimated value of the bond component using a discount rate based on our internal funding rate. CGMI calculated the estimated value of the derivative component based on a proprietary derivative-pricing model, which generated a theoretical price for the instruments that constitute the derivative component based on various inputs, including the factors described under “Summary Risk Factors—The value of the securities prior to maturity will fluctuate based on many unpredictable factors” in this pricing supplement, but not including our or Citigroup Inc.’s creditworthiness. These inputs may be market-observable or may be based on assumptions made by CGMI in its discretionary judgment.

The estimated value of the securities is a function of the terms of the securities and the inputs to CGMI’s proprietary pricing models. As of the date of this preliminary pricing supplement, it is uncertain what the estimated value of the securities will be on the pricing date because certain terms of the securities have not yet been fixed and because it is uncertain what the values of the inputs to CGMI’s proprietary pricing models will be on the pricing date.

For a period of approximately three months following issuance of the securities, the price, if any, at which CGMI would be willing to buy the securities from investors, and the value that will be indicated for the securities on any brokerage account statements prepared by CGMI or its affiliates (which value CGMI may also publish through one or

more financial information vendors), will reflect a temporary upward adjustment from the price or value that would otherwise be determined. This temporary upward adjustment represents a portion of the hedging profit expected to be realized by CGMI or its affiliates over the term of the securities. The amount of this temporary upward adjustment will decline to zero on a straight-line basis over the three-month temporary adjustment period. However, CGMI is not obligated to buy the securities from investors at any time. See “Summary Risk Factors—The securities will not be listed on any securities exchange and you may not be able to sell them prior to maturity.”

Certain Selling Restrictions

Hong Kong Special Administrative Region

The contents of this pricing supplement and the accompanying product supplement, underlying supplement, prospectus supplement and prospectus have not been reviewed by any regulatory authority in the Hong Kong Special Administrative Region of the People’s Republic of China (“Hong Kong”). Investors are advised to exercise caution in relation to the offer. If investors are in any doubt about any of the contents of this pricing supplement and the accompanying product supplement, underlying supplement, prospectus supplement and prospectus, they should obtain independent professional advice.

The securities have not been offered or sold and will not be offered or sold in Hong Kong by means of any document, other than

- (i) to persons whose ordinary business is to buy or sell shares or debentures (whether as principal or agent); or
- (ii) to “professional investors” as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong (the “Securities and Futures Ordinance”) and any rules made under that Ordinance; or

in other circumstances which do not result in the document being a “prospectus” as defined in the Companies (iii) Ordinance (Cap. 32) of Hong Kong or which do not constitute an offer to the public within the meaning of that Ordinance; and

There is no advertisement, invitation or document relating to the securities which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to securities which are or are intended to be disposed of only to persons outside Hong Kong or only to “professional investors” as defined in the Securities and Futures Ordinance and any rules made under that Ordinance.

Non-insured Product: These securities are not insured by any governmental agency. These securities are not bank deposits and are not covered by the Hong Kong Deposit Protection Scheme.

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Citigroup Global Markets Holdings Inc.

Singapore

This pricing supplement and the accompanying product supplement, underlying supplement, prospectus supplement and prospectus have not been registered as a prospectus with the Monetary Authority of Singapore, and the securities will be offered pursuant to exemptions under the Securities and Futures Act, Chapter 289 of Singapore (the "Securities and Futures Act"). Accordingly, the securities may not be offered or sold or made the subject of an invitation for subscription or purchase nor may this pricing supplement or any other document or material in connection with the offer or sale or invitation for subscription or purchase of any securities be circulated or distributed, whether directly or indirectly, to any person in Singapore other than (a) to an institutional investor pursuant to Section 274 of the Securities and Futures Act, (b) to a relevant person under Section 275(1) of the Securities and Futures Act or to any person pursuant to Section 275(1A) of the Securities and Futures Act and in accordance with the conditions specified in Section 275 of the Securities and Futures Act, or (c) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the Securities and Futures Act. Where the securities are subscribed or purchased under Section 275 of the Securities and Futures Act by a relevant person which is:

a corporation (which is not an accredited investor (as defined in Section 4A of the Securities and Futures Act)) the (a) sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or

a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary is an individual who is an accredited investor, securities (as defined in Section 239(1) of the Securities and Futures Act) of that corporation or the beneficiaries' rights and interests (howsoever described) in that trust shall not be transferable for 6 months after that corporation or that trust has acquired the relevant securities pursuant to an offer under Section 275 of the Securities and Futures Act except:

to an institutional investor or to a relevant person defined in Section 275(2) of the Securities and Futures Act or to (i) any person arising from an offer referred to in Section 275(1A) or Section 276(4)(i)(B) of the Securities and Futures Act; or

(ii) where no consideration is or will be given for the transfer; or

(iii) where the transfer is by operation of law; or

(iv) pursuant to Section 276(7) of the Securities and Futures Act; or

(v) as specified in Regulation 32 of the Securities and Futures (Offers of Investments) (Shares and Debentures) Regulations 2005 of Singapore.

Any securities referred to herein may not be registered with any regulator, regulatory body or similar organization or institution in any jurisdiction.

The securities are Specified Investment Products (as defined in the Notice on Recommendations on Investment Products and Notice on the Sale of Investment Product issued by the Monetary Authority of Singapore on 28 July 2011) that is neither listed nor quoted on a securities market or a futures market.

Non-insured Product: These securities are not insured by any governmental agency. These securities are not bank deposits. These securities are not insured products subject to the provisions of the Deposit Insurance and Policy Owners' Protection Schemes Act 2011 of Singapore and are not eligible for deposit insurance coverage under the Deposit Insurance Scheme.

Contact

Clients may contact their local brokerage representative. Third-party distributors may contact Citi Structured Investment Sales at (212) 723-7005.

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92,509

152,943

Securities—available for sale at fair value, amortized cost of
\$204,321 and \$214,105, respectively

212,086

219,476

Loans held for sale, at fair value

61,573

44,000

Loans, net of allowance for loan losses of \$36,734 and \$35,569, respectively

924,450

865,892

Restricted stocks, at cost

3,403

3,345

Corporate premises and equipment, net

36,283

36,533

Other real estate owned, net of valuation allowance of \$97 and \$56, respectively

579

942

Accrued interest receivable

7,000

6,829

Goodwill

14,425

14,425

Core deposit intangible, net

1,219

1,618

Bank-owned life insurance

14,814

14,988

Other assets

45,887

44,085

Total assets

\$

1,414,228

\$

1,405,076

Liabilities

Deposits

Noninterest-bearing demand deposits

\$

218,271

\$

197,909

Savings and interest-bearing demand deposits

525,614

535,992

Time deposits

334,574

339,732

Total deposits

1,078,459

1,073,633

Short-term borrowings

12,868

12,093

Long-term borrowings

133,029

140,029

Trust preferred capital notes

25,157

25,139

Accrued interest payable

711

698

Other liabilities

26,285

22,425

Total liabilities

1,276,509

1,274,017

Commitments and contingent liabilities

Shareholders' Equity

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Common stock (\$1.00 par value, 8,000,000 shares authorized, 3,452,342 and 3,437,787 shares issued and outstanding, respectively, includes 143,015 and 137,200 of unvested shares, respectively)

3,309

3,301

Additional paid-in capital

10,959

10,420

Retained earnings

121,125

116,167

Accumulated other comprehensive income, net

2,326

1,171

Total shareholders' equity

137,719

131,059

Total liabilities and shareholders' equity

\$

1,414,228

\$

1,405,076

* Derived from audited consolidated financial statements.

The accompanying notes are an integral part of the consolidated financial statements.

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CONSOLIDATED STATEMENTS OF INCOME

(Unaudited)

(In thousands, except for share and per share amounts)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Interest income				
Interest and fees on loans	\$ 20,636	\$ 19,603	\$ 40,842	\$ 38,621
Interest on interest-bearing deposits and federal funds sold	143	86	320	186
Interest and dividends on securities				
U.S. government agencies and corporations	85	118	186	246
Mortgage-backed securities	312	299	646	599
Tax-exempt obligations of states and political subdivisions	954	1,047	1,935	2,126
Taxable obligations of states and political subdivisions	45	50	91	92
Corporate bonds and other	128	147	248	283
Total interest income	22,303	21,350	44,268	42,153
Interest expense				
Savings and interest-bearing deposits	267	274	559	549
Time deposits	802	790	1,611	1,471
Borrowings	861	817	1,739	1,603
Trust preferred capital notes	288	295	571	584
Total interest expense	2,218	2,176	4,480	4,207
Net interest income	20,085	19,174	39,788	37,946
Provision for loan losses	3,600	2,155	8,200	5,670
Net interest income after provision for loan losses	16,485	17,019	31,588	32,276
Noninterest income				
Gains on sales of loans	2,552	2,002	4,282	3,647
Service charges on deposit accounts	1,041	1,076	2,004	2,091
Other service charges and fees	2,363	1,759	4,047	3,200
Net gains on calls and sales of available for sale securities	44	2	45	3
Investment services income	315	328	591	705
Other	1,408	348	1,917	970
Total noninterest income	7,723	5,515	12,886	10,616
Noninterest expenses				
Salaries and employee benefits	10,522	9,938	20,693	20,102
Occupancy	2,365	2,220	4,699	4,380

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Other	4,760	4,496	9,345	8,922
Total noninterest expenses	17,647	16,654	34,737	33,404
Income before income taxes	6,561	5,880	9,737	9,488
Income tax expense	1,818	1,779	2,570	2,742
Net income	\$ 4,743	\$ 4,101	\$ 7,167	\$ 6,746
Net income per share - basic	\$ 1.37	\$ 1.21	\$ 2.08	\$ 1.98
Net income per share - assuming dilution	\$ 1.37	\$ 1.21	\$ 2.08	\$ 1.98
Weighted average number of shares outstanding - basic	3,451,746	3,394,236	3,450,188	3,404,204
Weighted average number of shares outstanding - assuming dilution	3,453,136	3,394,291	3,451,438	3,404,415

The accompanying notes are an integral part of the consolidated financial statements.

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CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Unaudited)

(In thousands)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Net income	\$ 4,743	\$ 4,101	\$ 7,167	\$ 6,746
Other comprehensive income (loss):				
Changes in defined benefit plan assets and benefit obligations				
Changes in net gain (loss) arising during the period ¹	38	(29)	76	(58)
Tax effect	(13)	11	(26)	22
Amortization of prior service cost arising during the period ¹	(15)	14	(30)	28
Tax effect	5	(5)	10	(10)
Net of tax amount	15	(9)	30	(18)
Unrealized (losses) gains on cash flow hedging instruments				
Unrealized holding (losses) gains arising during the period	(134)	166	(672)	18
Tax effect	53	(59)	241	(7)
Net of tax amount	(81)	107	(431)	11
Unrealized holding gains (losses) on securities				
Unrealized holding gains (losses) arising during the period	755	(2,794)	2,439	(2,271)
Tax effect	(264)	978	(853)	795
Reclassification adjustment for gains included in net income ²	(44)	(2)	(45)	(3)
Tax effect	15	1	15	1
Net of tax amount	462	(1,817)	1,556	(1,478)
Other comprehensive income (loss)	396	(1,719)	1,155	(1,485)
Comprehensive income	\$ 5,139	\$ 2,382	\$ 8,322	\$ 5,261

¹ These items are included in the computation of net periodic benefit cost. See Note 6, Employee Benefit Plans, for additional information.

² Gains are included in "Net gains on calls and sales of available for sale securities" on the consolidated statements of income.

The accompanying notes are an integral part of the consolidated financial statements.

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CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

(Unaudited)

(In thousands, except per share amounts)

	Common Stock	Additional Paid - In Capital	Retained Earnings	Accumulated Other Comprehensive Income	Total Shareholders' Equity
Balance December 31, 2015	\$ 3,301	\$ 10,420	\$ 116,167	\$ 1,171	\$ 131,059
Comprehensive income:					
Net income	—	—	7,167	—	7,167
Other comprehensive income	—	—	—	1,155	1,155
Share-based compensation	—	615	—	—	615
Restricted stock vested	10	(10)	—	—	—
Common stock issued	2	72	—	—	74
Common stock purchased	(4)	(138)	—	—	(142)
Cash dividends declared – common stock (\$0.64 per share)	—	—	(2,209)	—	(2,209)
Balance June 30, 2016	\$ 3,309	\$ 10,959	\$ 121,125	\$ 2,326	\$ 137,719

	Common Stock	Additional Paid - In Capital	Retained Earnings	Accumulated Other Comprehensive Income	Total Shareholders' Equity
Balance December 31, 2014	\$ 3,283	\$ 9,456	\$ 107,785	\$ 3,086	\$ 123,610
Comprehensive income:					
Net income	—	—	6,746	—	6,746
Other comprehensive loss	—	—	—	(1,485)	(1,485)
Share-based compensation	—	576	—	—	576
Restricted stock vested	13	(13)	—	—	—
Common stock issued	2	65	—	—	67
Common stock purchased	(42)	(1,437)	—	—	(1,479)
Cash dividends declared – common stock (\$0.60 per share)	—	—	(2,037)	—	(2,037)
Balance June 30, 2015	\$ 3,256	\$ 8,647	\$ 112,494	\$ 1,601	\$ 125,998

The accompanying notes are an integral part of the consolidated financial statements.

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CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

(In thousands)

	Six Months Ended June 30,	
	2016	2015
Operating activities:		
Net income	\$ 7,167	\$ 6,746
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation	1,275	1,337
Provision for loan losses	8,200	5,670
Provision for indemnifications	140	139
Provision for other real estate owned losses	70	90
Share-based compensation	615	576
Net accretion of certain acquisition-related fair value adjustments	(748)	(1,300)
Accretion of discounts and amortization of premiums on securities, net	856	747
Realized gains on sales and calls of securities	(45)	(3)
Net realized gains on sales of other real estate owned	(98)	(226)
Net realized gains on sale of corporate premises and equipment	(183)	(7)
Income from bank-owned life insurance	(664)	(175)
Origination of loans held for sale	(280,047)	(277,393)
Proceeds from sales of loans held for sale	266,756	243,851
Gains on sales of loans held for sale	(4,282)	(3,647)
Change in other assets and liabilities:		
Accrued interest receivable	(171)	(233)
Other assets	(1,676)	(1,185)
Accrued interest payable	13	(33)
Other liabilities	3,048	1,030
Net cash provided by (used in) operating activities	226	(24,016)
Investing activities:		
Proceeds from maturities, calls and sales of securities available for sale	31,530	16,891
Purchases of securities available for sale	(22,381)	(16,130)
Net (redemptions) issuance of restricted stocks	(58)	97
Purchase of loan portfolio	—	(16,258)
Net increase in loans	(65,975)	(16,872)
Other real estate owned improvements	(20)	—
Proceeds from sales of other real estate owned	805	332
Purchases of corporate premises and equipment, net	(885)	(560)
Net cash used in investing activities	(56,984)	(32,500)
Financing activities:		
Net increase in demand, interest-bearing demand and savings deposits	9,984	35,455

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Net decrease in time deposits	(5,158)	(18,403)
Net (decrease) increase in borrowings	(6,225)	14,612
Issuance of common stock	74	67
Purchase of common stock	(142)	(1,479)
Cash dividends	(2,209)	(2,037)
Net cash (used in) provided by financing activities	(3,676)	28,215
Net decrease in cash and cash equivalents	(60,434)	(28,301)
Cash and cash equivalents at beginning of period	152,943	167,616
Cash and cash equivalents at end of period	\$ 92,509	\$ 139,315
Supplemental disclosure		
Interest paid	\$ 4,449	\$ 4,547
Income taxes paid	1,230	339
Supplemental disclosure of noncash investing and financing activities		
Unrealized gains (losses) on securities available for sale	\$ 2,394	\$ (2,274)
Transfers from loans to other real estate owned	394	2,308
Pension adjustment	46	(30)
Unrealized (losses) gains on cash flow hedging instruments	(672)	18

The accompanying notes are an integral part of the consolidated financial statements.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

NOTE 1: Summary of Significant Accounting Policies

Principles of Consolidation: The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP) for interim financial reporting and with applicable quarterly reporting regulations of the Securities and Exchange Commission (the SEC). They do not include all of the information and notes required by U.S. GAAP for complete financial statements. Therefore, these consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the C&F Financial Corporation Annual Report on Form 10-K for the year ended December 31, 2015.

The unaudited consolidated financial statements include the accounts of C&F Financial Corporation (the Corporation) and its wholly-owned subsidiary, Citizens and Farmers Bank (the Bank or C&F Bank). All significant intercompany accounts and transactions have been eliminated in consolidation. In addition, the Corporation owns C&F Financial Statutory Trust I, C&F Financial Statutory Trust II and Central Virginia Bankshares Statutory Trust I, all of which are unconsolidated subsidiaries. The subordinated debt owed to these trusts is reported as a liability of the Corporation.

Nature of Operations: The Corporation is a bank holding company incorporated under the laws of the Commonwealth of Virginia. The Corporation owns all of the stock of its subsidiary, C&F Bank, which is an independent commercial bank chartered under the laws of the Commonwealth of Virginia.

The Bank has five wholly-owned subsidiaries: C&F Mortgage Corporation and Subsidiary (C&F Mortgage), C&F Finance Company (C&F Finance), C&F Wealth Management Corporation (C&F Wealth Management), C&F Insurance Services, Inc. and CVB Title Services, Inc., all incorporated under the laws of the Commonwealth of Virginia. C&F Mortgage, organized in September 1995, was formed to originate and sell residential mortgages and through its subsidiary, Certified Appraisals LLC, provides ancillary mortgage loan production services for residential appraisals. C&F Finance, acquired on September 1, 2002, is a finance company providing automobile loans through indirect lending programs. C&F Wealth Management, organized in April 1995 as C&F Investment Services, Inc. and renamed in May 2015, is a full-service brokerage firm offering a comprehensive range of investment services and insurance products through an alliance with an independent broker/dealer. C&F Insurance Services, Inc., organized in July 1999, owns an equity interest in an insurance agency that sells insurance products to customers of C&F Bank, C&F Mortgage and other financial institutions that have an equity interest in the agency. CVB Title Services, Inc. was

organized for the primary purpose of owning membership interests in two insurance-related limited liability companies. Business segment data is presented in Note 8.

Basis of Presentation: The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant change in the near term relate to the determination of the allowance for loan losses, the allowance for indemnifications, impairment of loans, impairment of securities, the valuation of other real estate owned, the projected benefit obligation under the defined benefit pension plan, the valuation of deferred taxes, fair value measurements and goodwill impairment. In the opinion of management, all adjustments, consisting only of normal recurring adjustments, which are necessary for a fair presentation of the results of operations in these financial statements, have been made.

Reclassification: Certain reclassifications have been made to prior period amounts to conform to the current period presentation. None of these reclassifications are considered material.

Derivative Financial Instruments: The Corporation recognizes derivative financial instruments at fair value as either an other asset or other liability in the consolidated balance sheet. The Corporation's derivative financial instruments may include (1) the fair value of interest rate lock commitments (IRLCs) on mortgage loans that will be sold in the secondary market on a best efforts basis and the related forward commitments to sell mortgage loans, (2) the fair value of interest

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rate swaps with certain qualifying commercial loan customers and dealer counterparties and (3) interest rate swaps that qualify as cash flow hedges on the Corporation's trust preferred capital notes. Because the IRLCs, forward sales commitments and interest rate swaps with loan customers and dealer counterparties are not designated as hedging instruments, adjustments to reflect unrealized gains and losses resulting from changes in fair value of these instruments are reported as noninterest income. The effective portion of the gain or loss on the Corporation's cash flow hedges is reported as a component of other comprehensive income, net of deferred income taxes, and reclassified into earnings in the same period or period(s) during which the hedged transactions affect earnings.

Share-Based Compensation: Shared-based compensation expense for the second quarter of 2016 and the first six months of 2016 included expense, net of forfeitures, of \$310,000 (\$192,000 after tax) and \$615,000 (\$381,000 after tax) for restricted stock granted during 2011 through 2016. As of June 30, 2016, there was \$2.83 million of total unrecognized compensation expense related to unvested restricted stock that will be recognized over the remaining requisite service periods.

