
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) **January 11, 2023**

Citigroup Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-9924
(Commission
File Number)

52-1568099
(IRS Employer
Identification No.)

**388 Greenwich Street, New York,
New York**
(Address of principal executive offices)

10013
(Zip Code)

(212) 559-1000
(Registrant's telephone number,
including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934 formatted in Inline XBRL: See Exhibit 99.2

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

CITIGROUP INC.
Current Report on Form 8-K

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

On January 11, 2023, the Board of Directors (the Board) of Citigroup Inc. (Citigroup) elected Casper W. von Koskull as a Director of Citigroup. Mr. von Koskull is the former President and Group Chief Executive Officer of Nordea Bank Abp. Also on January 11, 2023, the Board appointed Mr. von Koskull to the following Committees of the Board: Compensation, Performance Management, and Culture Committee; Nomination, Governance and Public Affairs Committee; Risk Management Committee; and Transformation Oversight Committee.

The Board determined that Mr. von Koskull is independent in accordance with the director independence standards established under Citigroup's Corporate Governance Guidelines, which are intended to comply with the New York Stock Exchange corporate governance rules, and other applicable laws, rules, and regulations. There are no family relationships between Mr. von Koskull and any officer or other director of Citigroup or any related party transactions involving Mr. von Koskull and Citigroup. There is no arrangement or understanding between Mr. von Koskull and any other person pursuant to which he was selected as a director. Mr. von Koskull was employed by a predecessor firm of Citigroup from October 1984 to June 1994. Mr. von Koskull will receive compensation as a non-employee director in accordance with Citigroup's non-employee director compensation practices described in "Proposal 1: Election of Directors – Directors' Compensation" of Citigroup's Annual Proxy Statement filed with the U.S. Securities and Exchange Commission on March 15, 2022.

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

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number

- | | |
|------|--|
| 99.1 | Citigroup Inc. Press Release dated January 12, 2023. |
| 99.2 | Citigroup Inc. securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934 as of the filing date. |
| 104 | The cover page of this Current Report on Form 8-K, formatted in Inline XBRL. |
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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CITIGROUP INC.

Dated: January 13, 2023

By: /s/ Brent J. McIntosh
Brent J. McIntosh
General Counsel and Corporate Secretary



Citigroup Inc. (NYSE: C)
January 12, 2023

CITI BOARD ELECTS CASPER W. VON KOSKULL TO BOARD OF DIRECTORS

NEW YORK — Citi's Board of Directors today announced that it has elected Casper W. von Koskull as a new independent director, with service commencing immediately. Mr. von Koskull most recently served as President and Group Chief Executive Officer of Nordea Bank Abp, one of Europe's largest financial institutions.

Citi Chair John C. Dugan said, "We are pleased to have Casper join Citi's Board of Directors. Having spent nearly four decades at leading financial institutions, Casper has deep financial services expertise and extensive experience leading successful businesses in Europe. With his knowledge of our industry and international operating experience, I am confident Casper will make valuable contributions as a member of the board."

Casper W. von Koskull

Casper W. von Koskull began his career in 1984 with Citibank, working in Frankfurt, New York, London and Helsinki in the bank's derivatives marketing and structuring, leveraged finance and Nordic corporate coverage operations. In 1994, Mr. von Koskull joined UBS AG in London as a Managing Director for Nordic Investment Banking. He joined Goldman Sachs International in 1998 as a Managing Director in Nordic M&A, eventually becoming a Partner and Head of Nordic Investment Banking. From 2010 to 2019, Mr. von Koskull held several leadership positions at Nordea Bank Abp, most recently serving as President and Group Chief Executive Officer.

Mr. von Koskull has been Chairman of Heimstaden Bostad Ab since 2020 and Fazer Ab since 2021. He has also served on the Board of Directors of Stena Ab since 2020, Ductor Oy since 2020 and Ahlström Capital Ab since 2021. In addition to his private company boards, Mr. von Koskull is Chairman of the Board of the European Business Leaders' Convention. Mr. von Koskull was educated in Finland and has a degree in Economics from Aalto University School of Business. He also attended Harvard Business School's Program for Management Development.

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About Citi

Citi is a preeminent banking partner for institutions with cross-border needs, a global leader in wealth management and a valued personal bank in its home market of the United States. Citi does business in nearly 160 countries and jurisdictions, providing corporations, governments, investors, institutions and individuals with a broad range of financial products and services.

