

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT**

NO. 20120339787- 01

TO: Department of Market Regulation
Financial Industry Regulatory Authority ("FINRA")

RE: Citigroup Global Markets Inc., Respondent
Broker-Dealer
CRD No. 7059

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, Citigroup Global Markets Inc. (the "firm") submits this Letter of Acceptance, Waiver and Consent ("AWC") for the purpose of proposing a settlement of the alleged rule violations described below. This AWC is submitted on the condition that, if accepted, FINRA will not bring any future actions against the firm alleging violations based on the same factual findings described herein.

I.

ACCEPTANCE AND CONSENT

- A. The firm hereby accepts and consents, without admitting or denying the findings, and solely for the purposes of this proceeding and any other proceeding brought by or on behalf of FINRA, or to which FINRA is a party, prior to a hearing and without an adjudication of any issue of law or fact, to the entry of the following findings by FINRA:

BACKGROUND

The firm has been a member of FINRA since October 16, 1936, and its registration remains in effect.

RELEVANT DISCIPLINARY HISTORY

The firm does not have any relevant disciplinary history.

FACTS AND VIOLATIVE CONDUCT

In matter no. 20120339787, the Market Quality Team of the Department of Market Regulation (the "staff") reviewed the firm's compliance with the FINRA Rules applicable to effecting transactions in securities during trading halts between January 1, 2012 and June 30, 2012 (the "review period").

1. During the review period, the firm effected 20 transactions in 16 securities while trading halts were in effect with respect to each of the securities. The transactions are identified on Exhibit A, which is attached. The conduct described in this paragraph constitutes separate and distinct violations FINRA Rules 2010 and 5260.

B. The firm also consents to the imposition of the following sanctions:

A censure, a fine of \$20,000, and restitution by the firm to the investor associated with transaction #20 listed in Exhibit A in the amount of \$153.40, plus interest at the rate set forth in Section 6621(a) of the Internal Revenue Code, 26 U.S.C. 6621(a)(2), from the date of the violative conduct until the date this AWC is accepted by the National Adjudicatory Council.

A registered principal on behalf of the Respondent firm shall submit satisfactory proof of payment of the restitution, or of reasonable and documented efforts undertaken to effect restitution. Such proof shall be submitted to the COMPLIANCE ASSISTANT, LEGAL SECTION, MARKET REGULATION DEPARTMENT, 9509 KEY WEST AVENUE, ROCKVILLE, MD 20850, either by letter that identifies the Respondent and case number, or by email from a work-related account of the registered principal of the firm to MarketRegulationComp@finra.org. This proof shall be provided to FINRA no later than 120 days after acceptance of this AWC.

If for any reason, the firm cannot locate any customer identified in Exhibit A after reasonable and documented efforts within 120 days from the date the AWC is accepted, or such additional period agreed to by FINRA staff in writing, the firm shall forward any undistributed restitution and interest to the appropriate escheat, unclaimed-property or abandoned-property fund for the state in which the customer is known to have last resided. The firm shall provide satisfactory proof of such action to FINRA in the manner described above, within 14 days of forwarding the undistributed restitution and interest to the appropriate state authority.

The imposition of a restitution order or any other monetary sanction herein, and the timing of such ordered payments, does not preclude customers from pursuing their own actions to obtain restitution or other remedies.

Respondent agrees to pay the monetary sanction(s) upon notice that this AWC has been accepted and that such payment(s) are due and payable. It has submitted an Election of Payment form showing the method by which it proposes to pay the fine imposed.

Respondent specifically and voluntarily waives any right to claim that it is unable to pay, now or at any time hereafter, the monetary sanction(s) imposed in this matter.

The sanctions imposed herein shall be effective on a date set by FINRA staff.

II.

WAIVER OF PROCEDURAL RIGHTS

The firm specifically and voluntarily waives the following rights granted under FINRA's Code of Procedure:

- A. To have a Complaint issued specifying the allegations against the firm;
- B. To be notified of the Complaint and have the opportunity to answer the allegations in writing;
- C. To defend against the allegations in a disciplinary hearing before a hearing panel, to have a written record of the hearing made and to have a written decision issued; and
- D. To appeal any such decision to the National Adjudicatory Council ("NAC") and then to the U.S. Securities and Exchange Commission and a U.S. Court of Appeals.

Further, the firm specifically and voluntarily waives any right to claim bias or prejudgment of the Chief Legal Officer, the NAC, or any member of the NAC, in connection with such person's or body's participation in discussions regarding the terms and conditions of this AWC, or other consideration of this AWC, including acceptance or rejection of this AWC.

The firm further specifically and voluntarily waives any right to claim that a person violated the ex parte prohibitions of FINRA Rule 9143 or the separation of functions prohibitions of FINRA Rule 9144, in connection with such person's or body's participation in discussions regarding the terms and conditions of this AWC, or other consideration of this AWC, including its acceptance or rejection.

III.