A summary of activity for restricted stock awards during the first six months of 2016 and 2015 is presented below:

	2016	
	Shares	Weighted-Average Grant Date Fair Value
Unvested, December 31, 2015	137,200	\$ 36.50
Granted	17,265	38.39
Vested	(10,500)	31.04
Forfeited	(950)	38.88
Unvested, June 30, 2016	143,015	\$ 37.11

	2015	
	Shares	Weighted-Average Grant Date Fair Value
Unvested, December 31, 2014	135,600	\$ 34.34
Granted	16,650	37.72
Vested	(12,600)	25.78
Forfeited	(1,275)	37.58

Unvested, June 30, 2015 138,375 \$ 35.50

Stock option activity during the six months ended June 30, 2016 and 2015 and stock options outstanding at June 30, 2016 and 2015 are summarized below:

	Shares	Exercise Price*	Remaining Contractual Life (in years)*	Intrinsic Value of Unexercised In-The Money Options (in 000's)
Options outstanding and exercisable at December 31, 2015	24,000	\$ 38.39	0.8	\$ 22
Expired	(12,000)	\$ 39.60		
Options outstanding and exercisable at June 30, 2016	12,000	\$ 37.17	0.8	\$ 91

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	Shares	Exercise Price*	Remaining Contractual Life (in years)*	Intrinsic Value of Unexercised In-The-Money Options (in 000's)
Options outstanding and exercisable at December 31, 2014	100,762	\$ 37.75	0.9	\$ —
Expired	(12,000)	\$ 35.20		
Options outstanding and exercisable at June 30, 2015	88,762	\$ 38.10	0.7	\$ —

* Weighted average

Recent Significant Accounting Pronouncements:

In January 2016, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2016-01, “Financial Instruments – Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities.” The amendments in ASU 2016-01 require, among other things, equity investments (except those accounted for under the equity method of accounting, or those that result in consolidation of the investee) to be measured at fair value with changes in fair value recognized in net income; public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes; and separate presentation of financial assets and financial liabilities by measurement category and form of financial asset (i.e., securities or loans and receivables). It also eliminates the requirement for public business entities to disclose the method(s) and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost. The amendments in this ASU are effective for public companies for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. The Corporation is currently assessing the effect that ASU 2016-01 may have on its financial statements.

In February 2016, the FASB issued ASU No. 2016-02, “Leases (Topic 842).” Among other things, in the amendments in ASU 2016-02, lessees will be required to recognize the following for all leases (with the exception of short-term leases) at the commencement date: (1) a lease liability, which is a lessee’s obligation to make lease payments arising from a lease, measured on a discounted basis; and (2) a right-of-use asset, which is an asset that represents the lessee’s right to use, or control the use of, a specified asset for the lease term. Under the new guidance, lessor accounting is largely unchanged. Certain targeted improvements were made to align, where necessary, lessor accounting with the lessee accounting model and Topic 606, Revenue from Contracts with Customers. The amendments in this ASU are effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Early application is permitted upon issuance. Lessees (for capital and operating leases) and lessors (for sales-type, direct financing, and operating leases) must apply a modified retrospective transition approach for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements. The modified retrospective approach would not require any transition accounting for leases that expired before the earliest

comparative period presented. Lessees and lessors may not apply a full retrospective transition approach. The Corporation is currently assessing the effect that ASU 2016-02 may have on its financial statements.

In March 2016, the FASB issued ASU No. 2016-05, “Derivatives and Hedging (Topic 815): Effect of Derivative Contract Novations on Existing Hedge Accounting Relationships.” The amendments in this ASU clarify that a change in the counterparty to a derivative instrument that has been designated as the hedging instrument does not, in and of itself, require dedesignation of that hedging relationship provided that all other hedge accounting criteria remain intact. The amendments are effective for public business entities for financial statements issued for fiscal years beginning after December 15, 2016, and interim periods within those fiscal years. Early adoption is permitted, including adoption in an interim period. The Corporation does not expect the adoption of ASU 2016-05 to have a material effect on its financial statements.

In March 2016, the FASB issued ASU No. 2016-09, “Compensation—Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting”, in an effort to improve the accounting for employee share-based payments. ASU 2016-09 simplifies several aspects of the accounting for share-based payment award transactions, such as accounting

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for income taxes, classification of excess tax benefits on the Statement of Cash Flows, accounting for forfeitures, minimum statutory tax withholding requirements and classification of employee taxes paid on the Statement of Cash Flows. For public business entities, the amendments in this ASU are effective for annual periods beginning after December 15, 2016, and interim periods within those annual periods. Early adoption is permitted for any organization in any interim or annual period. The Corporation is currently assessing the effect that ASU 2016-09 may have on its financial statements.

In June 2016, the FASB issued ASU No. 2016-13, “Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments”, as part of its project on financial instruments. ASU 2016-13 introduces an approach based on expected losses to estimate credit losses on certain types of financial instruments. It also modifies the impairment model for available-for-sale debt securities and provides for a simplified accounting model for purchased financial assets with credit deterioration since their origination. For public business entities that are SEC filers, the new standard is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019. Early adoption will be permitted for all organizations for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. The Corporation is currently assessing the effect that ASU 2016-13 may have on its financial statements.

Other accounting standards that have been issued by the FASB or other standards-setting bodies are not expected to have a material effect on the Corporation’s financial position, results of operations or cash flows.

NOTE 2: Securities

Debt and equity securities, all of which are classified as available for sale are summarized as follows:

June 30, 2016	Gross	Gross
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(Dollars in thousands)	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
U.S. government agencies and corporations	\$ 14,599	\$ 17	\$ (2)	\$ 14,614
Mortgage-backed securities	73,779	1,624	(2)	75,401
Obligations of states and political subdivisions	115,943	6,143	(15)	122,071
	\$ 204,321	\$ 7,784	\$ (19)	\$ 212,086

(Dollars in thousands)	December 31, 2015			Fair Value
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	
U.S. government agencies and corporations	\$ 18,759	\$ —	\$ (258)	\$ 18,501
Mortgage-backed securities	76,957	513	(443)	77,027
Obligations of states and political subdivisions	118,389	5,640	(81)	123,948
	\$ 214,105	\$ 6,153	\$ (782)	\$ 219,476

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The amortized cost and estimated fair value of securities at June 30, 2016, by the earlier of contractual maturity or expected maturity, are shown below. Expected maturities will differ from contractual maturities because borrowers may have the right to prepay obligations with or without call or prepayment penalties.

(Dollars in thousands)	June 30, 2016	
	Amortized	
	Cost	Fair Value
Due in one year or less	\$ 25,329	\$ 25,618
Due after one year through five years	138,324	143,662
Due after five years through ten years	30,478	31,660
Due after ten years	10,190	11,146
	\$ 204,321	\$ 212,086

Proceeds from the maturities, calls and sales of securities available for sale for the three and six months ended June 30, 2016 were \$19.31 million and \$31.53 million, respectively, resulting in gross realized gains of \$70,000 and \$71,000, respectively, and gross realized losses of \$26,000 for both the three and six months ended June 30, 2016. Proceeds from the maturities, calls and sales of securities available for sale for the three and six months ended June 30, 2015 were \$8.34 million and \$16.89 million, respectively, resulting in gross realized gains of \$2,000 and \$3,000, respectively.

The Corporation pledges securities to primarily secure public deposits and repurchase agreements. Securities with an aggregate amortized cost of \$86.61 million and an aggregate fair value of \$90.45 million were pledged at June 30, 2016. Securities with an aggregate amortized cost of \$91.93 million and an aggregate fair value of \$95.13 million were pledged at December 31, 2015.

Securities in an unrealized loss position at June 30, 2016, by duration of the period of the unrealized loss, are shown below.

(Dollars in thousands)	Less Than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
U.S. government agencies and corporations	\$ 2,504	\$ 2	\$ —	\$ —	\$ 2,504	\$ 2
Mortgage-backed securities	302	—	743	2	1,045	2

Obligations of states and political subdivisions	1,505	3	1,940	12	3,445	15
Total temporarily impaired securities	\$ 4,311	\$ 5	\$ 2,683	\$ 14	\$ 6,994	\$ 19

There were 15 debt securities totaling \$6.99 million considered temporarily impaired at June 30, 2016. The primary cause of the temporary impairments in the Corporation's investments in debt securities was fluctuations in interest rates. Interest rates decreased during the second quarter of 2016, primarily in the middle and long-end of the United States Treasury yield curve, thereby decreasing unrealized losses on certain of the Corporation's debt securities as compared to December 31, 2015. Prices for debt securities were higher as interest rates declined, as demand for United States Treasury bonds continued to increase primarily due to lower international yields on debt securities, global economic weakness, low inflation and a highly accommodative interest rate policy. Interest rates in the municipal bond sector, which includes the Corporation's obligations of states and political subdivisions, were also lower during the second quarter of 2016, driven by increased demand due to the same factors noted above, offset to a slight degree by an increase in the overall supply of municipal debt due to an increase in new issuance and refunding volume. At June 30, 2016, approximately 98 percent of the Corporation's obligations of states and political subdivisions, as measured by market value, were rated "A" or better by Standard & Poor's or Moody's Investors Service. Of those in a net unrealized loss position, each debt security was rated "A" or better, as measured by market value, at June 30, 2016. The Corporation considers all of its debt securities to meet regulatory credit quality standards, such that the securities have low risk of default by the obligor, and the full and timely repayment of principal and interest is expected over the expected life of the investment. Because the Corporation intends to hold these investments in debt securities to maturity and it is more likely than not that the Corporation will not be required to sell these investments before a recovery of unrealized losses, the Corporation does not consider these investments to be other-than-temporarily impaired at June 30, 2016 and no other-than-temporary impairment has been recognized.

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Securities in an unrealized loss position at December 31, 2015, by duration of the period of the unrealized loss, are shown below.

(Dollars in thousands)	Less Than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
U.S. government agencies and corporations	\$ 9,530	\$ 69	\$ 8,971	\$ 189	\$ 18,501	\$ 258
Mortgage-backed securities	27,085	397	2,252	46	29,337	443
Obligations of states and political subdivisions	5,157	32	4,666	49	9,823	81
Total temporarily impaired securities	\$ 41,772	\$ 498	\$ 15,889	\$ 284	\$ 57,661	\$ 782

The Corporation's investment in restricted stocks totaled \$3.40 million at June 30, 2016 and consisted of \$3.26 million of Federal Home Loan Bank (FHLB) stock and \$145,000 of Community Bankers Bank (CBB) stock. Restricted stocks are generally viewed as long-term investments and as restricted investment securities, which are carried at cost, because there is no market for the stock, other than the FHLBs or member institutions. Therefore, when evaluating restricted stock for impairment, their respective values are based on the ultimate recoverability of the par value rather than by recognizing temporary declines in value. The Corporation does not consider its investment in restricted stocks to be other-than-temporarily impaired at June 30, 2016 and no impairment has been recognized. Total restricted stocks is shown as a separate line item on the balance sheet and is not a part of the available-for-sale securities portfolio.

NOTE 3: Loans

Major classifications of loans are summarized as follows:

(Dollars in thousands)	June 30, 2016	December 31, 2015
Real estate – residential mortgage	\$ 186,888	\$ 186,763
Real estate – construction 1	36,680	7,759
Commercial, financial and agricultural 2	378,928	356,062
Equity lines	50,034	50,111
Consumer	9,024	9,011
Consumer finance	299,630	291,755

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	961,184	901,461
Less allowance for loan losses	(36,734)	(35,569)
Loans, net	\$ 924,450	\$ 865,892

¹ Includes the Corporation's real estate construction lending and consumer real estate lot lending.

² Includes the Corporation's commercial real estate lending, land acquisition and development lending, builder line lending and commercial business lending.

Consumer loans included \$332,000 and \$266,000 of demand deposit overdrafts at June 30, 2016 and December 31, 2015, respectively.

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The outstanding principal balance and the carrying amount of loans acquired pursuant to the Corporation's acquisition of Central Virginia Bank (CVB) on October 1, 2013 (acquired loans) that were recorded at fair value at the acquisition date and are included in the consolidated balance sheet at June 30, 2016 and December 31, 2015 were as follows:

(Dollars in thousands)	June 30, 2016			December 31, 2015		
	Acquired Loans - Purchased Credit Impaired	Acquired Loans - Purchased Performing	Acquired Loans - Total	Acquired Loans - Purchased Credit Impaired	Acquired Loans - Purchased Performing	Acquired Loans - Total
Outstanding principal balance	\$ 23,716	\$ 62,988	\$ 86,704	\$ 25,701	\$ 70,993	\$ 96,694
Carrying amount						
Real estate – residential mortgage	\$ 1,233	\$ 14,345	\$ 15,578	\$ 1,305	\$ 15,478	\$ 16,783
Commercial, financial and agricultural	10,933	32,225	43,158	12,317	37,287	49,604
Equity lines	271	12,880	13,151	286	13,969	14,255
Consumer	—	170	170	—	288	288
Total acquired loans	\$ 12,437	\$ 59,620	\$ 72,057	\$ 13,908	\$ 67,022	\$ 80,930

¹ Includes acquired loans classified by the Corporation as commercial real estate lending, land acquisition and development lending, builder line lending and commercial business lending.

Loans on nonaccrual status were as follows:

(Dollars in thousands)	June 30, 2016	December 31, 2015
Real estate – residential mortgage	\$ 1,975	\$ 2,297
Real estate – construction:		
Construction lending	—	—
Consumer lot lending	—	—
Commercial, financial and agricultural:		
Commercial real estate lending	2,402	2,515
Land acquisition and development lending	—	—
Builder line lending	—	359
Commercial business lending	150	86
Equity lines	779	881
Consumer	295	19
Consumer finance	257	830
Total loans on nonaccrual status	\$ 5,858	\$ 6,987

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The past due status of loans as of June 30, 2016 was as follows:

	30 - 59 Days	60 - 89 Days	90+ Days	Total	PCI	Current ¹	Total Loans	90+ Days Past Due and Accruing
(Dollars in thousands)	Past Due	Past Due	Past Due	Past Due			²	
Real estate – residential mortgage	\$ 763	\$ 430	\$ 361	\$ 1,554	\$ 1,233	\$ 184,101	\$ 186,888	\$ 196
Real estate – construction:								
Construction lending	—	—	—	—	—	30,371	30,371	—
Consumer lot lending	—	—	—	—	—	6,309	6,309	—
Commercial, financial and agricultural:								
Commercial real estate lending	316	454	652	1,422	9,102	218,054	228,578	—
Land acquisition and development lending	—	—	—	—	—	53,139	53,139	—
Builder line lending	—	—	—	—	—	23,800	23,800	—
Commercial business lending	173	5	82	260	1,831	71,320	73,411	—
Equity lines	634	161	—	795	271	48,968	50,034	—
Consumer	12	110	4	126	—	8,898	9,024	13
Consumer finance	11,814	1,445	257	13,516	—	286,114	299,630	—
Total	\$ 13,712	\$ 2,605	\$ 1,356	\$ 17,673	\$ 12,437	\$ 931,074	\$ 961,184	\$ 209

¹ For the purposes of the table above, “Current” includes loans that are 1-29 days past due.

² Includes purchased credit impaired (PCI) loans of \$196,000.

The table above includes the following:

- nonaccrual loans that are current of \$3.11 million, 30-59 days past due of \$906,000, 60-89 days past due of \$492,000 and 90+ days past due of \$1.35 million.
- performing loans purchased in the acquisition of CVB that are current of \$59.08 million, 30-59 days past due of \$345,000, 60-89 days past due of \$172,000 and 90+ days past due of \$23,000.

The past due status of loans as of December 31, 2015 was as follows:

(Dollars in thousands)	30 - 59 Days Past Due	60 - 89 Days Past Due	90+ Days Past Due	Total Past Due	PCI	Current ¹	Total Loans	90+ Days Past Due and Accruing ²
Real estate – residential mortgage	\$ 737	\$ 146	\$ 574	\$ 1,457	\$ 1,305	\$ 184,001	\$ 186,763	\$ 268
Real estate – construction:								
Construction lending	—	—	—	—	—	5,996	5,996	—
Consumer lot lending	—	—	—	—	—	1,763	1,763	—
Commercial, financial and agricultural:								
Commercial real estate lending	1,475	1,280	423	3,178	10,359	204,079	217,616	172
Land acquisition and development lending	—	—	—	—	—	46,311	46,311	—
Builder line lending	—	—	359	359	—	20,612	20,971	—
Commercial business lending	20	86	321	427	1,958	68,779	71,164	321
Equity lines	378	—	612	990	286	48,835	50,111	—
Consumer	84	2	19	105	—	8,906	9,011	—
Consumer finance	15,046	2,264	830	18,140	—	273,615	291,755	—
Total	\$ 17,740	\$ 3,778	\$ 3,138	\$ 24,656	\$ 13,908	\$ 862,897	\$ 901,461	\$ 761

¹ For the purposes of the table above, “Current” includes loans that are 1-29 days past due.

² Includes PCI loans of \$172,000.

The table above includes the following:

- nonaccrual loans that are current of \$3.17 million, 30-59 days past due of \$377,000, 60 - 89 days past due of \$887,000 and 90+ days past due of \$2.55 million.
- performing loans purchased in the acquisition of CVB that are current of \$66.37 million, 30-59 days past due of \$270,000, 60-89 days past due of \$0 and 90+ days past due of \$378,000.

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Loan modifications that were classified as TDRs during the three and six months ended June 30, 2016 and 2015 were as follows:

(Dollars in thousands)	Three Months Ended June 30, 2016		2015		Pre- Modification Recorded Investment	Post- Modification Recorded Investment
	Number of Loans	Pre- Modification Recorded Investment	Post- Modification Recorded Investment	Number of Loans		
Real estate – residential mortgage – interest rate concession	2	\$ 736	\$ 760	—	\$ —	\$ —
Commercial, financial and agricultural:						
Commercial real estate lending – interest rate concession	2	131	131	—	—	—
Commercial business lending – term concession	1	25	25	—	—	—
Consumer – interest rate concession	—	—	—	1	146	146
Total	5	\$ 892	\$ 916	1	\$ 146	\$ 146

(Dollars in thousands)	Six Months Ended June 30, 2016		2015		Pre- Modification Recorded Investment	Post- Modification Recorded Investment
	Number of Loans	Pre- Modification Recorded Investment	Post- Modification Recorded Investment	Number of Loans		
Real estate – residential mortgage – interest rate concession	3	\$ 793	\$ 817	1	\$ 239	\$ 239
Commercial, financial and agricultural:						
Commercial real estate lending – interest rate concession	2	131	131	1	15	15
Commercial business lending – interest rate concession	1	100	100	1	17	17
Commercial business lending – term concession	1	25	25	—	—	—
Consumer – interest rate concession	1	291	291	1	146	146

Total	8	\$ 1,340	\$ 1,364	4	\$ 417	\$ 417
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A TDR payment default occurs when, within 12 months of the original TDR modification, either a full or partial charge-off occurs or a TDR becomes 90 days or more past due. There were no TDR defaults during the three and six months ended June 30, 2016 and 2015.

Impaired loans, which consisted solely of TDRs, and the related allowance at June 30, 2016 were as follows:

	Unpaid Principal Balance	Recorded Investment in Loans without Specific Reserve	Recorded Investment in Loans with Specific Reserve	Related Allowance	Average Balance- Impaired Loans	Interest Income Recognized
(Dollars in thousands)						
Real estate – residential mortgage	\$ 3,561	\$ 773	\$ 2,665	\$ 357	\$ 3,464	\$ 53
Commercial, financial and agricultural:						
Commercial real estate lending	2,354	55	2,050	416	2,130	13
Commercial business lending	199	—	196	37	208	4
Equity lines	32	30	—	—	32	1
Consumer	497	—	497	118	498	5
Total	\$ 6,643	\$ 858	\$ 5,408	\$ 928	\$ 6,332	\$ 76

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Impaired loans, which consisted solely of TDRs, and the related allowance at December 31, 2015 were as follows:

	Unpaid Principal Balance	Recorded Investment in Loans without Specific Reserve	Recorded Investment in Loans with Specific Reserve	Related Allowance	Average Balance- Impaired Loans	Interest Income Recognized
(Dollars in thousands)						
Real estate – residential mortgage	\$ 2,828	\$ 173	\$ 2,516	\$ 360	\$ 2,718	\$ 97
Commercial, financial and agricultural:						
Commercial real estate lending	2,522	61	2,258	438	2,361	35
Commercial business lending	99	—	99	28	108	1
Equity lines	32	30	—	—	30	1
Consumer	207	—	207	23	208	7
Total	\$ 5,688	\$ 264	\$ 5,080	\$ 849	\$ 5,425	\$ 141

PCI loans had an unpaid principal balance of \$23.7 million and a carrying value of \$12.4 million at June 30, 2016. Determining the fair value of purchased credit impaired loans required the Corporation to estimate cash flows expected to result from those loans and to discount those cash flows at appropriate rates of interest. For such loans, the excess of the cash flows expected at acquisition over the estimated fair value is recognized as interest income over the remaining lives of the loans and is called the accretable yield. The difference between contractually required payments at acquisition and the cash flows expected to be collected at acquisition reflects the effect of estimated credit losses and is called the nonaccretable difference, and is not recorded. In accordance with U.S. GAAP, there was no carry-over of previously established allowance for loan losses for acquired loans.