Additional information may be found at www.citigroup.com | Twitter: [@Citi](https://twitter.com/Citi) | YouTube: www.youtube.com/citi | Blog: <http://blog.citigroup.com> | Facebook: www.facebook.com/citi | LinkedIn: www.linkedin.com/company/citi

Contacts:

Media: Kara Findlay, kara.findlay@citi.com, (212) 793-7102

Investors: Jennifer Landis, jennifer.am.landis@citi.com, (212) 793-2014

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

<u>Title of each class</u>	<u>Ticker Symbol(s)</u>	<u>Title for iXBRL</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$.01 per share	C	Common Stock, par value \$.01 per share	New York Stock Exchange
Depository Shares, each representing 1/1,000th interest in a share of 7.125% Fixed/Floating Rate Noncumulative Preferred Stock, Series J	C Pr J	Dep Shs, represent 1/1,000th interest in a share of 7.125% Fix/Float Rate Noncum Pref Stk, Ser J	New York Stock Exchange
Depository Shares, each representing 1/1,000th interest in a share of 6.875% Fixed/Floating Rate Noncumulative Preferred Stock, Series K	C Pr K	Dep Shs, represent 1/1,000th interest in a share of 6.875% Fix/Float Rate Noncum Pref Stk, Ser K	New York Stock Exchange
7.625% Trust Preferred Securities of Citigroup Capital III (and registrant's guaranty with respect thereto)	C/36Y	7.625% TRUPs of Cap III (and registrant's guaranty)	New York Stock Exchange
7.875% Fixed Rate / Floating Rate Trust Preferred Securities (TruPS®) of Citigroup Capital XIII (and registrant's guaranty with respect thereto)	C N	7.875% FXD / FRN TruPS of Cap XIII (and registrant's guaranty)	New York Stock Exchange
Medium-Term Senior Notes, Series N, Callable Step-Up Coupon Notes Due March 31, 2036 of CGMHI (and registrant's guaranty with respect thereto)	C/36A	MTN, Series N, Callable Step-Up Coupon Notes Due Mar 2036 of CGMHI (and registrant's guaranty)	New York Stock Exchange
Medium-Term Senior Notes, Series N, Callable Step-Up Coupon Notes Due February 26, 2036 of CGMHI (and registrant's guaranty with respect thereto)	C/36	MTN, Series N, Callable Step-Up Coupon Notes Due Feb 2036 of CGMHI (and registrant's guaranty)	New York Stock Exchange
Medium-Term Senior Notes, Series N, Callable Fixed Rate Notes Due December 18, 2035 of CGMHI (and registrant's guaranty with respect thereto)	C/35	MTN, Series N, Callable Fixed Rate Notes Due Dec 2035 of CGMHI (and registrant's guaranty)	New York Stock Exchange
Medium-Term Senior Notes, Series N, Floating Rate Notes Due April 26, 2028 of CGMHI (and registrant's guaranty with respect thereto)	C/28	MTN, Series N, Floating Rate Notes Due Apr 2028 of CGMHI (and registrant's guaranty)	New York Stock Exchange

Medium-Term Senior Notes, Series N, Floating Rate Notes Due September 17, 2026 of CGMHI (and registrant's guaranty with respect thereto)	C/26	MTN, Series N, Floating Rate Notes Due Sept 2026 of CGMHI (and registrant's guaranty)	New York Stock Exchange
Medium-Term Senior Notes, Series N, Floating Rate Notes Due September 15, 2028 of CGMHI (and registrant's guaranty with respect thereto)	C/28A	MTN, Series N, Floating Rate Notes Due Sept 2028 of CGMHI (and registrant's guaranty)	New York Stock Exchange
Medium-Term Senior Notes, Series N, Floating Rate Notes Due October 6, 2028 of CGMHI (and registrant's guaranty with respect thereto)	C/28B	MTN, Series N, Floating Rate Notes Due Oct 2028 of CGMHI (and registrant's guaranty)	New York Stock Exchange
Medium-Term Senior Notes, Series N, Floating Rate Notes Due March 21, 2029 of CGMHI (and registrant's guaranty with respect thereto)	C/29A	MTN, Series N, Floating Rate Notes Due Mar 2029 of CGMHI (and registrant's guaranty)	New York Stock Exchange
