



BZX Information Circular 13-079
BYX Information Circular 13-079

Date: October 7, 2013

Re: Citigroup Inc. ETNs

Pursuant to Rule 14.1(j)(2) of the Rules of BATS Exchange, Inc. and 14.1(c)(2) of the Rules of BATS Y-Exchange, Inc. (the "Exchange"), this Information Circular is being issued to advise you that the following securities have been approved for trading on the Exchange as UTP Derivative Securities pursuant to Chapter XIV of the Exchange's Rules.

<u>Security ("Notes")</u>	<u>Symbol</u>
C-Tracks Exchange-Traded Notes Based on the Performance of the Miller/Howard MLP Fundamental Index	MLPC

Commencement of Trading on the Exchange: October 8, 2013

Issuer/Trust: Citigroup Inc.

Primary Listing Exchange: NYSE Arca

The purpose of this information circular is to outline various rules and policies that will be applicable to trading in this new product on the Exchange, as well as to provide certain characteristics and features of the Notes.

Background Information on the Notes

Citigroup Inc. (the "Issuer") has issued Exchange Traded Notes ("ETNs" or "Notes") that are linked to the performance of the Miller/Howard MLP Fundamental Index (the "Index"). The Notes will be initially priced at \$25 and are designed for investors who seek exposure to the performance of the Index and any distributions that may be paid on the securities included in the Index, reduced by an accrued investor fee. Accordingly, the Notes offer the potential for variable quarterly coupon payments and a payment at maturity or early redemption that may be greater than, equal to or less than the stated principal amount of the Notes depending on the performance of the Index and certain other factors that may impact the value of the Notes, as described in the prospectus for the Notes.

The Index is designed to measure the performance of 25 energy master limited partnerships ("MLPs") selected quarterly by a methodology that is based upon certain quantitative fundamental factors of publicly traded MLPs, including distribution growth, estimated capital expenditures and distribution coverage. The Index sponsor is Miller/Howard Strategic Indexes, LLC.

Unless earlier redeemed, for each \$25.00 stated principal amount Note held, investors will receive a cash payment at maturity equal to the closing indicative value of the Notes on the final valuation period end date. The closing indicative value on the final valuation period end date will be adjusted down by any final coupon amount otherwise due at maturity.

For any calendar day, the closing indicative value will be (i) the Notes current value on that day, plus (ii) the accrued distribution amount on that day, minus (iii) the accrued investor fee on that day. The closing indicative value is not the closing price or any other trading price of the Notes in the secondary market, and the trading price of the Notes at any time may vary significantly from this value.

The accrued investor fee will be set to \$0.00 on the inception date. For each calendar day thereafter, (i) the accrued investor fee on the immediately preceding calendar day, plus (ii)(a) 0.95% multiplied by (b) the closing indicative value on the immediately preceding calendar day divided by 365, minus (iii) the coupon fee adjustment amount on the current calendar day. If the Notes undergo any subsequent split or reverse split, the accrued investor fee will be adjusted accordingly.

Investors may lose some or all of their investment in the Notes.

Please see the prospectus for the Notes for more details regarding the calculations and details regarding the Index.

It is expected that the market value of the Notes will depend substantially on the value of the Index and may be affected by a number of other interrelated factors including, among other things: the general level of interest rates, the volatility of the Index, the time remaining to maturity, the dividend yield of the stocks comprising the Index, and the credit ratings of the Issuer.

Exchange Rules Applicable to Trading in the Notes

Trading in the Notes on BATS is subject to BATS equity trading rules.

Trading Hours

The Notes will trade on BATS between 8:00 a.m. and 5:00 p.m. ET.

Please note that trading in the Notes during the Exchange's Pre-Opening and After Hours Trading Sessions may result in additional trading risks which include: (1) that the current underlying indicative value may not be updated during the Pre-Opening and After Hours Trading Sessions, (2) lower liquidity in the Pre-Opening and After Hours Trading Sessions may impact pricing, (3) higher volatility in the Pre-Opening and After Hours Trading Sessions may impact pricing, (4) wider spreads may occur in the Pre-Opening and After Hours Trading Sessions, and (5) because the indicative value is not calculated or widely disseminated during the Pre-Opening or After Hours Trading Sessions, an investor who is unable to calculate an implied value for the Shares in those sessions may be at a disadvantage to market professionals.

Suitability

Trading in the securities on BATS will be subject to the provisions of Exchange Rule 3.7. Members recommending transactions in the securities to customers should make a determination that the recommendation is suitable for the customer. Members should adopt appropriate procedures for the opening and maintaining of accounts, including the maintaining of records prescribed by any applicable regulatory organization and by the rules and regulations of the Commission.

Trading Halts

BATS will halt trading in the shares of a security in accordance with BATS Rule 14.1(c)(4). The grounds for a halt under BATS Rule 14.1(c)(4) include a halt by the primary market because the intraday indicative value of the security and/or the value of its underlying index are not being disseminated as required, or a halt for other regulatory reasons. In addition, BATS will stop trading the shares of a security if the primary market de-lists the security.

This Information Circular is not a statutory prospectus. BATS Members should consult the prospectus for a security and the security's website for relevant information.

Please contact Membership Services at 913.815.7002 with any inquiries regarding this Information Circular.