The following table presents a summary of the change in the accretable yield of the PCI loan portfolio for the six months ended June 30, 2016 and 2015:

(Dollars in thousands)	June 30,	
	2016	2015
Accretable yield, balance at beginning of period	\$ 10,419	\$ 13,488
Accretion	(1,029)	(1,534)
Reclassification of nonaccretable difference due to improvement in expected cash flows	656	—
Other changes, net	(302)	(383)
Accretable yield, balance at end of period	\$ 9,744	\$ 11,571

NOTE 4: Allowance for Loan Losses

The following table presents the changes in the allowance for loan losses by major classification during the six months ended June 30, 2016.

(Dollars in thousands)	Real Estate Residential Mortgage	Real Estate Construction	Commercial, Financial & Agricultural	Equity Lines	Consumer	Consumer Finance	Total
Allowance for loan losses:							
Balance at December 31, 2015	\$ 2,471	\$ 94	\$ 7,755	\$ 1,052	\$ 243	\$ 23,954	\$ 35,569
Provision charged (credited) to operations	(102)	292	(308)	46	72	8,200	8,200
Loans charged off	(80)	—	(35)	(55)	(131)	(9,204)	(9,505)
Recoveries of loans previously charged off	44	—	183	—	164	2,079	2,470
Balance at June 30, 2016	\$ 2,333	\$ 386	\$ 7,595	\$ 1,043	\$ 348	\$ 25,029	\$ 36,734

The following table presents the changes in the allowance for loan losses by major classification during the six months ended June 30, 2015.

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(Dollars in thousands)	Real Estate Residential Mortgage	Real Estate Construction	Commercial, Financial & Agricultural	Equity Lines	Consumer	Consumer Finance	Total
Allowance for loan losses:							
Balance at December 31, 2014	\$ 2,313	\$ 434	\$ 7,744	\$ 812	\$ 211	\$ 24,092	\$ 35,606
Provision charged to operations	30	—	—	—	—	5,640	5,670
Loans charged off	(76)	—	(22)	—	(114)	(8,123)	(8,335)
Recoveries of loans previously charged off	211	—	17	—	166	2,236	2,630
Balance at June 30, 2015	\$ 2,478	\$ 434	\$ 7,739	\$ 812	\$ 263	\$ 23,845	\$ 35,571

The following table presents, as of June 30, 2016, the total allowance for loan losses, the allowance by impairment methodology (individually evaluated for impairment, collectively evaluated for impairment or PCI loans), the total loans and loans by impairment methodology (individually evaluated for impairment, collectively evaluated for impairment or PCI loans).

(Dollars in thousands)	Real Estate Residential Mortgage	Real Estate Construction	Commercial, Financial & Agricultural	Equity Lines	Consumer	Consumer Finance	Total
Allowance for loan losses:							
Ending balance at June 30, 2016	\$ 2,333	\$ 386	\$ 7,595	\$ 1,043	\$ 348	\$ 25,029	\$ 36,734
Ending balance: individually evaluated for impairment	\$ 357	\$ —	\$ 453	\$ —	\$ 118	\$ —	\$ 928
Ending balance: collectively evaluated for impairment	\$ 1,976	\$ 386	\$ 7,107	\$ 1,043	\$ 230	\$ 25,029	\$ 35,771
Ending balance: acquired loans - PCI	\$ —	\$ —	\$ 35	\$ —	\$ —	\$ —	\$ 35
Loans:							
Ending balance at June 30, 2016	\$ 186,888	\$ 36,680	\$ 378,928	\$ 50,034	\$ 9,024	\$ 299,630	\$ 961,184
Ending balance: individually evaluated for impairment	\$ 3,438	\$ —	\$ 2,301	\$ 30	\$ 497	\$ —	\$ 6,266
Ending balance: collectively evaluated for impairment	\$ 182,217	\$ 36,680	\$ 365,694	\$ 49,733	\$ 8,527	\$ 299,630	\$ 942,481
	\$ 1,233	\$ —	\$ 10,933	\$ 271	\$ —	\$ —	\$ 12,437

Ending balance: acquired
loans - PCI

The following table presents, as of December 31, 2015, the total allowance for loan losses, the allowance by impairment methodology (individually evaluated for impairment, collectively evaluated for impairment, or PCI loans), the total loans and loans by impairment methodology (individually evaluated for impairment, collectively evaluated for impairment or PCI loans).

(Dollars in thousands)	Real Estate Residential Mortgage	Real Estate Construction	Commercial, Financial & Agricultural	Equity Lines	Consumer	Consumer Finance	Total
Allowance for loan losses:							
Ending balance at December 31, 2015	\$ 2,471	\$ 94	\$ 7,755	\$ 1,052	\$ 243	\$ 23,954	\$ 35,569
Ending balance: individually evaluated for impairment	\$ 360	\$ —	\$ 466	\$ —	\$ 23	\$ —	\$ 849
Ending balance: collectively evaluated for impairment	\$ 2,111	\$ 94	\$ 7,254	\$ 1,052	\$ 220	\$ 23,954	\$ 34,685
Ending balance: acquired loans - PCI	\$ —	\$ —	\$ 35	\$ —	\$ —	\$ —	\$ 35
Loans:							
Ending balance at December 31, 2015	\$ 186,763	\$ 7,759	\$ 356,062	\$ 50,111	\$ 9,011	\$ 291,755	\$ 901,461
Ending balance: individually evaluated for impairment	\$ 2,689	\$ —	\$ 2,418	\$ 30	\$ 207	\$ —	\$ 5,344
Ending balance: collectively evaluated for impairment	\$ 182,769	\$ 7,759	\$ 341,327	\$ 49,795	\$ 8,804	\$ 291,755	\$ 882,209
Ending balance: acquired loans - PCI	\$ 1,305	\$ —	\$ 12,317	\$ 286	\$ —	\$ —	\$ 13,908

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Loans by credit quality indicators as of June 30, 2016 were as follows:

(Dollars in thousands)	Pass	Special Mention	Substandard	Substandard Nonaccrual	Total ¹
Real estate – residential mortgage	\$ 180,492	\$ 1,649	\$ 2,772	\$ 1,975	\$ 186,888
Real estate – construction:					
Construction lending	30,275	—	96	—	30,371
Consumer lot lending	6,309	—	—	—	6,309
Commercial, financial and agricultural:					
Commercial real estate lending	207,347	5,909	12,920	2,402	228,578
Land acquisition and development lending	51,503	710	926	—	53,139
Builder line lending	22,573	860	367	—	23,800
Commercial business lending	61,759	54	11,448	150	73,411
Equity lines	48,440	641	174	779	50,034
Consumer	8,498	27	204	295	9,024
	\$ 617,196	\$ 9,850	\$ 28,907	\$ 5,601	\$ 661,554

¹ At June 30, 2016, the Corporation did not have any loans classified as Doubtful or Loss.

Included in the table above are loans purchased in connection with the acquisition of CVB of \$61.66 million pass rated, \$4.97 million special mention, \$5.22 million substandard and \$207,000 substandard nonaccrual.

(Dollars in thousands)	Performing	Non- Performing	Total
Consumer finance	\$ 299,373	\$ 257	\$ 299,630

Loans by credit quality indicators as of December 31, 2015 were as follows:

(Dollars in thousands)	Pass	Special Mention	Substandard	Substandard Nonaccrual	Total ¹
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Real estate – residential mortgage	\$ 181,107	\$ 1,276	\$ 2,083	\$ 2,297	\$ 186,763
Real estate – construction:					
Construction lending	5,924	72	—	—	5,996
Consumer lot lending	1,763	—	—	—	1,763
Commercial, financial and agricultural:					
Commercial real estate lending	195,479	6,089	13,533	2,515	217,616
Land acquisition and development lending	45,061	856	394	—	46,311
Builder line lending	19,252	829	531	359	20,971
Commercial business lending	57,928	1,306	11,844	86	71,164
Equity lines	48,392	617	221	881	50,111
Consumer	8,760	116	116	19	9,011
	\$ 563,666	\$ 11,161	\$ 28,722	\$ 6,157	\$ 609,706

¹ At December 31, 2015, the Corporation did not have any loans classified as Doubtful or Loss.

Included in the table above are loans purchased in connection with the acquisition of CVB of \$71.14 million pass rated, \$4.09 million special mention, \$5.15 million substandard and \$542,000 substandard nonaccrual.

(Dollars in thousands)	Performing	Non-Performing	Total
Consumer finance	\$ 290,925	\$ 830	\$ 291,755

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NOTE 5: Shareholders' Equity and Earnings Per Common Share

Accumulated Other Comprehensive Income

The following table presents the cumulative balances of the components of accumulated other comprehensive income, net of deferred taxes of \$1.23 million and \$620,000 as of June 30, 2016 and December 31, 2015, respectively.

(Dollars in thousands)	June 30, 2016	December 31, 2015
Net unrealized gains on securities	\$ 5,047	\$ 3,491
Net unrecognized loss on cash flow hedges	(538)	(107)
Net unrecognized losses on defined benefit plan	(2,183)	(2,213)
Total accumulated other comprehensive income	\$ 2,326	\$ 1,171

Common Shares

The Corporation purchased 3,660 and 3,281 shares of its common stock from employees to satisfy tax withholding obligations arising upon the vesting of restricted shares during the first six months of 2016 and 2015, respectively. During the first six months of 2015, 38,759 shares were purchased under a share repurchase program authorized by the Corporation's Board of Directors; whereas, no such shares were purchased under this program during the first six months of 2016.

Earnings Per Common Share (EPS)

The components of the Corporation's EPS calculations are as follows:

Three Months Ended
June 30,

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(Dollars in thousands)	2016	2015
Net income	\$ 4,743	\$ 4,101
Weighted average number of common shares used in earnings per common share—basic	3,451,746	3,394,236
Effect of dilutive securities:		
Stock option awards	1,390	55
Weighted average number of common shares used in earnings per common share—assuming dilution	3,453,136	3,394,291

(Dollars in thousands)	Six Months Ended June 30,	
	2016	2015
Net income	\$ 7,167	\$ 6,746
Weighted average number of common shares used in earnings per common share—basic	3,450,188	3,404,204
Effect of dilutive securities:		
Stock option awards	1,250	211
Weighted average number of common shares used in earnings per common share—assuming dilution	3,451,438	3,404,415

The Corporation has applied the two-class method of computing basic and diluted EPS for each period presented because the Corporation's unvested restricted shares outstanding contain rights to nonforfeitable dividends. Accordingly, the weighted average number of common shares used in the calculation of basic and diluted EPS includes both vested and unvested common shares outstanding.

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Potential common shares that may be issued by the Corporation for its stock option awards are determined using the treasury stock method. Accordingly, anti-dilutive shares are not included in computing diluted earnings per share. No shares issuable upon exercise of options were anti-dilutive for the three months ended June 30, 2016; whereas, 88,762 shares issuable upon exercise of options were anti-dilutive for the three months ended June 30, 2015. Approximately 6,000 and 88,762 shares issuable upon exercise of options were anti-dilutive for the six months ended June 30, 2016 and 2015, respectively.

NOTE 6: Employee Benefit Plans

The Bank has a non-contributory cash balance pension plan for which the components of net periodic benefit cost are as follows:

(Dollars in thousands)	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Components of net periodic benefit cost:				
Service cost	\$ 262	\$ 267	\$ 524	\$ 534
Interest cost	130	117	260	234
Expected return on plan assets	(261)	(253)	(522)	(506)
Amortization of prior service cost	(15)	(14)	(30)	(28)
Recognized net actuarial loss	38	29	76	58
Net periodic benefit cost	\$ 154	\$ 146	\$ 308	\$ 292

NOTE 7: Fair Value of Assets and Liabilities

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. U.S. GAAP requires that valuation techniques maximize the use of observable inputs and minimize the use of unobservable inputs. U.S. GAAP also establishes a fair value hierarchy which prioritizes the valuation inputs into three broad levels. Based on the underlying inputs, each fair value measurement in its entirety is reported in one of the three levels. These levels are:

- Level 1—Valuation is based upon quoted prices for identical instruments traded in active markets. Level 1 assets and liabilities include debt and equity securities traded in an active exchange market, as well as U.S. Treasury securities.

- Level 2—Valuation is based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3—Valuation is determined using model-based techniques that use at least one significant assumption not observable in the market. These unobservable assumptions reflect the Corporation's estimates of assumptions that market participants would use in pricing the respective asset or liability. Valuation techniques may include the use of pricing models, discounted cash flow models and similar techniques.

U.S. GAAP allows an entity the irrevocable option to elect fair value (the fair value option) for the initial and subsequent measurement for certain financial assets and liabilities on a contract-by-contract basis. The Corporation has elected to use fair value accounting for its entire portfolio of loans held for sale (LHFS).

Assets and Liabilities Measured at Fair Value on a Recurring Basis

The following describes the valuation techniques and inputs used by the Corporation in determining the fair value of certain assets recorded at fair value on a recurring basis in the financial statements.

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Securities available for sale. The Corporation primarily values its investment portfolio using Level 2 fair value measurements, but may also use Level 1 or Level 3 measurements if required by the composition of the portfolio. At June 30, 2016 and December 31, 2015, the Corporation's entire investment securities portfolio was comprised of securities available for sale, which were valued using Level 2 fair value measurements. The Corporation has contracted with third party portfolio accounting service vendors for valuation of its securities portfolio. The vendors' sources for security valuation are Standard & Poor's Securities Evaluations Inc. (SPSE), Thomson Reuters Pricing Service (TRPS), and Interactive Data Pricing and Reference Data LLC (IDC). Each source provides opinions, known as evaluated prices, as to the value of individual securities based on model-based pricing techniques that are partially based on available market data, including prices for similar instruments in active markets and prices for identical assets in markets that are not active. SPSE and IDC provide evaluated prices for the Corporation's obligations of states and political subdivisions category of securities. Both sources use proprietary pricing models and pricing systems, mathematical tools and judgment to determine an evaluated price for a security based upon a hierarchy of market information regarding that security or securities with similar characteristics. TRPS and IDC provide evaluated prices for the Corporation's U.S. government agencies and corporations and mortgage-backed categories of securities. Fixed-rate callable securities of the U.S. government agencies and corporations category are individually evaluated on an option adjusted spread basis for callable issues or on a nominal spread basis incorporating the term structure of agency market spreads and the appropriate risk free benchmark curve for non-callable issues. Fixed-rate securities issued by the Small Business Association in the U.S. government agencies and corporations category are individually evaluated based upon a hierarchy of security specific information and market data regarding that security or securities with similar characteristics. Pass-through mortgage-backed securities (or MBS) in the mortgage-backed category are grouped into aggregate categories defined by issuer program, weighted average coupon, and weighted average maturity. Each aggregate is benchmarked to a relative mortgage-backed to-be-announced (TBA) or other benchmark price. TBA prices are obtained from market makers and live trading systems. Collateralized mortgage obligations in the mortgage-backed category are individually evaluated based upon a hierarchy of security specific information and market data regarding that security or securities with similar characteristics. Each evaluation is determined using an option adjusted spread and prepayment model based on volatility-driven, multi-dimensional spread tables.

Loans held for sale. Fair value of the Corporation's LHFS is based on observable market prices for similar instruments traded in the secondary mortgage loan markets in which the Corporation conducts business. The Corporation's portfolio of LHFS is classified as Level 2.

Derivative asset (liability) - IRLCs. The Corporation recognizes IRLCs at fair value. Fair value of IRLCs is based on either (i) the price of the underlying loans obtained from an investor for loans that will be delivered on a best efforts basis or (ii) the observable price for individual loans traded in the secondary market for loans that will be delivered on a mandatory basis. All of the Corporation's IRLCs are classified as Level 2.

Derivative asset (liability) – interest rate swaps on loans. As discussed in Note 10, “Interest Rate Swaps”, the Corporation has interest rate swaps at fair value on a recurring basis. The Corporation has contracted with a third party vendor to provide valuations for these interest rate swaps using standard valuation techniques and therefore classifies such interest rate swaps as Level 2.

Derivative asset (liability) - cash flow hedges. The fair value of the Corporation's cash flow hedges is determined using the discounted cash flow method. All of the Corporation's cash flow hedges are classified as Level 2.

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The following table presents the balances of financial assets and liabilities measured at fair value on a recurring basis.

(Dollars in thousands)	June 30, 2016			Assets/Liabilities at Fair Value
	Fair Value Measurements Using Level 1	Level 2	Level 3	
Assets:				
Securities available for sale				
U.S. government agencies and corporations	\$ —	\$ 14,614	\$ —	\$ 14,614
Mortgage-backed securities	—	75,401	—	75,401
Obligations of states and political subdivisions	—	122,071	—	122,071
Total securities available for sale	—	212,086	—	212,086
Loans held for sale	—	61,573	—	61,573
Derivative asset - IRLC	—	1,194	—	1,194
Derivative asset - interest rate swaps on loans	—	489	—	489
Total assets	\$ —	\$ 275,342	\$ —	\$ 275,342
Liabilities:				
Derivative liability - cash flow hedges	—	848	—	848
Derivative liability - interest rate swaps on loans	\$ —	\$ 489	\$ —	\$ 489
Total liabilities	\$ —	\$ 1,337	\$ —	\$ 1,337

(Dollars in thousands)	December 31, 2015			Assets/Liabilities at Fair Value
	Fair Value Measurements Using Level 1	Level 2	Level 3	
Assets:				
Securities available for sale				
U.S. government agencies and corporations	\$ —	\$ 18,501	\$ —	\$ 18,501
Mortgage-backed securities	—	77,027	—	77,027
Obligations of states and political subdivisions	—	123,948	—	123,948
Total securities available for sale	—	219,476	—	219,476
Loans held for sale	—	44,000	—	44,000
Derivative asset - IRLC	—	744	—	744
Total assets	\$ —	\$ 264,220	\$ —	\$ 264,220
Liabilities:				
Derivative liability - cash flow hedges	\$ —	\$ 175	\$ —	\$ 175

Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis

The Corporation may be required, from time to time, to measure and recognize certain assets at fair value on a nonrecurring basis in accordance with U.S. GAAP. The following describes the valuation techniques and inputs used by the Corporation in determining the fair value of certain assets recorded at fair value on a nonrecurring basis in the financial statements.

Impaired loans. The Corporation does not record loans held for investment at fair value on a recurring basis. However, there are instances when a loan is considered impaired and an allowance for loan losses is established. A loan is considered impaired when it is probable that the Corporation will be unable to collect all interest and principal payments as scheduled in the loan agreement. All TDRs are considered impaired loans. The Corporation measures impairment on a loan-by-loan basis for commercial, construction and residential loans in excess of \$500,000 by either the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's obtainable market price, or the fair value of the collateral if the loan is collateral dependent. Additionally, management reviews current market conditions, borrower history, past experience with similar loans and economic conditions. Based on management's review, additional write-downs to fair value may be incurred. The Corporation maintains a valuation allowance to the extent that the measure of

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the impaired loan is less than the recorded investment. When the fair value of an impaired loan is based solely on observable cash flows, market price or a current appraisal, the Corporation records the impaired loan as nonrecurring Level 2. However, if based on management's review, additional write-downs to fair value are required or if the impaired loan otherwise does not meet the standards for Level 2 classification, the Corporation records the impaired loan as nonrecurring Level 3.