OTHER MATTERS

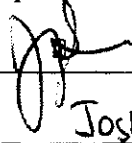
The firm understands that:

- A. Submission of this AWC is voluntary and will not resolve this matter unless and until it has been reviewed and accepted by the NAC, a Review Subcommittee of the NAC, or the Office of Disciplinary Affairs ("ODA"), pursuant to FINRA Rule 9216;
- B. If this AWC is not accepted, its submission will not be used as evidence to prove any of the allegations against the firm; and
- C. If accepted:
 - 1. this AWC will become part of the firm's permanent disciplinary record and may be considered in any future actions brought by FINRA or any other regulator against the firm;
 - 2. this AWC will be made available through FINRA's public disclosure program in accordance with FINRA Rule 8313;
 - 3. FINRA may make a public announcement concerning this agreement and the subject matter thereof in accordance with FINRA Rule 8313; and
 - 4. The firm may not take any action or make or permit to be made any public statement, including in regulatory filings or otherwise, denying, directly or indirectly, any finding in this AWC or create the impression that the AWC is without factual basis. Respondent may not take any position in any proceeding brought by or on behalf of FINRA, or to which FINRA is a party, that is inconsistent with any part of this AWC. Nothing in this provision affects the firm's: (i) testimonial obligations; or (ii) right to take legal or factual positions in litigation or other legal proceedings in which FINRA is not a party.
- D. The firm may attach a Corrective Action Statement to this AWC that is a statement of demonstrable corrective steps taken to prevent future misconduct. The firm understands that it may not deny the charges or make any statement that is inconsistent with the AWC in this Statement. This Statement does not constitute factual or legal findings by FINRA, nor does it reflect the views of FINRA or its staff.

The undersigned, on behalf of the firm, certifies that a person duly authorized to act on its behalf has read and understands all of the provisions of this AWC and has been given a full opportunity to ask questions about it; that it has agreed to the AWC's provisions voluntarily; and that no offer, threat, inducement, or promise of any kind, other than the terms set forth herein and the prospect of avoiding the issuance of a Complaint, has been made to induce the firm to submit it.

March 25, 2015
Date

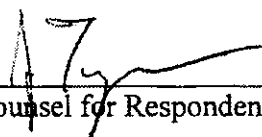
Respondent
Citigroup Global Markets Inc.

By: 

Name: Joshua E. Levine

Title: Managing Director

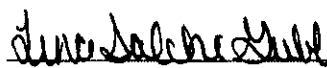
Reviewed by:


Counsel for Respondent

Accepted by FINRA:

4/9/15
Date

Signed on behalf of the
Director of ODA, by delegated authority


Tina Salehi Gubb
Chief Counsel
Department of Market Regulation

**FINRA Matter No. 20120339787
Exhibit A**

#	FINRA Item #	Halt Issue Symbol ID	Trade Report Timestamp	Execution Timestamp	Buy Sell Code	Execution Quantity	Execution Price	Control Number	Restitution
1	43	ALKS	01/27/2012 16:57:15.120000	01/27/2012 16:00:00.000000	S	801	19.1	02730E1AE600	N/A
2	44	AOB	03/19/2012 09:30:12.750000	03/19/2012 09:30:02.000000	S	500	1.34	07930028DC00	N/A
3	49	BNHN	03/13/2012 17:03:34.450000	03/13/2012 16:00:00.000000	S	531	11.88	07310F6D7B00	N/A
4	50	CACI	05/02/2012 16:53:26.020000	05/02/2012 16:53:24.000000	B	854	61.4199	123213F5EF00	N/A
5	51	CACI	02/01/2012 16:14:38.300000	02/01/2012 16:14:05.000000	S	3190	58.725	032711CCE100	N/A
6	52	GMCR	02/01/2012 16:22:29.950000	02/01/2012 16:22:27.000000	S	11711	53.75	032311D52A00	N/A
7	53	GMCR	02/01/2012 16:19:54.140000	02/01/2012 16:19:48.000000	S	5645	53.75	032511D07100	N/A
8	62	HGIC	05/01/2012 17:35:43.930000	05/01/2012 17:35:42.000000	B	761	59.94	122015EC3100	N/A
9	63	ISTA	06/06/2012 16:31:29.550000	06/06/2012 16:31:20.000000	S	571	9.09	15890FC9B900	N/A
10	64	LXU	05/15/2012 12:54:40.650000	05/15/2012 12:54:38.000000	S	500	30.75	136307E48900	N/A
11	65	MAPP	03/26/2012 16:49:38.260000	03/26/2012 16:49:33.000000	S	264	17.14	08690E55B300	N/A
12	66	MTOX	06/04/2012 09:45:04.630000	06/04/2012 09:44:59.000000	B	200	26.63	1562014A1000	N/A
13	67	MU	02/03/2012 16:31:35.700000	02/03/2012 16:00:00.000000	S	8889	7.95	03491217D100	N/A
14	68	NETL	02/17/2012 16:39:31.800000	02/17/2012 16:00:00.000000	B	1391	50	04861280A500	N/A
15	69	OPXT	03/26/2012 16:51:54.930000	03/26/2012 16:51:49.000000	S	527	1.13	08650E569800	N/A
16	70	POWL	02/08/2012 11:37:11.770000	02/07/2012 16:30:53.000000	B	1400	37.79	39407575300	N/A
17	71	POWL	02/07/2012 16:31:29.980000	02/07/2012 16:30:53.000000	S	1400	37.79	03810FAF7D00	N/A
18	72	PSA\$L	01/05/2012 16:20:40.750000	01/05/2012 16:20:22.000000	B	6	25.33	0052133A6300	N/A
19	73	TUES	06/06/2012 16:31:28.690000	06/06/2012 16:31:23.000000	S	767	4.4	15890FC9AA00	N/A
20	74	TUES	06/06/2012 17:11:30.640000	06/06/2012 16:31:23.000000	S	767	4.4	15810FF1A600	\$153.40
								Total	\$153.40