The measurement of impaired loans of less than \$500,000, with the exception of Commercial loan TDRs, is based on each loan's future cash flows discounted at the loan's effective interest rate rather than the market rate of interest, which is not a fair value measurement and is therefore excluded from fair value disclosure requirements.

Other real estate owned (OREO). Assets acquired through, or in lieu of, loan foreclosure are held for sale and are initially recorded at fair value less costs to sell at the date of foreclosure. Initial fair value is based upon appraisals the Corporation obtains from independent licensed appraisers. Subsequent to foreclosure, management periodically performs valuations of the foreclosed assets based on updated appraisals, general market conditions, recent sales of similar properties, length of time the properties have been held, and our ability and intent with regard to continued ownership of the properties. The Corporation may incur additional write-downs of foreclosed assets to fair value less costs to sell if valuations indicate a further deterioration in market conditions. As such, the Corporation records OREO as nonrecurring Level 3.

The following table presents the balances of financial assets measured at fair value on a non-recurring basis.

(Dollars in thousands)	June 30, 2016			
	Fair Value Measurements Using Assets at Fair			
	Level 1	Level 2	Level 3	Value
Impaired loans, net	\$ —	\$ —	\$ 1,771	\$ 1,771
Other real estate owned, net	—	—	579	579
Total	\$ —	\$ —	\$ 2,350	\$ 2,350

(Dollars in thousands)	December 31, 2015			
	Fair Value Measurements Using Assets at Fair			
	Level 1	Level 2	Level 3	Value
Impaired loans, net	\$ —	\$ —	\$ 1,953	\$ 1,953

Other real estate owned, net	—	—	942	942
Total	\$ —	\$ —	\$ 2,895	\$ 2,895

The following table presents quantitative information about Level 3 fair value measurements for financial assets measured at fair value on a non-recurring basis as of June 30, 2016:

(Dollars in thousands)	Fair Value Measurements at June 30, 2016			
	Fair Value	Valuation Technique(s)	Unobservable Inputs	Range of Inputs
Impaired loans, net	\$ 1,771	Appraisals	Discount to reflect current market conditions and estimated selling costs	0% - 50%
Other real estate owned, net	579	Appraisals	Discount to reflect current market conditions and estimated selling costs	0% - 85%
Total	\$ 2,350			

Fair Value of Financial Instruments

FASB ASC 825, Financial Instruments, requires disclosure about fair value of financial instruments, including those financial assets and financial liabilities that are not required to be measured and reported at fair value on a recurring or nonrecurring basis. ASC 825 excludes certain financial instruments and all nonfinancial instruments from its disclosure

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requirements. Accordingly, the aggregate fair value amounts presented may not necessarily represent the underlying fair value of the Corporation.

The following describes the valuation techniques used by the Corporation to measure certain of its financial instruments at fair value as of June 30, 2016 and December 31, 2015.

Cash and short-term investments. The nature of these instruments and their relatively short maturities provide for the reporting of fair value equal to the historical cost.

Loans, net. The fair value of performing loans is estimated using a discounted expected future cash flows analysis based on current rates being offered on similar products in the market. An overall valuation adjustment is made for specific credit risks as well as general portfolio risks. Based on the valuation methodologies used in assessing the fair value of loans and the associated valuation allowance, these loans are considered Level 3.

Loan totals, as listed in the table below, include impaired loans. For valuation techniques used in relation to impaired loans, see the Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis section in this Note 7.

Loans held for sale, net. As described in Assets and Liabilities Measured at Fair Value on a Recurring Basis section in this Note 7, the Corporation has elected to carry its portfolio of loans held for sale at fair value, measured on a recurring basis.

Accrued interest receivable. The carrying amount of accrued interest receivable approximates fair value.

Bank-owned life insurance (BOLI). The fair value of BOLI is estimated using information provided by insurance carriers. These policies are carried at their cash surrender value, which approximates the fair value.

Deposits. The fair value of all demand deposit accounts is the amount payable at the report date. For all other deposits, the fair value is determined using the discounted cash flow method. The discount rate was equal to the rate currently offered on similar products in active markets (Level 2).

Borrowings. The fair value of borrowings is determined using the discounted cash flow method. The discount rate was equal to the rate currently offered on similar products in active markets (Level 2).

Accrued interest payable. The carrying amount of accrued interest payable approximates fair value.

Letters of credit. The estimated fair value of letters of credit is based on estimated fees the Corporation would pay to have another entity assume its obligation under the outstanding arrangements. These fees are not considered material.

Unused portions of lines of credit. The estimated fair value of unused portions of lines of credit is based on estimated fees the Corporation would pay to have another entity assume its obligation under the outstanding arrangements. These fees are not considered material.

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The following tables reflect the carrying amounts and estimated fair values of the Corporation's financial instruments whether or not recognized on the balance sheet at fair value.

(Dollars in thousands)	Carrying Value	Fair Value Measurements at June 30, 2016 Using			Total Fair Value
		Level 1	Level 2	Level 3	
Financial assets:					
Cash and short-term investments	\$ 92,509	\$ 92,509	\$ —	\$ —	\$ 92,509
Securities available for sale	212,086	—	212,086	—	212,086
Loans, net	924,450	—	—	934,150	934,150
Loans held for sale	61,573	—	61,573	—	61,573
Derivative asset - IRLC	1,194	—	1,194	—	1,194
Derivative asset - interest rate swaps on loans	489	—	489	—	489
Bank-owned life insurance	14,814	—	14,814	—	14,814
Accrued interest receivable	7,000	7,000	—	—	7,000
Financial liabilities:					
Demand deposits	\$ 743,885	\$ 743,885	\$ —	\$ —	\$ 743,885
Time deposits	334,574	—	336,817	—	336,817
Borrowings	171,054	—	168,365	—	168,365
Derivative liability - cash flow hedges	848	—	848	—	848
Derivative liability - interest rate swaps on loans	489	—	489	—	489
Accrued interest payable	711	711	—	—	711

(Dollars in thousands)	Carrying Value	Fair Value Measurements at December 31, 2015 Using			Total Fair Value
		Level 1	Level 2	Level 3	
Financial assets:					
Cash and short-term investments	\$ 152,943	\$ 152,943	\$ —	\$ —	\$ 152,943
Securities available for sale	219,476	—	219,476	—	219,476
Loans, net	865,892	—	—	875,341	875,341
Loans held for sale	44,000	—	44,000	—	44,000
Derivative asset - IRLC	744	—	744	—	744
Bank-owned life insurance	14,988	—	14,988	—	14,988
Accrued interest receivable	6,829	6,829	—	—	6,829
Financial liabilities:					
Demand deposits	\$ 733,901	\$ 733,901	\$ —	\$ —	\$ 733,901
Time deposits	339,732	—	342,275	—	342,275
Borrowings	177,261	—	174,032	—	174,032

Derivative liability - cash flow hedges	175	—	175	—	175
Accrued interest payable	698	698	—	—	698

The Corporation assumes interest rate risk (the risk that general interest rate levels will change) in the normal course of operations. As a result, the fair values of the Corporation's financial instruments will change when interest rate levels change and that change may be either favorable or unfavorable to the Corporation. Management attempts to match maturities of assets and liabilities to the extent believed necessary to balance minimizing interest rate risk and increasing net interest income in current market conditions. However, borrowers with fixed rate obligations are less likely to prepay in a rising rate environment and more likely to prepay in a falling rate environment. Conversely, depositors who are receiving fixed rates are more likely to withdraw funds before maturity in a rising rate environment and less likely to do so in a falling rate environment. Management monitors interest rates, maturities and repricing dates of assets and liabilities and attempts to manage interest rate risk by adjusting terms of new loans, deposits and borrowings and by investing in securities with terms that mitigate the Corporation's overall interest rate risk.

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NOTE 8: Business Segments

The Corporation operates in a decentralized fashion in three principal business segments: Retail Banking, Mortgage Banking and Consumer Finance. Revenues from Retail Banking operations consist primarily of interest earned on loans and investment securities and service charges on deposit accounts. Mortgage Banking operating revenues consist principally of gains on sales of loans in the secondary market, loan origination fee income and interest earned on mortgage loans held for sale. Revenues from Consumer Finance consist primarily of interest earned on purchased automobile retail installment sales contracts.

The Corporation's other segment includes a full-service brokerage firm that derives revenues from offering investment services and insurance products through an alliance with an independent broker/dealer and an insurance company that derives revenues from insurance services. The results of the other segment are not significant to the Corporation as a whole and have been included in "Other." Revenue and expenses of the Corporation are also included in "Other," and consist primarily of interest expense associated with the Corporation's trust preferred capital notes and other general corporate expenses.

(Dollars in thousands)	Three Months Ended June 30, 2016					
	Retail Banking	Mortgage Banking	Consumer Finance	Other	Eliminations	Consolidated
Revenues:						
Interest income	\$ 11,434	\$ 357	\$ 11,805	\$ —	\$ (1,293)	\$ 22,303
Gains on sales of loans	—	2,552	—	—	—	2,552
Other noninterest income	3,694	941	194	342	—	5,171
Total operating income	15,128	3,850	11,999	342	(1,293)	30,026
Expenses:						
Provision for loan losses	—	—	3,600	—	—	3,600
Interest expense	1,422	84	1,717	288	(1,293)	2,218
Salaries and employee benefits	6,143	1,499	2,532	348	—	10,522
Other noninterest expenses	4,377	1,189	1,379	180	—	7,125
Total operating expenses	11,942	2,772	9,228	816	(1,293)	23,465
Income (loss) before income taxes	3,186	1,078	2,771	(474)	—	6,561
Income tax expense (benefit)	486	428	1,086	(182)	—	1,818
Net income (loss)	\$ 2,700	\$ 650	\$ 1,685	\$ (292)	\$ —	\$ 4,743
Total assets	\$ 1,244,227	\$ 76,373	\$ 302,445	\$ 4,837	\$ (213,654)	\$ 1,414,228

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Goodwill	\$ 3,702	\$ —	\$ 10,723	\$ —	\$ —	\$ 14,425
Capital expenditures	\$ 527	\$ 16	\$ 107	\$ —	\$ —	\$ 650

(Dollars in thousands)	Three Months Ended June 30, 2015					Consolidated
	Retail Banking	Mortgage Banking	Consumer Finance	Other	Eliminations	
Revenues:						
Interest income	\$ 10,893	\$ 479	\$ 11,164	\$ —	\$ (1,186)	\$ 21,350
Gains on sales of loans	—	2,002	—	—	—	2,002
Other noninterest income	2,271	662	227	353	—	3,513
Total operating income	13,164	3,143	11,391	353	(1,186)	26,865
Expenses:						
Provision for loan losses	—	15	2,140	—	—	2,155
Interest expense	1,453	92	1,522	295	(1,186)	2,176
Salaries and employee benefits	5,754	1,462	2,352	370	—	9,938
Other noninterest expenses	4,210	1,134	1,204	168	—	6,716
Total operating expenses	11,417	2,703	7,218	833	(1,186)	20,985
Income (loss) before income taxes	1,747	440	4,173	(480)	—	5,880
Income tax expense (benefit)	145	178	1,638	(182)	—	1,779

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Net income (loss)	\$ 1,602	\$ 262	\$ 2,535	\$ (298)	\$ —	\$ 4,101
Total assets	\$ 1,193,135	\$ 80,514	\$ 291,010	\$ 4,160	\$ (195,883)	\$ 1,372,936
Goodwill	\$ 3,702	\$ —	\$ 10,723	\$ —	\$ —	\$ 14,425
Capital expenditures	\$ 253	\$ 27	\$ 5	\$ —	\$ —	\$ 285

(Dollars in thousands)	Six Months Ended June 30, 2016					
	Retail Banking	Mortgage Banking	Consumer Finance	Other	Eliminations	Consolidated
Revenues:						
Interest income	\$ 22,517	\$ 667	\$ 23,616	\$ 1	\$ (2,533)	\$ 44,268
Gains on sales of loans	—	4,282	—	—	—	4,282
Other noninterest income	5,856	1,684	426	638	—	8,604
Total operating income	28,373	6,633	24,042	639	(2,533)	57,154
Expenses:						
Provision for loan losses	—	—	8,200	—	—	8,200
Interest expense	2,876	146	3,420	571	(2,533)	4,480
Salaries and employee benefits	12,151	2,683	5,159	700	—	20,693
Other noninterest expenses	8,809	2,190	2,707	338	—	14,044
Total operating expenses	23,836	5,019	19,486	1,609	(2,533)	47,417
Income (loss) before income taxes	4,537	1,614	4,556	(970)	—	9,737
Income tax expense (benefit)	508	642	1,789	(369)	—	2,570
Net income (loss)	\$ 4,029	\$ 972	\$ 2,767	\$ (601)	\$ —	\$ 7,167
Total assets	\$ 1,244,227	\$ 76,373	\$ 302,445	\$ 4,837	\$ (213,654)	\$ 1,414,228
Goodwill	\$ 3,702	\$ —	\$ 10,723	\$ —	\$ —	\$ 14,425
Capital expenditures	\$ 824	\$ 185	\$ 254	\$ —	\$ —	\$ 1,263

(Dollars in thousands)	Six Months Ended June 30, 2015					
	Retail Banking	Mortgage Banking	Consumer Finance	Other	Eliminations	Consolidated
Revenues:						
Interest income	\$ 21,442	\$ 773	\$ 22,283	\$ —	\$ (2,345)	\$ 42,153
Gains on sales of loans	—	3,647	—	—	—	3,647
Other noninterest income	4,452	1,258	514	745	—	6,969

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Total operating income	25,894	5,678	22,797	745	(2,345)	52,769
Expenses:						
Provision for loan losses	—	30	5,640	—	—	5,670
Interest expense	2,785	140	3,043	584	(2,345)	4,207
Salaries and employee benefits	11,691	2,851	4,791	769	—	20,102
Other noninterest expenses	8,466	2,138	2,384	314	—	13,302
Total operating expenses	22,942	5,159	15,858	1,667	(2,345)	43,281
Income (loss) before income taxes	2,952	519	6,939	(922)	—	9,488
Income tax expense (benefit)	165	210	2,717	(350)	—	2,742
Net income (loss)	\$ 2,787	\$ 309	\$ 4,222	\$ (572)	\$ —	\$ 6,746
Total assets	\$ 1,193,135	\$ 80,514	\$ 291,010	\$ 4,160	\$ (195,883)	\$ 1,372,936
Goodwill	\$ 3,702	\$ —	\$ 10,723	\$ —	\$ —	\$ 14,425
Capital expenditures	\$ 494	\$ 58	\$ 40	\$ 1	\$ —	\$ 593

The Retail Banking segment extends a warehouse line of credit to the Mortgage Banking segment, providing a portion of the funds needed to originate mortgage loans. The Retail Banking segment charges the Mortgage Banking segment interest at the daily FHLB advance rate plus 50 basis points. The Retail Banking segment also provides the Consumer Finance segment with a portion of the funds needed to purchase loan contracts by means of variable rate notes that carry interest at one-month LIBOR plus 200 basis points and fixed rate notes that carry interest rates ranging from 3.8 percent to 8.0 percent. The Retail Banking segment acquires certain residential real estate loans from the Mortgage Banking segment at prices similar to those paid by third-party investors. These transactions are eliminated to reach consolidated totals. Certain

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corporate overhead costs incurred by the Retail Banking segment are not allocated to the Mortgage Banking, Consumer Finance and Other segments.

NOTE 9: Commitments and Financial Instruments with Off-Balance-Sheet Risk

C&F Mortgage enters into IRLCs with customers and will sell the underlying loans to investors on either a best efforts or a mandatory delivery basis. C&F Mortgage mitigates interest rate risk on IRLCs and loans held for sale by (a) entering into forward loan sales contracts with investors for loans to be delivered on a best efforts basis or (b) entering into forward sales contracts of MBS for loans to be delivered on a mandatory basis. Both the IRLCs with customers and the forward sales contracts are considered derivative financial instruments. At June 30, 2016, the Corporation had best efforts forward sales contracts with a notional value of \$151.6 million, and each loan held for sale by C&F Mortgage was subject to a forward sales agreement. The fair value of these derivative instruments at June 30, 2016 was \$1.2 million, which was included in other assets. The Corporation had no mandatory forward sales contracts at June 30, 2016.

C&F Mortgage sells substantially all of the residential mortgage loans it originates to third-party counterparties. As is customary in the industry, the agreements with these counterparties require C&F Mortgage to extend representations and warranties with respect to program compliance, borrower misrepresentation, fraud, and early payment performance. Under the agreements, the counterparties are entitled to make loss claims and repurchase requests of C&F Mortgage for loans that contain covered deficiencies. C&F Mortgage has obtained early payment default recourse waivers for a significant portion of its business. Recourse periods for early payment default for the remaining counterparties vary from 90 days up to one year. Recourse periods for borrower misrepresentation or fraud, or underwriting error do not have a stated time limit. C&F Mortgage maintains an indemnification reserve for potential claims made under these recourse provisions. The following table presents the changes in the allowance for indemnification losses for the periods presented:

(Dollars in thousands)	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Allowance, beginning of period	\$ 2,415	\$ 2,147	\$ 2,363	\$ 2,089
Provision for indemnification losses	88	81	140	139
Payments	—	(1)	—	(1)
Allowance, end of period	\$ 2,503	\$ 2,227	\$ 2,503	\$ 2,227

NOTE 10: Interest Rate Swaps

The Corporation uses interest rate swaps to manage its exposure to interest rate risk. Interest rate swaps involve the exchange of fixed and variable rate interest payments between two parties, based on a common notional principal amount and maturity date with no exchange of underlying principal amounts. The Corporation has interest rate swaps that qualify as cash flow hedges. The Corporation's cash flow hedges effectively modify the Corporation's exposure of its trust preferred capital notes to interest rate risk by converting variable rates of interest on \$10.00 million and \$15.00 million of the Corporation's trust preferred capital notes to fixed rates of interest until September 2020 and December 2019, respectively.

The cash flow hedges' total notional amount is \$25.00 million. At June 30, 2016, the cash flow hedges had a fair value of (\$848,000), which is recorded in other liabilities. The cash flow hedges were fully effective at June 30, 2016 and therefore the net loss on the cash flow hedges was recognized as a component of other comprehensive income (loss), net of deferred income taxes.

The Corporation enters into interest rate swaps with certain qualifying commercial loan customers to meet their interest rate risk management needs. The Corporation simultaneously enters into interest rate swaps with dealer counterparties, with identical notional amounts and terms. The net result of these interest rate swaps is that the customer pays a fixed rate of interest and the Corporation receives a floating rate. The total notional amount of the interest rate swaps on loans is \$26.5 million. At June 30, 2016, the interest rate swaps had a net fair value of zero, with \$489,000 recognized in other assets and \$489,000 recognized in other liabilities. Changes in fair value are recorded in other noninterest expense and net to zero because of the identical amounts and terms of the swaps.

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NOTE 11: Other Noninterest Expenses

The following table presents the significant components in the statements of income line “Noninterest Expenses-Other.”

(Dollars in thousands)	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Data processing expenses	\$ 1,048	\$ 945	\$ 2,003	\$ 1,827
Professional fees	631	569	1,142	1,067
Marketing and advertising expenses	458	452	834	621
Telecommunication expenses	321	350	555	695
All other noninterest expenses	2,302	2,180	4,811	4,712
Total other noninterest expenses	\$ 4,760	\$ 4,496	\$ 9,345	\$ 8,922

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ITEM 2.MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Cautionary Statement Regarding Forward-Looking Statements

This report contains statements concerning the Corporation’s expectations, plans, objectives, future financial performance and other statements that are not historical facts. These statements may constitute “forward-looking statements” as defined by federal securities laws and may include, but are not limited to, statements regarding future financial performance, liquidity, strategic business initiatives including personnel additions, the effect of future market and industry trends including competitive trends in the nonprime consumer finance markets, the Corporation’s and each business segment’s loan portfolio and business prospects related to each segment’s loan portfolio, asset quality and adequacy of the allowance for loan losses, trends regarding the provision for loan losses, trends regarding net loan charge-offs, trends regarding levels of nonperforming assets and troubled debt restructurings and expenses associated with nonperforming assets, the amount and timing of accretion associated with the fair value accounting adjustments recorded in connection with the 2013 acquisition of Central Virginia Bankshares, Inc. (CVBK), adequacy of the allowance for indemnification losses, levels of noninterest income and expense, interest rates and yields including possible future rising interest rate environments, the deposit portfolio including trends in deposit maturities and rates, interest rate sensitivity, market risk, regulatory developments, monetary policy implemented by the Board of Governors of the Federal Reserve System (the Federal Reserve Board) including changes to the federal funds rate, capital requirements, growth strategy, hedging strategy and financial and other goals, and the effect of the inclusion of the Corporation’s stock in the Russell 2000® index. These statements may address issues that involve estimates and assumptions made by management and risks and uncertainties. Actual results could differ materially from historical results or those anticipated or implied by such statements. Factors that could have a material adverse effect on the operations and future prospects of the Corporation include, but are not limited to, changes in:

- interest rates, such as volatility in yields on U.S. Treasury bonds and increases or volatility in mortgage rates

- general business conditions, as well as conditions within the financial markets

- general economic conditions, including unemployment levels

- the legislative/regulatory climate, including the Dodd-Frank Act and regulations promulgated thereunder, the Consumer Financial Protection Bureau (CFPB) and the regulatory and enforcement activities of the CFPB and the application of the Basel III capital standards to the Corporation and the Bank

- monetary and fiscal policies of the U.S. Government, including policies of the U.S. Department of the Treasury and the Federal Reserve Board, and the effect of these policies on interest rates and business in our markets

- the value of securities held in the Corporation's investment portfolios

- demand for loan products
 - the quality or composition of the loan portfolios and the value of the collateral securing those loans

- the commercial and residential real estate markets

- the inventory level and pricing of used automobiles, including sales prices of repossessed vehicles

- the level of net charge-offs on loans and the adequacy of our allowance for loan losses

- deposit flows

- demand in the secondary residential mortgage loan markets

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- the level of indemnification losses related to mortgage loans sold
- the strength of the Corporation's counterparties and the economy in general
- competition from both banks and non-banks, including competition in the non-prime automobile finance markets
- demand for financial services in the Corporation's market area
- the Corporation's expansion and technology initiatives
- reliance on third parties for key services
- accounting principles, policies and guidelines and elections by the Corporation thereunder

Our ability to engage in routine funding transactions could be adversely affected by the actions and commercial soundness of other financial institutions. Financial services institutions are interrelated as a result of trading, clearing, counterparty or other relationships, and we routinely execute transactions with counterparties in the financial industry, including brokers and dealers, commercial banks, and other institutions. As a result, defaults by, or even rumors or questions about defaults by, one or more financial services institutions, or the financial services industry generally, could create another market-wide liquidity crisis similar to that experienced in late 2008 and early 2009 and could lead to losses or defaults by us or by other institutions. There is no assurance that any such losses would not materially adversely affect the Corporation's results of operations.

There can be no assurance that the actions taken by the federal government and regulatory agencies will alleviate the industry or economic factors that may adversely affect the Corporation's business and financial performance. Further, certain aspects of the Dodd-Frank Act remain subject to rulemaking and will take effect over several years, making it difficult to anticipate the overall effect on the Corporation's business and financial performance.

These risks and uncertainties, and the risks discussed in more detail in Item 1A, "Risk Factors", of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2015, should be considered in evaluating the forward-looking statements contained herein. We caution readers not to place undue reliance on those statements, which speak only as of the date of this report.

The following discussion supplements and provides information about the major components of the results of operations, financial condition, liquidity and capital resources of the Corporation. This discussion and analysis should be read in conjunction with the accompanying consolidated financial statements.

CRITICAL ACCOUNTING POLICIES

The preparation of financial statements requires us to make estimates and assumptions. Those accounting policies with the greatest uncertainty and that require management's most difficult, subjective or complex judgments affecting the application of these policies, and the likelihood that materially different amounts would be reported under different conditions, or using different assumptions, are described below.

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Allowance for Loan Losses: We establish the allowance for loan losses through charges to earnings in the form of a provision for loan losses. Loan losses are charged against the allowance when we believe that the collection of the principal is unlikely. Subsequent recoveries of losses previously charged against the allowance are credited to the allowance. The allowance represents an amount that, in our judgment, will be adequate to absorb probable losses inherent in the loan portfolio. Our judgment in determining the level of the allowance is based on evaluations of the collectibility of loans while taking into consideration such factors as trends in delinquencies and charge-offs, changes in the nature and volume of the loan portfolio, current economic conditions that may affect a borrower's ability to repay and the value of collateral, overall portfolio quality and review of specific potential losses. This evaluation is inherently subjective because it requires estimates that are susceptible to significant revision as more information becomes available. For more information see the section titled "Asset Quality" within Part I, Item 2.

Allowance for Indemnifications: The allowance for indemnifications is established through charges to earnings in the form of a provision for indemnifications, which is included in other noninterest expenses. A loss is charged against the allowance for indemnifications under certain conditions when a purchaser of a loan (investor) sold by C&F Mortgage incurs a loss due to borrower misrepresentation, fraud, early default, or underwriting error. The allowance represents an amount that, in management's judgment, will be adequate to absorb any losses arising from indemnification requests. Management's judgment in determining the level of the allowance is based on the volume of loans sold, historical experience, current economic conditions and information provided by investors. This evaluation is inherently subjective, as it requires estimates that are susceptible to significant revision as more information becomes available.

Impairment of Loans: We consider a loan impaired when it is probable that the Corporation will be unable to collect all interest and principal payments as scheduled in the loan agreement. We do not consider a loan impaired during a period of delay in payment if we expect the ultimate collection of all amounts due. We measure impairment on a loan-by-loan basis for commercial, construction and residential loans in excess of \$500,000 by either the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's obtainable market price, or the fair value of the collateral if the loan is collateral dependent. Large groups of smaller balance homogeneous loans are collectively evaluated for impairment. We maintain a valuation allowance to the extent that the measure of the impaired loan is less than the recorded investment. Troubled debt restructurings (TDRs) are also considered impaired loans, even if the loan balance is less than \$500,000. A TDR occurs when we agree to significantly modify the original terms of a loan by granting a concession due to the deterioration in the financial condition of the borrower.

Loans Acquired in a Business Combination: Loans acquired in a business combination, such as the Corporation's acquisition of CVB in October 2013, are recorded at estimated fair value on the date of acquisition without the carryover of the related allowance for loan losses. PCI loans are those for which there is evidence of credit deterioration since origination and for which it is probable at the date of acquisition that the Corporation will not collect all contractually required principal and interest payments. When determining fair value, PCI loans were aggregated into pools of loans based on common risk characteristics as of the date of acquisition such as loan type, date of origination, and evidence of credit quality deterioration such as internal risk grades and past due and nonaccrual status. The difference between contractually required payments at acquisition and the cash flows expected to be collected at acquisition is referred to as the "nonaccretable difference," is not recorded and is available to absorb

future credit losses on those loans. Any excess of cash flows expected at acquisition over the estimated fair value is referred to as the "accretable yield" and is recognized as interest income over the remaining life of the loan when there is a reasonable expectation about the amount and timing of such cash flows.

Subsequent to acquisition, we evaluate on a quarterly basis our estimate of cash flows expected to be collected. Estimates of cash flows for PCI loans require significant judgment. Subsequent decreases to the expected cash flows will generally result in a provision for loan losses resulting in an increase to the allowance for loan losses. Subsequent significant increases in cash flows may result in a reversal of post-acquisition provision for loan losses or a transfer from nonaccretable difference to accretable yield that increases interest income over the remaining life of the loan, or pool(s) of loans. Disposals of loans, which may include sale of loans to third parties, receipt of payments in full or in part from the borrower or foreclosure of the collateral, result in removal of the loan from the PCI loan portfolio at its carrying amount.

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The Corporation's PCI loans currently consist of loans acquired in connection with the acquisition of CVB. PCI loans that were classified as nonperforming loans by CVB are no longer classified as nonperforming so long as, at acquisition and quarterly re-estimation periods, we believe we will fully collect the new carrying value of the pools of loans.

Purchased performing loans are recorded at fair value as of the acquisition using the contractual cash flows method of recognizing discount accretion based on the acquired loans' contractual cash flows. Purchased performing loans are recorded at fair value, including a credit discount. The fair value discount is accreted as an adjustment to yield over the estimated lives of the loans. There is no allowance for loan losses established at the acquisition date for purchased performing loans. A provision for loan losses may be required in future periods for any deterioration in these loans subsequent to the acquisition.

Impairment of Securities: Impairment of securities occurs when the fair value of a security is less than its amortized cost. For debt securities, impairment is considered other-than-temporary and recognized in its entirety in net income if either (i) we intend to sell the security or (ii) it is more-likely-than-not that we will be required to sell the security before recovery of its amortized cost basis. If, however, we do not intend to sell the security and it is not more-likely-than-not that we will be required to sell the security before recovery, we must determine what portion of the impairment is attributable to a credit loss, which occurs when the amortized cost basis of the security exceeds the present value of the cash flows expected to be collected from the security. If there is no credit loss, there is no other-than-temporary impairment. If there is a credit loss, other-than-temporary impairment exists, and the credit loss must be recognized in net income and the remaining portion of impairment must be recognized in other comprehensive income. For equity securities, impairment is considered to be other-than-temporary based on our ability and intent to hold the investment until a recovery of fair value. Other-than-temporary impairment of an equity security results in a write-down that must be included in net income. We regularly review each investment security for other-than-temporary impairment based on criteria that includes the extent to which cost exceeds market price, the duration of that market decline, the financial health of and specific prospects for the issuer, our best estimate of the present value of cash flows expected to be collected from debt securities, our intention with regard to holding the security to maturity and the likelihood that we would be required to sell the security before recovery.

Other Real Estate Owned (OREO): Assets acquired through, or in lieu of, loan foreclosure are held for sale and are initially recorded at the fair value less costs to sell at the date of foreclosure. Subsequent to foreclosure, management periodically performs valuations of the foreclosed assets based on updated appraisals, general market conditions, recent sales of similar properties, length of time the properties have been held, and our ability and intention with regard to continued ownership of the properties. The Corporation may incur additional write-downs of foreclosed assets to fair value less costs to sell if valuations indicate a further deterioration in market conditions.

Goodwill: The Corporation's goodwill was recognized in connection with the Corporation's acquisition of CVBK in 2013 and C&F Bank's acquisition of C&F Finance Company in September 2002. With the adoption of ASU 2011-08, Intangible-Goodwill and Other-Testing Goodwill for Impairment, in 2012, the Corporation may first assess qualitative

factors to determine if it is more likely than not that the fair value of goodwill is less than the carrying amount, which determines if the two-step goodwill impairment test is necessary. If the likelihood of impairment is more than 50 percent, the Corporation must perform a test for impairment and we may be required to record impairment charges. In assessing the recoverability of the Corporation's goodwill, major assumptions used in determining impairment are increases in future income, sales multiples in determining terminal value and the discount rate applied to future cash flows. If an impairment test is performed, we will prepare a sensitivity analysis by increasing the discount rate, lowering sales multiples and reducing increases in future income.

Retirement Plan: C&F Bank maintains a non-contributory, cash balance pension plan for eligible full-time employees as specified by the plan. Plan assets, which consist primarily of mutual funds invested in marketable equity securities and corporate and government fixed income securities, are valued using market quotations. C&F Bank's actuary determines plan obligations and annual pension expense using a number of key assumptions. Key assumptions may include the discount rate, the interest crediting rate, the estimated future return on plan assets and the anticipated rate of future salary increases. Changes in these assumptions in the future, if any, or in the method under which benefits are calculated may impact pension assets, liabilities or expense.

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Derivative Financial Instruments: The Corporation recognizes derivative financial instruments at fair value as either an other asset or other liability in the consolidated balance sheet. The Corporation's derivative financial instruments may include (1) IRLCs on mortgage loans that will be held for sale and related forward sales commitments, (2) interest rate swaps with certain qualifying commercial loan customers and dealer counterparties, and (3) interest rate swaps that qualify as cash flow hedges of the Corporation's trust preferred capital notes. Because the IRLCs, forward sales commitments and interest rate swaps with loan customers and dealer counterparties are not designated as hedging instruments, adjustments to reflect unrealized gains and losses resulting from changes in fair value of these instruments are reported in the income statement. The effective portion of the gain or loss on the Corporation's cash flow hedges is reported as a component of other comprehensive income, net of deferred taxes, and reclassified into earnings in the same periods during which the hedged transactions affect earnings.

Accounting for Income Taxes: Determining the Corporation's effective tax rate requires judgment. In the ordinary course of business, there are transactions and calculations for which the ultimate tax outcomes are uncertain. In addition, the Corporation's tax returns are subject to audit by various tax authorities. Although we believe that the estimates are reasonable, no assurance can be given that the final tax outcome will not be materially different than that which is reflected in the income tax provision and accrual.

For further information concerning accounting policies, refer to Item 8, "Financial Statements and Supplementary Data," under the heading "Note 1: Summary of Significant Accounting Policies" in the Corporation's Annual Report on Form 10-K for the year ended December 31, 2015.

OVERVIEW

Our primary financial goals are to maximize the Corporation's earnings and to deploy capital in profitable growth initiatives that will enhance long-term shareholder value. We track three primary financial performance measures in order to assess the level of success in achieving these goals: (i) return on average assets (ROA), (ii) return on average common equity (ROE), and (iii) growth in earnings. In addition to these financial performance measures, we track the performance of the Corporation's three principal business segments: retail banking, mortgage banking, and consumer finance. We also actively manage our capital through growth, dividends and share repurchases, while considering the need to maintain a strong regulatory capital position.

Financial Performance Measures

Net income for the Corporation was \$4.7 million for the second quarter of 2016, or \$1.37 per common share assuming dilution, compared with net income of \$4.1 million for the second quarter of 2015, or \$1.21 per common share assuming dilution. Net income for the Corporation was \$7.2 million for the first half of 2016, or \$2.08 per common share assuming dilution, compared with net income of \$6.7 million for the first half of 2015, or \$1.98 per common share assuming dilution. The increase in net income for the second quarter and first six months of 2016, as compared to the same periods of 2015, resulted from higher earnings at the Retail and Mortgage Banking segments, offset in part by lower earnings at the Consumer Finance segment. Earnings in 2016 included one-time after-tax revenue items during the second quarter associated with a contract amendment for the Retail Banking segment's debit card programs of \$237,000, the segment's bank-owned life insurance (BOLI) program of \$493,000 and a gain on the sale of a Bank-owned property of \$92,000.

The Corporation's annualized ROE and ROA were 14.11 percent and 1.35 percent, respectively, for the second quarter of 2016, compared to 13.12 percent and 1.20 percent, respectively, for the second quarter of 2015. The Corporation's annualized ROE and ROA were 10.75 percent and 1.02 percent, respectively, for the first half of 2016, compared to 10.83 percent and 1.00 percent, respectively, for the first half of 2015. The increases in ROE and ROA for the second quarter of 2016 and in ROA for the first half of 2016, compared to the same periods in 2015, resulted from higher earnings, which outpaced growth in average equity and average assets. The decline in ROE for the first half of 2016, compared to the first half of 2015, resulted from internal capital growth of 7.1 percent since June 2015, which outpaced earnings growth.

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Principal Business Activities.

An overview of the financial results for each of the Corporation's principal business segments is presented below. A more detailed discussion is included in "Results of Operations."

Retail Banking: The Retail Banking segment reported net income of \$2.7 million for the second quarter of 2016, compared to net income of \$1.6 million for the second quarter of 2015. For the first half of 2016, the Retail Banking segment reported net income of \$4.0 million, compared to \$2.8 million for the first half of 2015. The improvement in net income of the Retail Banking segment for the second quarter and first half of 2016 resulted from (1) the effect of loan growth on interest income, as average loans at the Bank for the first half of 2016 increased \$65.2 million or 11.5 percent since the same period in 2015, (2) an increase in non-interest income due to fees collected on loans closed under a new loan interest rate swap program implemented in the second quarter of 2016, (3) an increase in branch fees and check card interchange income, (4) one-time revenue items associated with a contract amendment for the Bank's debit card program, the Bank's BOLI program, and a gain on the sale of a Bank-owned property, and (5) a lower cost of borrowings resulting from the maturity of a portion of C&F Bank's higher-rate FHLB advances, which occurred in the third quarter of 2015. Partially offsetting these positive factors were the effects of (1) a decline in the yield on the investment portfolio due to replacing matured and called securities with lower-yielding securities, (2) a decline in the yield on loans due to the effects of the low interest rate and competitive loan environment and a decline in the net accretion on loans acquired in the 2013 purchase of CVB, as discussed below and (3) higher operating expenses associated with strengthening C&F Bank's technology infrastructure, growing its commercial lending teams, expanding its product offerings and promoting brand awareness.

The results for the second quarter and first half of 2016 for the Retail Banking segment included a decline in the acquisition accounting adjustments recorded in connection with the 2013 acquisition of CVB. The net accretion attributable to these adjustments recognized in the second quarter and first half of 2016 was \$294,000 and \$505,000, net of taxes, respectively, compared to \$354,000 and \$841,000, net of taxes for the second quarter and first half of 2015, respectively.

C&F Bank's total nonperforming assets were \$6.1 million at June 30, 2016, compared to \$7.1 million at December 31, 2015. Nonperforming assets at June 30, 2016 included \$5.6 million in nonaccrual loans, compared to \$6.2 million at December 31, 2015, and \$579,000 in OREO, compared to \$942,000 at December 31, 2015. The decrease in nonaccrual loans during the first half of 2016 was primarily due to loan payoffs. The OREO decrease during the first half of 2016 was primarily due to the sale of several OREO properties.

Mortgage Banking: The Mortgage Banking segment reported net income of \$650,000 for the second quarter of 2016, compared to net income of \$262,000 for the second quarter of 2015. For the first half of 2016, the Mortgage Banking segment reported net income of \$972,000, compared to net income of \$309,000 for the first half of 2015. The

improvement in net income of the Mortgage Banking segment resulted from an increase in the mortgage loan pipeline and mortgage loans closed and sold during the second quarter and first half of 2016, compared to the same periods in 2015. Loan volume increased as a result of favorable interest rate fluctuations in the 10-year Treasury rate, which resulted in higher gains on sales of loans and higher ancillary loan origination fees. These increases were partially offset by increases in both fixed and income-based employee compensation expense, as well as loan production expenses. Loan origination volume for the second quarter of 2016 increased to \$176.1 million from \$161.4 million in the second quarter of 2015 and increased to \$280.0 million for the first half of 2016 from \$277.4 million for the first half of 2015. The amount of loan originations during the second quarter of 2016 for refinancings and home purchases were \$28.2 million and \$147.9 million, respectively, compared to \$30.6 million and \$130.8 million, respectively, for the second quarter of 2015. The amount of loan originations during the first half of 2016 for refinancings and home purchases were \$53.2 million and \$226.8 million, respectively, compared to \$67.7 million and \$209.6 million, respectively, for the first half of 2015.

Increasing future profitability at the Mortgage Banking segment is dependent on growth in loan originations due to the fixed costs of maintaining the personnel, compliance and technology infrastructure required to support mortgage banking activities.

Consumer Finance: The Consumer Finance segment reported net income of \$1.7 million for the second quarter of 2016, compared to net income of \$2.5 million for the second quarter of 2015. For the first half of 2016, the Consumer Finance segment reported net income of \$2.8 million compared to net income of \$4.2 million for the first half of 2015. The declines

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in net income for the second quarter and first half of 2016, compared to the same periods in 2015, were due to increases of \$1.5 million and \$2.6 million, respectively, in the segment's provision for loan losses, which are attributable to higher charge-offs and loan growth. Partially offsetting the effect of the higher provisions for loan losses were the effects on net interest income of the \$15.7 million and \$12.7 million increases in average loans for the second quarter and first half of 2016, respectively. The increases in average loans were attributable to the purchase of a consumer finance loan portfolio at the end of the second quarter of 2015, along with organic loan growth during the first half of 2016. During the first half of 2016, the Consumer Finance segment implemented a scorecard system that improved underwriting and pricing efficiencies, which, along with personnel additions in certain major markets, led to an increase in loan originations during 2016.

The results of the Consumer Finance segment included a \$3.6 million and an \$8.2 million provision for loan losses for the second quarter and first half of 2016, respectively, compared to \$2.1 million and \$5.6 million for the second quarter and first half of 2015, respectively. The annualized net charge-off ratio for the first half of 2016 was 4.88 percent, compared to 4.22 percent for the first half of 2015. Loan charge-offs increased for the second quarter and first half of 2016 due to (1) net charge-offs related to the bulk purchase of consumer finance loans during the second quarter of 2015, which had the effect of increasing the net charge-off ratio 45 basis points for the first half of 2016 and (2) economic and competitive factors affecting the non-prime consumer finance customers. The allowance for loan losses to total loans increased to 8.35 percent at June 30, 2016, compared to 8.21 percent at December 31, 2015. Management believes that the current allowance for loan losses is adequate to absorb probable losses inherent in the consumer finance loan portfolio. If factors influencing the Consumer Finance segment result in a higher net charge-off ratio in the future, or if the Consumer Finance segment continues to grow its loan portfolio, C&F Finance may need to increase the level of its allowance for loan losses, which could negatively affect future earnings.

Capital Management. Total shareholders' equity was \$137.7 million at June 30, 2016, compared to \$131.1 million at December 31, 2015. Capital growth resulted from earnings for the first half of 2016 and an increase in unrealized holding gains on securities available for sale, which is a component of accumulated other comprehensive income. The increases were offset in part by dividends declared of 32 cents and 64 cents per share during the second quarter and first half of 2016, respectively. The second quarter dividend was paid on July 1, 2016 and equated to a payout ratio of 23.4 percent of second quarter income. The dividend payout ratio was 30.8 percent for the first half of 2016. Also, during the second quarter of 2016, the Board of Directors of the Corporation reauthorized the Corporation's share repurchase program (the Repurchase Program) to purchase up to \$5 million of the Corporation's common stock through May 2017. For more information about the Repurchase Program, see Part II, Item 2 "Unregistered Sales of Equity Securities and Use of Proceeds" under the heading "Issuer Purchases of Equity Securities" in this Quarterly Report on Form 10-Q.

During the second quarter of 2016, the Corporation qualified for inclusion in the Russell 2000® Index, which serves as a benchmark for small-cap stocks in the United States. Management believes that inclusion in the Russell 2000® has the potential to raise the Corporation's profile and generate greater interest in the Corporation's stock at an institutional investor level.

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RESULTS OF OPERATIONS

The following table presents the average balance sheets, the amounts of interest earned on earning assets, with related yields, and interest expense on interest-bearing liabilities, with related rates, for the three and six months ended June 30, 2016 and 2015. Loans include loans held for sale. Loans placed on nonaccrual status are included in the balances and are included in the computation of yields, but had no material effect. Accretion and amortization of fair value purchase adjustments are included in the computation of yields on loans and investments and on the cost of deposits and borrowings acquired in connection with the purchase of CVB. The CVB accretion contributed approximately 24 basis points to the yield on loans and 18 basis points to the yield on interest earning assets and the net interest margin for the second quarter of 2016 compared to approximately 27 basis points to the yield on loans and 19 basis points to the yield on interest earning assets and the net interest margin for the second quarter of 2015. The CVB accretion contributed approximately 22 basis points to the yield on loans and 16 basis points to the yield on interest earning assets and the net interest margin for the first six months of 2016 compared to approximately 29 basis points to the yield on loans and 20 basis points to the yield on interest earning assets and the net interest margin for the first six months of 2015. Interest on tax-exempt loans and securities is presented on a taxable-equivalent basis (which converts the income on loans and investments for which no income taxes are paid to the equivalent yield as if income taxes were paid using the federal corporate income tax rate of 34 percent).

TABLE 1: Average Balances, Income and Expense, Yields and Rates

(Dollars in thousands)	Three Months Ended June 30, 2016			2015		
	Average Balance	Income/ Expense	Yield/ Rate	Average Balance	Income/ Expense	Yield/ Rate
Assets						
Securities:						
Taxable	\$ 99,096	\$ 570	2.30 %	\$ 97,776	\$ 614	2.51 %
Tax-exempt	111,514	1,447	5.19	117,868	1,586	5.38
Total securities	210,610	2,017	3.83	215,644	2,200	4.08
Total loans	973,355	20,659	8.54	905,722	19,622	8.69
Interest-bearing deposits in other banks	119,699	143	0.48	142,247	86	0.24
Total earning assets	1,303,664	22,819	7.04	1,263,613	21,908	6.95
Allowance for loan losses	(35,904)			(35,423)		
Total non-earning assets	133,222			133,231		
Total assets	\$ 1,400,981			\$ 1,361,421		
Liabilities and Shareholders' Equity						
Time and savings deposits:						

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Interest-bearing demand deposits	\$ 211,081	\$ 107	0.20	%	\$ 203,794	\$ 115	0.23	%
Money market deposit accounts	211,336	139	0.26		202,322	139	0.28	
Savings accounts	103,846	21	0.08		100,208	20	0.08	
Certificates of deposit, \$100 or more	137,923	357	1.04		141,070	328	0.93	
Other certificates of deposit	197,046	445	0.91		213,164	462	0.87	
Total time and savings deposits	861,233	1,069	0.50		860,558	1,064	0.50	
Borrowings	172,103	1,149	2.64		169,055	1,112	2.60	
Total interest-bearing liabilities	1,033,336	2,218	0.86		1,029,613	2,176	0.84	
Demand deposits	210,368				184,909			
Other liabilities	22,850				21,850			
Total liabilities	1,266,554				1,236,372			
Shareholders' equity	134,427				125,049			
Total liabilities and shareholders' equity	\$ 1,400,981				\$ 1,361,421			
Net interest income		\$ 20,601				\$ 19,732		
Interest rate spread			6.18	%			6.11	%
Interest expense to average earning assets (annualized)			0.68	%			0.69	%
Net interest margin (annualized)			6.36	%			6.27	%

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(Dollars in thousands)	Six Months Ended June 30, 2016				2015			
	Average Balance	Income/ Expense	Yield/ Rate		Average Balance	Income/ Expense	Yield/ Rate	
Assets								
Securities:								
Taxable	\$ 100,673	\$ 1,172	2.33	%	\$ 97,564	\$ 1,220	2.50	%
Tax-exempt	112,110	2,932	5.23		118,103	3,219	5.45	
Total securities	212,783	4,104	3.86		215,667	4,439	4.12	
Total loans	957,749	40,889	8.59		886,539	38,649	8.79	
Interest-bearing deposits in other banks	129,868	320	0.50		153,813	186	0.24	
Total earning assets	1,300,400	45,313	7.00		1,256,019	43,274	6.94	
Allowance for loan losses	(35,694)				(35,504)			
Total non-earning assets	134,513				132,125			
Total assets	\$ 1,399,219				\$ 1,352,640			
Liabilities and Shareholders'								
Equity								
Time and savings deposits:								
Interest-bearing demand deposits	\$ 215,094	\$ 237	0.22	%	\$ 204,352	\$ 238	0.23	%
Money market deposit accounts	210,759	281	0.27		199,541	272	0.27	
Savings accounts	102,462	41	0.08		98,973	39	0.08	
Certificates of deposit, \$100 or more	138,196	715	1.04		143,291	582	0.94	
Other certificates of deposit	198,053	896	0.91		215,183	889	0.91	
Total time and savings deposits	864,564	2,170	0.50		861,340	2,020	0.51	
Borrowings	173,833	2,310	2.63		167,578	2,187	2.60	
Total interest-bearing liabilities	1,038,397	4,480	0.86		1,028,918	4,207	0.85	
Demand deposits	204,396				178,224			
Other liabilities	23,049				20,917			
Total liabilities	1,265,842				1,228,059			

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Shareholders' equity	133,377			124,581		
Total liabilities and shareholders' equity	\$ 1,399,219			\$ 1,352,640		
Net interest income		\$ 40,833			\$ 39,067	
Interest rate spread			6.14 %			6.09 %
Interest expense to average earning assets			0.69 %			0.70 %
Net interest margin			6.32 %			6.25 %

Interest income and expense are affected by fluctuations in interest rates, by changes in the volume of earning assets and interest-bearing liabilities, and by the interaction of rate and volume factors. The following table presents the direct causes of the period-to-period changes in the components of net interest income on a taxable-equivalent basis. The Corporation calculates the rate and volume variances using a formula prescribed by the SEC. Rate/volume variances, the third element in the calculation, are not shown separately in the table, but are allocated to the rate and volume variances in proportion to the relationship of the absolute dollar amounts of the change in each. Loans include both nonaccrual loans and loans held for sale.

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TABLE 2: Rate-Volume Recap

(Dollars in thousands)	Three Months Ended June 30, 2016 from 2015		
	Increase (Decrease) Due to		Total Increase (Decrease)
	Rate	Volume	
Interest income:			
Loans	\$ (2,045)	\$ 3,082	\$ 1,037
Securities:			
Taxable	(94)	50	(44)
Tax-exempt	(55)	(84)	(139)
Interest-bearing deposits in other banks	143	(86)	57
Total interest income	(2,051)	2,962	911
Interest expense:			
Time and savings deposits:			
Interest-bearing demand deposits	(30)	22	(8)
Money market deposit accounts	(23)	23	0
Savings accounts	0	1	1
Certificates of deposit, \$100 or more	75	(46)	29
Other certificates of deposit	98	(115)	(17)
Total time and savings deposits	120	(115)	5
Borrowings	16	21	37
Total interest expense	136	(94)	42
Change in net interest income	\$ (2,187)	\$ 3,056	\$ 869

(Dollars in thousands)	Six Months Ended June 30, 2016 from 2015		
	Increase (Decrease) Due to		Total Increase (Decrease)
	Rate	Volume	
Interest income:			
Loans	\$ (2,264)	\$ 4,504	\$ 2,240
Securities:			
Taxable	(140)	92	(48)
Tax-exempt	(128)	(159)	(287)
Interest-bearing deposits in other banks	218	(84)	134
Total interest income	(2,314)	4,353	2,039
Interest expense:			
Time and savings deposits:			
Interest-bearing demand deposits	(26)	25	(1)
Money market deposit accounts	(17)	26	9

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Savings accounts	0	2	2
Certificates of deposit, \$100 or more	165	(32)	133
Other certificates of deposit	23	(16)	7
Total time and savings deposits	145	5	150
Borrowings	13	110	123
Total interest expense	158	115	273
Change in net interest income	\$ (2,472)	\$ 4,238	\$ 1,766

Net interest income, on a taxable-equivalent basis, for the three months ended June 30, 2016 was \$20.6 million, compared to \$19.7 million for the three months ended June 30, 2015. Net interest income, on a taxable-equivalent basis, for the first half of 2016 was \$40.8 million, compared to \$39.1 million for the first half of 2015. Annualized net interest margin increased 9 basis points to 6.36 percent for the second quarter of 2016 relative to the same period for 2015, and increased 7 basis points to 6.32 percent for the first half of 2016, relative to the same period for 2015. The increase in net interest

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margin during the second quarter and first half of 2016 was a result of (1) growth in earning assets accompanied by a shift in the composition of earning assets, as average loans increased \$67.6 million and \$71.2 million, for the second quarter and first half of 2016, respectively, as compared to the same periods in 2015, and interest-bearing deposits in other banks decreased \$22.5 million and \$23.9 million, for the second quarter and first half of 2016, as compared to the same periods in 2015, and (2) the increase in yield on interest bearing deposits in other banks. These increases were partially offset by a decrease in the yield on the investment and loan portfolios and an increase in the cost of total interest-bearing liabilities. Net interest income was also affected during the second quarter and first half of 2016 by a decline in the fair value accounting adjustments related to the 2013 acquisition of CVB, as discussed above.

Average loans, which includes both loans held for investment and loans held for sale, increased \$67.6 million to \$973.4 million for the second quarter of 2016 compared to the same period of 2015. Average loans increased \$71.2 million to \$957.7 million for the first half of 2016 compared to the same period of 2015. Average loans held for investment for the Retail Banking segment increased \$65.0 million, or 11.3 percent, for the second quarter of 2016 and \$65.2 million, or 11.5 percent, for the first half of 2016, compared to the same periods in 2015. Average loans at the Retail Banking segment increased for the first half of 2016 due to a new lending team in the Peninsula region and strengthening of the Richmond lending team. Average loans held for investment at the Consumer Finance segment increased \$15.7 million, or 5.6 percent, for the first quarter of 2016 and increased \$12.7 million, or 4.5 percent, for the first half of 2016, compared to the same periods of 2015, which was due primarily to the purchase of a consumer finance portfolio in the second quarter of 2015, along with organic loan growth during the first half of 2016.

The overall yield on average loans decreased 15 basis points to 8.54 percent for the second quarter of 2016 and decreased 20 basis points to 8.59 percent for the first half of 2016, compared to the same periods of 2015. The decrease in the average loan yield was due to (1) loan growth at the Retail Banking segment, which has a lower average yield, outpacing higher yielding loan growth at the Consumer Finance segment, (2) the decline in the accretion related to the acquisition accounting adjustment to CVB's loan portfolio, and (3) the decline in the average yield at the Retail Banking and Consumer Finance segment. The Bank's average yields have declined due to the effects of the low interest rate and competitive environment on new originations and renewals. The Consumer Finance yield has been affected by continued competitive pressure during the first half of 2016.

Average securities available for sale decreased \$5.0 million and \$2.9 million for the second quarter and first half of 2016, compared to the same periods of 2015, as a result of securities calls. The average yield on the securities portfolio decreased 25 basis points and 26 basis points for the second quarter and first half of 2016, respectively, compared to the same periods of 2015 due to (1) the purchase of lower-yielding, shorter-term securities, to replace calls and maturities of longer-term, higher yielding securities and (2) the current interest rate environment. The Corporation has shortened the security portfolio's duration by investing in lower-yielding, shorter-term securities, including mortgage-backed securities, in order to mitigate interest-rate risk in a potential future rising interest rate environment.

Average interest-bearing deposits in other banks decreased \$22.5 million and \$23.9 million for the second quarter and first half of 2016, respectively, compared to the same periods of 2015. These decreases occurred as the Corporation used these deposits to partially fund loan growth at all three business segments during the second quarter and first six months of 2016. The average yield on these overnight funds increased 24 basis points and 26 basis points for the second quarter and first half of 2016, respectively, compared to the same periods in 2015, due to the Federal Reserve Bank's increase in the interest rate on excess reserve balances from 0.25 percent to 0.50 percent in December 2015.

Average interest-bearing time and savings deposits increased \$675,000 and \$3.2 million for the second quarter and first half of 2016, respectively, compared to the same periods in 2015 and the average cost of interest-bearing deposits remained almost level during the comparative periods. The increase in the cost of jumbo certificates of deposit for the second quarter and first six months of 2016, compared to the same periods of 2015, was due to the accretion in 2015 of the CVB acquisition accounting adjustment, which lowered the cost of jumbo certificates of deposit. This acquisition adjustment was fully accreted in the second quarter of 2015 and had no effect on the average cost of interest-bearing deposits during 2016.

Average borrowings increased \$3.0 million and \$6.3 million for the second quarter and first half of 2016, respectively, compared to the same periods of 2015. The increase resulted from borrowings related to the purchase of a consumer finance loan portfolio at the end of the second quarter of 2015. The average cost of borrowings increased 4 basis points and 3 basis points during the second quarter and first half of 2016, respectively, as compared to the same periods of 2015, as a result

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of increases in one-month LIBOR to which variable rate borrowing is indexed, offset in part by the maturity during the third quarter of 2015 of higher interest rate FHLB advances, which were replaced with lower rate FHLB advances.

Noninterest Income

TABLE 3: Noninterest Income

(Dollars in thousands)	Three Months Ended June 30, 2016				Total
	Retail Banking	Mortgage Banking	Consumer Finance	Other and Eliminations	
Gains on sales of loans	\$ —	\$ 2,552	\$ —	\$ —	\$ 2,552
Service charges on deposit accounts	1,041	—	—	—	1,041
Other service charges and fees	1,530	830	3	—	2,363
Net gains on calls and sales of available for sale securities	44	—	—	—	44
Investment services income	—	—	—	315	315
BOLI income	581	—	—	—	581
Swap fee income	245	—	—	—	245
Other income	253	111	191	27	582
Total noninterest income	\$ 3,694	\$ 3,493	\$ 194	\$ 342	\$ 7,723

(Dollars in thousands)	Three Months Ended June 30, 2015				Total
	Retail Banking	Mortgage Banking	Consumer Finance	Other and Eliminations	
Gains on sales of loans	\$ —	\$ 2,002	\$ —	\$ —	\$ 2,002
Service charges on deposit accounts	1,076	—	—	—	1,076
Other service charges and fees	1,096	660	3	—	1,759
Net gains on calls and sales of available for sale securities	2	—	—	—	2
Investment services income	—	—	—	328	328
BOLI income	87	—	—	—	87
Other income	10	2	224	25	261
Total noninterest income	\$ 2,271	\$ 2,664	\$ 227	\$ 353	\$ 5,515

(Dollars in thousands)	Six Months Ended June 30, 2016				Total
	Retail Banking	Mortgage Banking	Consumer Finance	Other and Eliminations	
Gains on sales of loans	\$ —	\$ 4,282	\$ —	\$ —	\$ 4,282
Service charges on deposit accounts	2,004	—	—	—	2,004
Other service charges and fees	2,581	1,460	6	—	4,047
Net gains on calls and sales of available for sale securities	45	—	—	—	45
Investment services income	—	—	—	591	591
BOLI income	667	—	—	—	667
Swap fee income	245	—	—	—	245
Other income	314	224	420	47	1,005
Total noninterest income	\$ 5,856	\$ 5,966	\$ 426	\$ 638	\$ 12,886

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(Dollars in thousands)	Six Months Ended June 30, 2015				Total
	Retail Banking	Mortgage Banking	Consumer Finance	Other and Eliminations	
Gains on sales of loans	\$ —	\$ 3,647	\$ —	\$ —	\$ 3,647
Service charges on deposit accounts	2,091	—	—	—	2,091
Other service charges and fees	2,041	1,153	6	—	3,200
Net gains on calls and sales of available for sale securities	3	—	—	—	3
Investment services income	—	—	—	705	705
BOLI income	175	—	—	—	175
Other income	142	105	508	40	795
Total noninterest income	\$ 4,452	\$ 4,905	\$ 514	\$ 745	\$ 10,616

Total noninterest income increased \$2.2 million, or 40.0 percent, in the second quarter of 2016 and increased \$2.3 million, or 21.4 percent in the first half of 2016, compared to the same periods in 2015. The increase in total noninterest income was due to (1) an increase in gains on sales of loans and ancillary loan origination fees at the Mortgage Banking segment, (2) an increase in branch fee income and check card interchange income at the Retail Banking segment, (3) one-time revenue items associated with a contract amendment for the Bank's debit card program, the Bank's BOLI program, and a gain on the sale of a Bank-owned property, and (4) fees collected at the Retail Banking segment on loans closed under a new loan interest rate swap program implemented during the second quarter of 2016. These increases were partially offset by declines in (1) overdraft charges at the Retail Banking segment for the first six months of 2016, compared to the same period in 2015, (2) net fees collected at the Consumer Finance segment for loan payments made via credit card, and (3) investment services income attributed to C&F Wealth Management due to stock market volatility in the first half of 2016.

Noninterest Expense

TABLE 4: Noninterest Expense

(Dollars in thousands)	Three Months Ended June 30, 2016				Total
	Retail Banking	Mortgage Banking	Consumer Finance	Other and Eliminations	
Salaries and employee benefits	\$ 6,143	\$ 1,499	\$ 2,532	\$ 348	\$ 10,522
Occupancy expense	1,693	454	216	2	2,365

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Other expenses	2,684	735	1,163	178	4,760
Total noninterest expense	\$ 10,520	\$ 2,688	\$ 3,911	\$ 528	\$ 17,647

Three Months Ended June 30, 2015

(Dollars in thousands)	Retail Banking	Mortgage Banking	Consumer Finance	Other and Eliminations	Total
Salaries and employee benefits	\$ 5,754	\$ 1,462	\$ 2,352	\$ 370	\$ 9,938
Occupancy expense	1,554	486	176	4	2,220
Other expenses	2,656	648	1,028	164	4,496
Total noninterest expense	\$ 9,964	\$ 2,596	\$ 3,556	\$ 538	\$ 16,654

Six Months Ended June 30, 2016

(Dollars in thousands)	Retail Banking	Mortgage Banking	Consumer Finance	Other and Eliminations	Total
Salaries and employee benefits	\$ 12,151	\$ 2,683	\$ 5,159	\$ 700	\$ 20,693
Occupancy expense	3,420	867	409	3	4,699
Other expenses	5,389	1,323	2,298	335	9,345
Total noninterest expense	\$ 20,960	\$ 4,873	\$ 7,866	\$ 1,038	\$ 34,737

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(Dollars in thousands)	Six Months Ended June 30, 2015				Total
	Retail Banking	Mortgage Banking	Consumer Finance	Other and Eliminations	
Salaries and employee benefits	\$ 11,691	\$ 2,851	\$ 4,791	\$ 769	\$ 20,102
Occupancy expense	3,118	913	343	6	4,380
Other expenses	5,348	1,225	2,041	308	8,922
Total noninterest expense	\$ 20,157	\$ 4,989	\$ 7,175	\$ 1,083	\$ 33,404

Total noninterest expenses increased \$993,000, or 6.0 percent, in the second quarter 2016 and increased \$1.3 million, or 4.0 percent in the first half of 2016, compared to the same periods in 2015. The increase in noninterest expenses resulted primarily from increased personnel costs at the Consumer Finance segment due to staffing increases related to servicing the loan portfolio purchased in the second quarter of 2015 and increased personnel cost at the Retail Banking segment primarily due to an increase in salary and benefit cost. Occupancy expense at Retail Banking segment increased due to expenses associated with strengthening the Bank's technology infrastructure. Occupancy and general operating expenses at the Consumer Finance segment increased due to higher (1) rent expense for each location, (2) collection, recovery and repossession expenses, and (3) processing expenses associated with an increase in loan applications.

Income Taxes

Income tax expense for the second quarter of 2016 was \$1.8 million resulting in an effective tax rate of 27.7 percent, compared with \$1.8 million, or 30.3 percent, for the second quarter of 2015. Income tax expense for the first half of 2016 was \$2.6 million resulting in an effective tax rate of 26.4 percent, compared with \$2.7 million, or 28.9 percent, for the first half of 2015. The decline in the effective tax rate in the second quarter and first half of 2016, compared to the same periods of 2015, resulted from higher earnings at the Retail Banking segment, which is not subject to state income taxes, coupled with higher tax credits and lower amortization associated with its investment in qualified affordable housing projects and one-time tax-free proceeds associated with the Retail Banking segment's BOLI program.

ASSET QUALITY

Allowance for Loan Losses

The allowance for loan losses represents an amount that, in management's judgment, will be adequate to absorb probable losses inherent in the loan portfolio. The provision for loan losses increases the allowance, and loans charged off, net of recoveries, reduce the allowance. Table 5 summarizes the allowance activity for the periods indicated:

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TABLE 5: Allowance for Loan Losses

(Dollars in thousands)	Three Months Ended June 30,			
	2016	2015		
Allowance, beginning of period	\$ 35,838	\$ 35,697		
Provision for loan losses:				
Retail Banking segment	—	—		
Mortgage Banking segment	—	15		
Consumer Finance segment	3,600	2,140		
Total provision for loan losses	3,600	2,155		
Loans charged off:				
Real estate—residential mortgage	(80)	(56)		
Real estate—construction ¹	—	—		
Commercial, financial and agricultural ²	—	(9)		
Equity lines	—	—		
Consumer	(60)	(55)		
Consumer finance	(3,603)	(3,433)		
Total loans charged off	(3,743)	(3,553)		
Recoveries of loans previously charged off:				
Real estate—residential mortgage	18	49		
Real estate—construction ¹	—	—		
Commercial, financial and agricultural ²	23	9		
Equity lines	—	—		
Consumer	37	125		
Consumer finance	961	1,089		
Total recoveries	1,039	1,272		
Net loans charged off	(2,704)	(2,281)		
Allowance, end of period	\$ 36,734	\$ 35,571		
Ratio of annualized net charge-offs to average total loans outstanding during period for Retail Banking	0.04	%	(0.04)	%
Ratio of annualized net charge-offs to average total loans outstanding during period for Consumer Finance ³	3.60	%	3.37	%

(Dollars in thousands)	Six Months Ended June 30,	
	2016	2015
Allowance, beginning of period	\$ 35,569	\$ 35,606
Provision for loan losses:		
Retail Banking segment	—	—
Mortgage Banking segment	—	30
Consumer Finance segment	8,200	5,640

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Total provision for loan losses	8,200	5,670
Loans charged off:		
Real estate—residential mortgage	(80)	(76)
Real estate—construction ¹	—	—
Commercial, financial and agricultural ²	(35)	(22)
Equity lines	(55)	—
Consumer	(131)	(114)
Consumer finance	(9,204)	(8,123)
Total loans charged off	(9,505)	(8,335)
Recoveries of loans previously charged off:		
Real estate—residential mortgage	44	211
Real estate—construction ¹	—	—
Commercial, financial and agricultural ²	183	17
Equity lines	—	—

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Consumer	164	166
Consumer finance	2,079	2,236
Total recoveries	2,470	2,630
Net loans charged off	(7,035)	(5,705)
Allowance, end of period	\$ 36,734	\$ 35,571
Ratio of annualized net (recoveries) charge-offs to average total loans outstanding during period for Retail Banking	(0.03) %	(0.06) %
Ratio of annualized net charge-offs to average total loans outstanding during period for Consumer Finance ³	4.88 %	4.22 %

¹Includes the Corporation's real estate construction lending and consumer real estate lot lending.

²Includes the Corporation's commercial real estate lending, land acquisition and development lending, builder line lending and commercial business lending.

³The consumer finance loan portfolio purchased during the second quarter of 2015 had the effect of increasing the annualized net charge-off ratio by 35 basis points and 45 basis points for the three and six months ended June 30, 2016.

Table 6 presents the allocation of the allowance for loan losses at June 30, 2016 and December 31, 2015.

TABLE 6: Allocation of Allowance for Loan Losses

(Dollars in thousands)	June 30, 2016	December 31, 2015
Allocation of allowance for loan losses:		
Real estate—residential mortgage	\$ 2,333	\$ 2,471
Real estate—construction ¹	386	94
Commercial, financial and agricultural ²	7,595	7,755
Equity lines	1,043	1,052
Consumer	348	243
Consumer finance	25,029	23,954
Total allowance for loan losses	\$ 36,734	\$ 35,569
Ratio of loans to total period-end loans:		
Real estate—residential mortgage	20 %	21 %
Real estate—construction ¹	4	1

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Commercial, financial and agricultural 2	39		39	
Equity lines	5		6	
Consumer	1		1	
Consumer finance	31		32	
	100	%	100	%

¹ Includes the Corporation's real estate construction lending and consumer real estate lot lending.

² Includes the Corporation's commercial real estate lending, land acquisition and development lending, builder line lending and commercial business lending.

Credit Quality

Loans by credit quality indicators are presented in Table 7 below. The characteristics of these loan ratings are as follows:

- Pass rated loans are to persons or business entities with an acceptable financial condition, appropriate collateral margins, appropriate cash flow to service the existing loan, and an appropriate leverage ratio. The

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borrower has paid all obligations as agreed and it is expected that this type of payment history will continue. When necessary, acceptable personal guarantors support the loan.

- Special mention loans have a specific, identified weakness in the borrower's operations and in the borrower's ability to generate positive cash flow on a sustained basis. The borrower's recent payment history is characterized by late payments. The Corporation's risk exposure is mitigated by collateral supporting the loan. The collateral is considered to be well-margined, well maintained, accessible and readily marketable.
- Substandard loans are considered to have specific and well-defined weaknesses that jeopardize the viability of the Corporation's credit extension. The payment history for the loan has been inconsistent and the expected or projected primary repayment source may be inadequate to service the loan. The estimated net liquidation value of the collateral pledged and/or ability of the personal guarantor(s) to pay the loan may not adequately protect the Corporation. There is a distinct possibility that the Corporation will sustain some loss if the deficiencies associated with the loan are not corrected in the near term. A substandard loan would not automatically meet the Corporation's definition of impaired unless the loan is significantly past due and the borrower's performance and financial condition provide evidence that it is probable that the Corporation will be unable to collect all amounts due.
- Substandard nonaccrual loans have the same characteristics as substandard loans; however, they have a nonaccrual classification because it is probable that the Corporation will not be able to collect all amounts due. All substandard commercial, construction and residential loans in excess of \$500,000 and all trouble debt restructurings are individually evaluated for impairment.
- Doubtful loans have all the weaknesses inherent in a loan that is classified substandard but with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable. The possibility of loss is extremely high.
- Loss loans are not considered collectible under normal circumstances and there is no realistic expectation for any future payment on the loan. Loss rated loans are fully charged off.

TABLE 7: Credit Quality Indicators

Loans by credit quality indicators as of June 30, 2016 were as follows:

(Dollars in thousands)	Pass	Special Mention	Substandard	Substandard Nonaccrual	Total1
Real estate – residential mortgage	\$ 180,492	\$ 1,649	\$ 2,772	\$ 1,975	\$ 186,888
Real estate – construction 2	36,584	—	96	—	36,680
Commercial, financial and agricultural 3	343,182	7,533	25,661	2,552	378,928

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Equity lines	48,440	641	174	779	50,034
Consumer	8,498	27	204	295	9,024
	\$ 617,196	\$ 9,850	\$ 28,907	\$ 5,601	\$ 661,554

(Dollars in thousands)	Performing	Non-Performing	Total
Consumer finance	\$ 299,373	\$ 257	\$ 299,630

¹ At June 30, 2016, the Corporation did not have any loans classified as Doubtful or Loss.

² Includes the Corporation's real estate construction lending and consumer real estate lot lending.

³ Includes the Corporation's commercial real estate lending, land acquisition and development lending, builder line lending and commercial business lending.

Included in the table above are loans purchased in connection with the 2013 acquisition of CVB of \$61.7 million pass rated, \$5.0 million special mention, \$5.2 million substandard and \$207,000 substandard nonaccrual.

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Loans by credit quality indicators as of December 31, 2015 were as follows:

(Dollars in thousands)	Pass	Special Mention	Substandard	Substandard Nonaccrual	Total
Real estate – residential mortgage	\$ 181,107	\$ 1,276	\$ 2,083	\$ 2,297	\$ 186,763
Real estate – construction ²	7,687	72	—	—	7,759
Commercial, financial and agricultural ³	317,720	9,080	26,302	2,960	356,062
Equity lines	48,392	617	221	881	50,111
Consumer	8,760	116	116	19	9,011
	\$ 563,666	\$ 11,161	\$ 28,722	\$ 6,157	\$ 609,706

(Dollars in thousands)	Performing	Non- Performing	Total
Consumer finance	\$ 290,925	\$ 830	\$ 291,755

¹ At December 31, 2015, the Corporation did not have any loans classified as Doubtful or Loss.

² Includes the Corporation's real estate construction lending and consumer real estate lot lending.

³ Includes the Corporation's commercial real estate lending, land acquisition and development lending, builder line lending and commercial business lending.

Included in the table above are loans purchased in connection with the 2013 acquisition of CVB of \$71.1 million pass rated, \$4.1 million special mention, \$5.2 million substandard and \$542,000 substandard nonaccrual.

The Retail Banking segment's allowance for loan losses as of June 30, 2016 increased \$90,000 since December 31, 2015 as a result of net recoveries during the first six months of 2016. There was no provision for loan losses at the Retail Banking segment during the first six months of 2016 because of a decline in historical losses and the overall improvement in the credit quality of the loan portfolio. The ratio of the allowance for loan losses to total loans, excluding purchased credit impaired loans, declined to 1.72 percent at June 30, 2016, compared to 1.86 percent at December 31, 2015, because of loan growth during the first six months of 2016. We believe that the current level of the allowance for loan losses at C&F Bank is adequate to absorb probable losses inherent in the loan portfolio, based on the relevant history of charge-offs and recoveries, current economic conditions, overall portfolio quality and review

of specifically criticized loans. If loan concentrations within the Bank's loan portfolio result in higher credit risk or if economic conditions deteriorate in future periods, a higher level of nonperforming loans may be experienced, which may then require a higher provision for loan losses.

The Consumer Finance segment's allowance for loan losses increased \$1.0 million to \$25.0 million at June 30, 2016 from \$24.0 million at December 31, 2015, and the Consumer Finance segment's provision for loan losses increased \$2.6 million for the first six months of 2016, compared to the same period in 2015. The higher provision resulted from an increase in charge-offs and loan growth during the first half of 2016, compared to the first half of 2015. The allowance for loan losses as a percentage of loans increased to 8.35 percent at June 30, 2016, compared to 8.21 percent at December 31, 2015. While charge-offs increased during 2016, we believe that the current level of the allowance for loan losses at the Consumer Finance segment is adequate to absorb probable losses inherent in the loan portfolio. At June 30, 2016, total delinquent loans as a percentage of total loans declined to 4.51 percent from 6.22 percent at December 31, 2015 and increased from 4.40 percent at June 30, 2015. At June 30, 2016, repossessed assets totaled \$2.5 million, compared to \$2.1 million at December 31, 2015, and \$1.8 million at June 30, 2015. If factors influencing the Consumer Finance segment result in higher net charge-off ratios in future periods, the Consumer Finance segment may need to recognize higher provisions for loan losses to increase the level of its allowance for loan losses, which could negatively affect future earnings of the Consumer Finance segment.

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Nonperforming Assets

Table 8 summarizes nonperforming assets at June 30, 2016 and December 31, 2015.

TABLE 8: Nonperforming Assets

Retail Banking Segment

(Dollars in thousands)	June 30, 2016	December 31, 2015		
Loans, excluding purchased loans	\$ 586,052	\$ 525,283		
Purchased performing loans ¹	59,620	67,022		
Purchased credit impaired loans ¹	12,437	13,908		
Total loans	\$ 658,109	\$ 606,213		
Nonaccrual loans ²	\$ 5,350	\$ 5,615		
Purchased performing-nonaccrual loans ³	210	542		
Total nonaccrual loans	5,560	6,157		
OREO ⁴	579	942		
Total nonperforming assets ⁵	\$ 6,139	\$ 7,099		
Accruing loans past due for 90 days or more ⁶	\$ 209	\$ 761		
Troubled debt restructurings (TDRs) ²	\$ 5,408	\$ 5,080		
Purchased performing TDRs ⁷	\$ 858	\$ 264		
Allowance for loan losses (ALL)	\$ 11,107	\$ 11,017		
Nonperforming assets to total loans and OREO	0.93	%	1.17	%
ALL to total loans, excluding purchased credit impaired loans ⁸	1.72		1.86	
ALL to total nonaccrual loans	199.77		178.93	

¹ The loans acquired from CVB are tracked in two separate categories - "purchased performing" and "purchased credit impaired." The fair value adjustments for the purchased performing loans are (1) \$768,000 at June 30, 2016 and \$932,000 at December 31, 2015 for interest and (2) \$2.6 million at June 30, 2016 and \$3.0 million at December 31, 2015 for credit. The fair value adjustments for the purchased credit impaired loans are (1) \$4.3 million at June 30, 2016 and \$4.0 million at December 31, 2015 for interest and (2) \$7.0 million at June 30, 2016 and \$7.8 million at December 31, 2015 for credit.

Nonaccrual loans include nonaccrual TDRs of \$2.6 million at June 30, 2016 and \$2.5 million at December 31, 2015.

- ³ Purchased performing-nonaccrual loans are presented net of fair value interest and credit marks totaling \$137,000 at June 30, 2016 and \$247,000 at December 31, 2015.
- ⁴ OREO is recorded at its estimated fair value less cost to sell.
- ⁵ As required by acquisition accounting, purchased credit impaired loans that were considered nonaccrual and TDRs prior to the acquisition lose these designations and are not included in post-acquisition nonperforming assets as presented in this table.
- ⁶ Accruing loans past due for 90 days or more include purchased credit impaired loans of \$196,000 as of June 30, 2016 and \$172,000 as of December 31, 2015.
- ⁷ Purchased performing TDRs are accruing and are presented net of fair value interest and credit marks totaling \$13,000 at June 30, 2016 and \$8,300 at December 31, 2015.
- ⁸ For the purpose of calculating this ratio, purchased performing loans are included in total loans. Purchased performing loans were marked to fair value on acquisition date; therefore, no allowance for loan losses was recorded for these loans.

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Mortgage Banking Segment

(Dollars in thousands)	June 30, 2016		December 31, 2015	
Nonaccrual loans	\$ 41		\$ —	
Total loans	\$ 3,445		\$ 3,493	
ALL	\$ 598		\$ 598	
Nonaccrual loans to total loans	1.19	%	—	%
ALL to loans	17.36		17.12	
ALL to nonaccrual loans	1,458.54		—	

Consumer Finance Segment

(Dollars in thousands)	June 30, 2016		December 31, 2015	
Nonaccrual loans	\$ 257		\$ 830	
Total loans	\$ 299,630		\$ 291,755	
ALL	\$ 25,029		\$ 23,954	
Nonaccrual consumer finance loans to total consumer finance loans	0.09	%	0.28	%
ALL to total consumer finance loans ¹	8.35		8.21	

¹ The Consumer Finance loan portfolio purchased during the second quarter of 2015 had the effect of decreasing the allowance to total loans ratio by 21 basis points at June 30, 2016 and 32 basis points at December 31, 2015.

Nonperforming assets of the Retail Banking segment totaled \$6.1 million at June 30, 2016, compared to \$7.1 million at December 31, 2015, a 14.1 percent decrease during the first six months of 2016. The Retail Banking segment's nonperforming assets included \$5.6 million of nonaccrual loans at June 30, 2016, compared to \$6.2 million at December 31, 2015, and \$579,000 of OREO at June 30, 2016, compared to \$942,000 at December 31, 2015. The decrease in nonaccrual loans was primarily due to loan payoffs, and the OREO decline was due to the sale of several OREO properties. We believe we have provided adequate loan loss reserves based on our evaluations of the collectibility of loans, which considers trends in delinquencies and charge-offs, changes in the nature and volume of the loan portfolio, current economic conditions that may affect borrowers' ability to repay and collateral values, overall portfolio quality and review of specific potential losses.

Nonaccrual loans at the Consumer Finance segment were \$257,000 at June 30, 2016, compared to \$830,000 at December 31, 2015. The ratio of the allowance for loan losses to total loans increased to 8.35 percent at June 30, 2016 from 8.21 percent at December 31, 2015 due to the increased provision for loan losses in the first six months of 2016, which was a result of increased charge-offs and loan growth. Nonaccrual consumer finance loans remain relatively low compared to the allowance for loan losses and the total consumer finance loan portfolio because the Consumer Finance segment generally initiates repossession of loan collateral once a loan is 60 days or more past due but before the loan reaches 90 days or more past due and is evaluated for nonaccrual status. Repossessed assets at June 30, 2016 were \$2.5 million, compared to \$2.1 million at December 31, 2015.

Impaired Loans

We measure impaired loans based on the present value of expected future cash flows discounted at the effective interest rate of the loan or, as a practical expedient, at the loan's observable market price or the fair value of the collateral if the loan is collateral dependent. We maintain a valuation allowance to the extent that the measure of the impaired loan is less than the recorded investment. TDRs occur when we agree to significantly modify the original terms of a loan by granting a concession due to the deterioration in the financial condition of the borrower. These concessions typically are made for loss mitigation purposes and could include reductions in the interest rate, payment extensions, forgiveness of principal, forbearance or other actions. TDRs are considered impaired loans.

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TABLE 9: Impaired Loans

Impaired loans, which consisted solely of TDRs, and the related allowance at June 30, 2016, were as follows:

	Unpaid Principal Balance	Recorded Investment in Loans without Specific Reserve	Recorded Investment in Loans with Specific Reserve	Related Allowance	Average Balance- Impaired Loans	Interest Income Recognized
(Dollars in thousands)						
Real estate – residential mortgage	\$ 3,561	\$ 773	\$ 2,665	\$ 357	\$ 3,464	\$ 53
Commercial, financial and agricultural:						
Commercial real estate lending	2,354	55	2,050	416	2,130	13
Commercial business lending	199	—	196	37	208	4
Equity lines	32	30	—	—	32	1
Consumer	497	—	497	118	498	5
Total	\$ 6,643	\$ 858	\$ 5,408	\$ 928	\$ 6,332	\$ 76

Impaired loans, which consisted solely of TDRs, and the related allowance at December 31, 2015, were as follows:

	Unpaid Principal Balance	Recorded Investment in Loans without Specific Reserve	Recorded Investment in Loans with Specific Reserve	Related Allowance	Average Balance- Impaired Loans	Interest Income Recognized
(Dollars in thousands)						
Real estate – residential mortgage	\$ 2,828	\$ 173	\$ 2,516	\$ 360	\$ 2,718	\$ 97
Commercial, financial and agricultural:						

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Commercial real estate lending	2,522	61	2,258	438	2,361	35
Commercial business lending	99	—	99	28	108	1
Equity lines	32	30	—	—	30	1
Consumer	207	—	207	23	208	7
Total	\$ 5,688	\$ 264	\$ 5,080	\$ 849	\$ 5,425	\$ 141

TDRs at June 30, 2016 and December 31, 2015 were as follows:

TABLE 10: Troubled Debt Restructurings

	June 30,	December 31,
(Dollars in thousands)	2016	2015
Accruing TDRs	\$ 3,643	\$ 2,810
Nonaccrual TDRs ¹	2,623	2,534
Total TDRs ²	\$ 6,266	\$ 5,344

¹ Included in nonaccrual loans in Table 8: Nonperforming Assets.

² Included in impaired loans in Table 9: Impaired Loans.

While TDRs are considered impaired loans, not all TDRs are on nonaccrual status. If a loan was on nonaccrual status at the time of the TDR modification, the loan will remain on nonaccrual status following the modification and may be returned to accrual status based on the Corporation's policy for returning loans to accrual status. If a loan was accruing prior to being modified as a TDR and if the Corporation concludes that the borrower is able to make such modified payments, and there are no other factors or circumstances that would cause it to conclude otherwise, the TDR will remain on an accruing status.

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FINANCIAL CONDITION

At June 30, 2016, the Corporation had total assets of \$1.41 billion, which was an increase of \$9.2 million since December 31, 2015. The increase resulted primarily from increases in loans held for sale of \$17.6 million and loans held for investment of \$58.6 million. Offsetting these increases were a \$60.4 million decrease in total cash and cash equivalents and a \$7.4 million decrease in securities.

Loan Portfolio

The following table sets forth the composition of the Corporation's loans held for investment in dollar amounts and as a percentage of the Corporation's total loans held for investment at the dates indicated.

TABLE 11: Summary of Loans Held for Investment

(Dollars in thousands)	June 30, 2016			December 31, 2015		
	Amount	Percent		Amount	Percent	
Real estate—residential mortgage	\$ 186,888	20	%	\$ 186,763	21	%
Real estate—construction 1	36,680	4		7,759	1	
Commercial, financial, and agricultural 2	378,928	39		356,062	39	
Equity lines	50,034	5		50,111	6	
Consumer	9,024	1		9,011	1	
Consumer finance	299,630	31		291,755	32	
Total loans	961,184	100	%	901,461	100	%
Less allowance for loan losses	(36,734)			(35,569)		
Total loans, net	\$ 924,450			\$ 865,892		

¹ Includes the Corporation's real estate construction lending and consumer real estate lot lending.

² Includes the Corporation's commercial real estate lending, land acquisition and development lending, builder line lending and commercial business lending.

Investment Securities

The investment portfolio plays a primary role in the management of the Corporation's interest rate sensitivity. In addition, the portfolio serves as a source of liquidity and is used as needed to meet collateral requirements. The investment portfolio consists of securities available for sale, which may be sold in response to changes in market interest rates, changes in prepayment risk, increases in loan demand, general liquidity needs and other similar factors. These securities are carried at estimated fair value. At June 30, 2016 and December 31, 2015, all securities in the Corporation's investment portfolio were classified as available for sale.

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The following table sets forth the composition of the Corporation's securities available for sale in dollar amounts at fair value and as a percentage of the Corporation's total securities available for sale at the dates indicated.

TABLE 12: Securities Available for Sale

(Dollars in thousands)	June 30, 2016		December 31, 2015	
	Amount	Percent	Amount	Percent
U.S. government agencies and corporations	\$ 14,614	6 %	\$ 18,501	9 %
Mortgage-backed securities	75,401	36	77,027	35
Obligations of states and political subdivisions	122,071	58	123,948	56
Total available for sale securities at fair value	\$ 212,086	100 %	\$ 219,476	100 %

For more information about the Corporation's securities available for sale, including a description of securities in an unrealized loss position at June 30, 2016 and December 31, 2015, see Part I, Item 1, "Financial Statements" under the heading "Note 2: Securities" in this Quarterly Report on Form 10-Q.

Deposits

The Corporation's predominant source of funds is depository accounts, which are comprised of demand deposits, savings and money market accounts and time deposits. The Corporation's deposits are principally provided by individuals and businesses located within the communities served.

During the first half of 2016 deposits increased \$4.8 million to \$1.08 billion at June 30, 2016, compared to \$1.07 billion at December 31, 2015. This increase resulted primarily from a \$20.4 million increase in non-interest bearing demand deposits of individuals and corporations, partially offset by a \$10.4 million decrease in savings and interest-bearing demand deposits and a \$5.2 million decrease in time deposits.

The Corporation had \$3.3 million in brokered money market deposits outstanding at June 30, 2016, compared to \$2.9 million at December 31, 2015. The source of these brokered deposits is uninvested cash balances held in third-party brokerage sweep accounts. The Corporation uses brokered deposits as a means of diversifying liquidity sources, as opposed to a long-term deposit gathering strategy.

Borrowings

Borrowings decreased to \$171.1 million at June 30, 2016 from \$177.3 million at December 31, 2015 as a result of paydowns on the Corporation's long-term borrowings.

Off-Balance Sheet Arrangements

As of June 30, 2016, there have been no material changes to the off-balance sheet arrangements disclosed in Part II, Item 7, "Management's Discussion and Analysis," under the heading "Off-Balance-Sheet Arrangements" in the Corporation's Annual Report on Form 10-K for the year ended December 31, 2015.

Contractual Obligations

As of June 30, 2016, there have been no material changes outside the ordinary course of business to the contractual obligations disclosed in Part II, Item 7, "Management's Discussion and Analysis," under the heading "Contractual Obligations" in the Corporation's Annual Report on Form 10-K for the year ended December 31, 2015.

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The Corporation uses derivatives to manage exposure to interest rate risk through the use of interest rate swaps. Interest rate swaps involve the exchange of fixed and variable rate interest payments between two parties, based on a common notional principal amount and maturity date with no exchange of underlying principal amounts.

The Corporation uses interest rate swaps to manage its exposure to interest rate risk. Interest rate swaps involve the exchange of fixed and variable rate interest payments between two parties, based on a common notional principal amount and maturity date with no exchange of underlying principal amounts. The Corporation has interest rate swaps that qualify as cash flow hedges. The Corporation's cash flow hedges effectively modify the Corporation's exposure to interest rate risk by converting variable rates of interest on \$15.0 million and \$10.0 million of the Corporation's trust preferred capital notes to fixed rates of interest until December 2019 and September 2020, respectively. The cash flow hedges' total notional amount is \$25.0 million. At June 30, 2016, the cash flow hedges had a fair value of (\$848,000), which is recorded in other liabilities. The cash flow hedges were fully effective at June 30, 2016.

The Corporation also enters into interest rate swaps with certain qualifying commercial loan customers to meet their interest rate risk management needs. The Corporation simultaneously enters into interest rate swaps with dealer counterparties, with identical notional amounts and terms. The net result of these interest rate swaps is that the customer pays a fixed rate of interest and the Corporation receives a floating rate. The total notional amount of the interest rate swaps on loans is \$26.5 million. At June 30, 2016, the interest rate swaps had a net fair value of zero, with \$489,000 recognized in other assets and \$489,000 recognized in other liabilities. These swaps are not designated as hedging instruments; therefore, changes in fair value are recorded in other noninterest expense.

Liquidity

The objective of the Corporation's liquidity management is to ensure the continuous availability of funds to satisfy the credit needs of our customers and the demands of our depositors, creditors and investors. Stable core deposits and a strong capital position are the components of a solid foundation for the Corporation's liquidity position. Additional sources of liquidity available to the Corporation include cash flows from operations, loan payments and payoffs, deposit growth, sales of securities, the issuance of brokered certificates of deposit and the capacity to borrow additional funds.

Liquid assets, which include cash and due from banks, interest-bearing deposits at other banks, federal funds sold and nonpledged securities available for sale, totaled \$270.1 million at June 30, 2016, compared to \$277.3 million at December 31, 2015. The Corporation's funding sources at June 30, 2016 are presented in Table 13.

TABLE 13: Funding Sources

(Dollars in thousands)	June 30, 2016		
	Capacity	Outstanding	Available
Unsecured federal funds agreements	\$ 65,000	\$ —	\$ 65,000
Repurchase agreements	5,000	5,000	—
Repurchase lines of credit	50,000	—	50,000
Borrowings from FHLB	148,331	47,000	101,331
Borrowings from Federal Reserve Bank	14,810	—	14,810
Revolving line of credit	120,000	81,029	38,971
Total	\$ 403,141	\$ 133,029	\$ 270,112

We have no reason to believe these arrangements will not be renewed at maturity. Additional loans and securities are available that can be pledged as collateral for future borrowings from the Federal Reserve Bank or the FHLB above the current lendable collateral value. Our ability to maintain sufficient liquidity may be affected by numerous factors, including economic conditions nationally and in our markets. Depending on our liquidity levels, our capital position, conditions in the capital markets, our business operations and initiatives, and other factors, we may from time to time consider the issuance of debt, equity or other securities or other possible capital market transactions, the proceeds of which could provide additional liquidity for our operations.

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As a result of the Corporation's management of liquid assets and the ability to generate liquidity through liability funding, management believes that the Corporation maintains overall liquidity sufficient to satisfy its operational requirements and contractual obligations.

Capital Resources

The Corporation's and the Bank's actual regulatory capital amounts and ratios under currently applicable regulatory capital standards are presented in the following table.

(Dollars in thousands)	Actual		Minimum Capital Requirements		Minimum To Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
As of June 30, 2016:						
Total Capital (to Risk-Weighted Assets)						
Corporation	\$ 154,747	14.3	% \$ 86,554	8.0	% N/A	N/A
C&F Bank	154,913	14.3	86,568	8.0	\$ 108,210	10.0 %
Tier 1 Capital (to Risk-Weighted Assets)						
Corporation	140,838	13.0	64,916	6.0	N/A	N/A
C&F Bank	141,051	13.0	64,926	6.0	86,568	8.0
Common Equity Tier 1 Capital (to Risk-Weighted Assets)						
Corporation	116,261	10.7	48,687	4.5	N/A	N/A
C&F Bank	141,051	13.0	48,695	4.5	70,337	6.5
Tier 1 Capital (to Average Assets)						
Corporation	140,838	10.2	55,274	4.0	N/A	N/A
C&F Bank	141,051	10.1	55,885	4.0	69,857	5.0
As of December 31, 2015:						
Total Capital (to Risk-Weighted Assets)						
Corporation	\$ 150,102	15.0	% \$ 80,216	8.0	% N/A	N/A
C&F Bank	150,711	15.0	80,560	8.0	\$ 100,700	10.0 %
Tier 1 Capital (to Risk-Weighted Assets)						
Corporation	137,210	13.7	60,162	6.0	N/A	N/A
C&F Bank	137,815	13.7	60,420	6.0	80,560	8.0
Common Equity Tier 1 Capital (to Risk-Weighted Assets)						
Corporation	112,633	11.2	45,121	4.5	N/A	N/A

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C&F Bank	137,815	13.7	45,315	4.5	65,455	6.5
Tier 1 Capital (to Average Tangible Assets)						
Corporation	137,210	10.0	54,756	4.0	N/A	N/A
C&F Bank	137,815	10.1	54,792	4.0	68,491	5.0

Changes to the regulatory capital framework that were approved on July 9, 2013 by the federal banking agencies (the Basel III Final Rule) began applying to the Corporation and the Bank on January 1, 2015. The regulatory risk-based capital amounts presented above for June 30, 2016 include: (1) common equity tier 1 capital (CET1) which consists principally of common stock (including surplus) and retained earnings with adjustments for goodwill, intangible assets and deferred tax assets; (2) Tier 1 capital which consists principally of CET1 plus the Corporation's "grandfathered" trust preferred securities; and (3) Tier 2 capital which consists principally of Tier 1 capital plus a limited amount of the allowance for loan losses. In addition, the Corporation has made the one-time irrevocable election to continue treating accumulated other comprehensive income (AOCI) under regulatory standards that were in place prior to the Basel III Final Rule in order to

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eliminate volatility of regulatory capital that can result from fluctuations in AOCI and the inclusion of AOCI in regulatory capital, as would otherwise be required under the Basel III Capital Rule. The table above also reflects the minimum regulatory and certain prompt corrective action capital levels that began applying January 1, 2015. For additional information about the Basel III Final Rules, see “Item 1. Business” under the heading “Regulation and Supervision” and Item 8, “Financial Statements and Supplementary Data,” under the heading “Note 15: Regulatory Requirements and Restrictions” in the Corporation's Annual Report on Form 10-K for the year ended December 31, 2015.

In addition to the regulatory risk-based capital amounts presented above, the Corporation and the Bank must maintain a capital conservation buffer of additional CET1 as required by the Basel III Final Rule. The buffer began applying to the Corporation and the Bank on January 1, 2016, and is subject to phase-in from 2016 to 2019 in equal annual installments of 0.625%. At June 30, 2016 the Corporation and the Bank were required to maintain a capital conservation buffer of 0.625%. At June 30, 2016, the Corporation exceeded the capital conservation buffer by 562 basis points, and the Bank exceeded the capital conservation buffer by 791 basis points.

The Corporation's capital resources may be further affected by the Corporation's share repurchase program, which was reauthorized by the Corporation's Board of Directors during the second quarter of 2016. Under this program the Corporation is authorized to purchase up to \$5.0 million of its common stock. Repurchases under the program may be made through privately-negotiated transactions or open-market transactions, and shares repurchased will be returned to the status of authorized and unissued shares of common stock. The timing, number and purchase price of shares repurchased under the program will be determined by management in its discretion and will depend on a number of factors, including the market price of the shares, general market and economic conditions, applicable legal requirements and other conditions. The share repurchase program is authorized through May 2017. As of June 30, 2016, \$5.0 million of the Corporation's common stock may be purchased under the Corporation's share repurchase program.

Effects of Inflation and Changing Prices

The Corporation's financial statements included herein have been prepared in accordance with U.S. GAAP. U.S. GAAP presently requires the Corporation to measure financial position and operating results primarily in terms of historic dollars. Changes in the relative value of money due to inflation or recession are generally not considered. The primary effect of inflation on the operations of the Corporation is reflected in increased operating costs. In management's opinion, changes in interest rates affect the financial condition of a financial institution to a far greater degree than changes in the inflation rate. While interest rates are greatly influenced by changes in the inflation rate, they do not necessarily change at the same rate or in the same magnitude as the inflation rate. Interest rates are highly sensitive to many factors that are beyond the control of the Corporation, including changes in the expected rate of inflation, the influence of general and local economic conditions and the monetary and fiscal policies of the United States government, its agencies and various other governmental regulatory authorities.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no significant changes from the quantitative and qualitative disclosures about market risk made in the Corporation's Annual Report on Form 10-K for the year ended December 31, 2015.

ITEM 4. CONTROLS AND PROCEDURES

The Corporation's management, including the Corporation's Chief Executive Officer and the Chief Financial Officer, has evaluated the effectiveness of the Corporation's disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act) as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and the Chief Financial Officer have concluded that the Corporation's disclosure controls and procedures were effective as of June 30, 2016 to ensure that information required to be disclosed by the Corporation in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and that such information is accumulated and communicated to the Corporation's management, including the Corporation's Chief Executive Officer and the Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. Because of the

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inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that the Corporation's disclosure controls and procedures will detect or uncover every situation involving the failure of persons within the Corporation or its subsidiary to disclose material information required to be set forth in the Corporation's periodic reports.

Management of the Corporation is also responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act). There were no changes in the Corporation's internal control over financial reporting during the Corporation's second quarter ended June 30, 2016 that have materially affected, or are reasonably likely to materially affect, the Corporation's internal control over financial reporting.

PART II – OTHER INFORMATION

ITEM 1A.RISK FACTORS

There have been no material changes in the risk factors faced by the Corporation from those disclosed in the Corporation's Annual Report on Form 10-K for the year ended December 31, 2015.

ITEM 2.UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Issuer Purchases of Equity Securities

The Corporation's Board of Directors authorized a share repurchase program for the Corporation's outstanding common stock (the Repurchase Program) in May 2014, which initially expired in May 2015. In both May 2015 and May 2016, the Corporation's Board of Directors reauthorized the Repurchase Program to authorize repurchases of up

to \$5.0 million of the Corporation's common stock through May 2016 and May 2017, respectively. Repurchases under the Repurchase Program may be made through privately negotiated transactions, or open market transactions, including pursuant to a trading plan in accordance with Rule 10b5-1 of the Exchange Act and/or Rule 10b-18 of the Exchange Act. As of June 30, 2016, \$5.0 million of the Corporation's common stock may be purchased under the Repurchase Program.

The following table summarizes repurchases of the Corporation's common stock that occurred during the three months ended June 30, 2016.

(Dollars in thousands, except for per share amounts)	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Financed Plans or Programs	Maximum (or Approximate) Dollar Value of Shares that May Be Purchased Under the Programs
April 1, 2016 - April 30, 2016	—	\$ —	—	\$ 5,000
May 1, 2016 - May 31, 2016 ¹	135	39.90	—	5,000
June 1, 2016 - June 30, 2016	—	—	—	5,000
Total	135	\$ 39.90	—	\$ 5,000

¹ These shares were withheld to satisfy tax withholding obligations arising upon the vesting of restricted shares. Accordingly, these shares are not included in the calculation of approximate dollar value of shares that may yet be purchased under the Repurchase Program.

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ITEM 6.EXHIBITS

- 2.1 Agreement and Plan of Merger dated as of June 10, 2013 by and among C&F Financial Corporation, Special Purpose Sub, Inc. and Central Virginia Bankshares, Inc. (incorporated by reference to Exhibit 2.1 to Form 8-K filed June 14, 2013)
- 3.1 Articles of Incorporation of C&F Financial Corporation (incorporated by reference to Exhibit 3.1 to Form 10-KSB filed March 29, 1996)
 - 3.1.1 Amendment to Articles of Incorporation of C&F Financial Corporation (incorporated by reference to Exhibit 3.1.1 to Form 8-K filed January 14, 2009)
- 3.2 Amended and Restated Bylaws of C&F Financial Corporation, as adopted February 23, 2016 (incorporated by reference to Exhibit 3.1 to Form 8-K filed February 29, 2016)
- *10.35 Change in Control Agreement dated May 5, 2016 between C&F Financial Corporation and Jason E. Long (incorporated by reference to Exhibit 10.35 to Form 10-Q filed May 9, 2016)
- 31.1 Certification of CEO pursuant to Rule 13a-14(a)
- 31.2 Certification of CFO pursuant to Rule 13a-14(a)
- 32 Certification of CEO/CFO pursuant to 18 U.S.C. Section 1350
- 101.INS XBRL Instance Document
- 101.SCH XBRL Taxonomy Extension Schema Document
- 101.CAL XBRL Taxonomy Extension Calculation Linkbase Document
- 101.DEF XBRL Taxonomy Extension Definition Linkbase Document
- 101.LAB XBRL Taxonomy Extension Label Linkbase Document
- 101.PRE XBRL Taxonomy Presentation Linkbase Document

*Indicates management contract

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SIGNATURES

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 thereunto duly authorized.

C&F FINANCIAL CORPORATION
(Registrant)

Date: August 8, 2016 By: /s/ Larry G. Dillon
Larry G. Dillon
Chairman and Chief Executive Officer
(Principal Executive Officer)

Date: August 8, 2016 /s/ Jason E. Long
Jason E. Long
Chief Financial Officer
(Principal Financial and Accounting Officer)