



CITIGROUP GLOBAL MARKETS HOLDINGS INC.

(a corporation duly incorporated and existing under the laws of the State of New York)

and

CITIGROUP GLOBAL MARKETS FUNDING LUXEMBOURG S.C.A.

(incorporated as a corporate partnership limited by shares (société en commandite par actions) under Luxembourg law and registered with the Register of Trade and Companies of Luxembourg under number B 169199)

**each an issuer under the
Citi Warrant Programme**

**Warrants issued by Citigroup Global Markets Funding Luxembourg S.C.A only will be
unconditionally and irrevocably guaranteed by
CITIGROUP GLOBAL MARKETS LIMITED
(incorporated in England and Wales)**

This base prospectus supplement (the **CGMHI Base Prospectus Supplement (No.5)**) constitutes a supplement for the purposes of Article 16 of Directive 2003/71/EC, as amended (the **Prospectus Directive**) as implemented in Ireland by the Prospectus (Directive 2003/71/EC) Regulations 2005 (as amended by the Prospectus (Directive 2003/71/EC) Amending Regulations 2012, the **Irish Prospectus Regulations**) and is supplemental to, and must be read in conjunction with, the Citi Warrant Programme Base Prospectus dated 25 September 2015 (the **CGMHI Warrant Programme Base Prospectus 2015**), as supplemented by a CGMHI Base Prospectus Supplement (No.1) dated 27 October 2015 (the **CGMHI Base Prospectus Supplement (No.1)**), a CGMHI Base Prospectus Supplement (No.2) dated 16 November 2015 (the **CGMHI Base Prospectus Supplement (No.2)**), a CGMHI Base Prospectus Supplement (No.3) dated 27 January 2016 (the **CGMHI Base Prospectus Supplement (No.3)**) and a CGMHI Base Prospectus Supplement (No.4) dated 11 March 2016 (the **CGMHI Base Prospectus Supplement (No.4)**), in each case, prepared by Citigroup Global Markets Holdings Inc. (CGMHI) (the CGMHI Warrant Programme Base Prospectus 2015, the CGMHI Base Prospectus Supplement (No.1), the CGMHI Base Prospectus Supplement (No.2), the CGMHI Base Prospectus Supplement (No.3) and the CGMHI Base Prospectus Supplement (No.4), together the **CGMHI Warrant Programme Base Prospectus**) with respect to the Citi Warrant Programme (the **Programme**).

This base prospectus supplement (the **CGMFL Base Prospectus Supplement (No.5)**) and, together with the CGMHI Base Prospectus Supplement (No.5), the **Supplement**) also constitutes a supplement for the purposes of Article 16 of the Prospectus Directive and is supplemental to, and must be read in conjunction with the Citi Warrant Programme Base Prospectus dated 25 September 2015 (the **CGMFL Warrant Programme Base Prospectus 2015**), as supplemented by a CGMFL Base Prospectus Supplement (No.1) dated 27 October 2015 (the **CGMFL Base Prospectus Supplement (No.1)**), a CGMFL Base Prospectus Supplement (No.2) dated 16 November 2015 (the **CGMFL Base Prospectus Supplement (No.2)**), a CGMFL Base Prospectus Supplement (No.3) dated 27 January 2016 (the **CGMFL Base Prospectus Supplement (No.3)**) and a CGMFL Base Prospectus Supplement (No.4) dated 11 March 2016 (the **CGMFL Base Prospectus Supplement (No.4)**), in each case, prepared by Citigroup Global Markets Funding Luxembourg S.C.A. (CGMFL) and Citigroup Global Markets Limited in its capacity as the CGMFL Guarantor (the CGMFL Warrant

Programme Base Prospectus 2015, the CGMFL Base Prospectus Supplement (No.1), the CGMFL Base Prospectus Supplement (No.2), the CGMFL Base Prospectus Supplement (No.3) and the CGMFL Base Prospectus Supplement (No.4), together the **CGMFL Warrant Programme Base Prospectus** and, together with the CGMHI Warrant Programme Base Prospectus, the **Base Prospectus**) with respect to the Programme.

Terms defined in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

This Supplement has been approved by the Central Bank of Ireland (the **Central Bank**), as competent authority under the Prospectus Directive. The Central Bank only approves this Supplement as meeting the requirements imposed under Irish and EU law pursuant to the Prospectus Directive.

Application has been made to the Irish Stock Exchange for the approval of the CGMHI Base Prospectus Supplement (No.5) and the CGMFL Base Prospectus Supplement (No.5) as Base Listing Particulars Supplements (the **CGMHI Base Listing Particulars Supplement (No.5)** and the **CGMFL Base Listing Particulars Supplement (No.5)**, respectively, and together, the **Base Listing Particulars Supplement**). Save where expressly provided or the context otherwise requires, where Warrants are to be admitted to trading on the Global Exchange Market references herein to "Supplement", "CGMHI Base Prospectus Supplement (No.5)" and "CGMFL Base Prospectus Supplement (No.5)" shall be construed to be to "Base Listing Particulars Supplement", "CGMHI Base Listing Particulars Supplement (No.5)" and "CGMFL Base Listing Particulars Supplement (No.5)", respectively.

CGMHI accepts responsibility for the information contained in this Supplement (excluding the paragraphs set out under the heading "*Information relating to the CGMFL Warrant Programme Base Prospectus*" below). To the best of the knowledge of CGMHI (having taken all reasonable care to ensure that such is the case), the information contained in this Supplement (excluding the paragraphs set out under the heading "*Information relating to the CGMFL Warrant Programme Base Prospectus*" below) is in accordance with the facts and does not omit anything likely to affect the import of such information.

Each of CGMFL and the CGMFL Guarantor accept responsibility for the information contained in this Supplement (excluding the paragraphs set out under the heading "*Information relating to the CGMHI Warrant Programme Base Prospectus*" below). To the best of the knowledge of CGMFL and the CGMFL Guarantor (each having taken all reasonable care to ensure that such is the case), the information contained in this Supplement (excluding the paragraphs set out under the heading "*Information relating to the CGMHI Warrant Programme Base Prospectus*" below) is in accordance with the facts and does not omit anything likely to affect the import of such information.

Information relating to the CGMHI Warrant Programme Base Prospectus

Publication of the Form 8-K of Citigroup Inc. on 15 April 2016

On 15 April 2016, Citigroup Inc. (the parent company of CGMHI) filed a Current Report on Form 8-K (the **Citigroup Inc. Form 8-K**) with the Securities and Exchange Commission of the United States (the **SEC**) in connection with the publication of its Quarterly Financial Data Supplement for the quarter ended 31 March 2016. A copy of the Citigroup Inc. Form 8-K has been filed with the Central Bank, the Irish Stock Exchange plc and the *Commission de Surveillance du Secteur Financier* and has been published on the website of the Luxembourg Stock Exchange (https://www.bourse.lu/Bourse/application?_flowId=DownloadOAMGEDFlow&v=089yK+J0/8sNJytj8/oslnBN4kLEh5gKmHuKVijMBfLy7K246BK/nuvrlkmKGKwj7VqPDNUEbhgioikNGWCXqkrWNaNtbESXITnsN2z2pdA=&so_timeout=0). By virtue of this Supplement, the Citigroup Inc. Form 8-K is incorporated by reference in, and forms part of, the CGMHI Warrant Programme Base Prospectus 2015.

The following information appears on the page(s) of the Citigroup Inc. Form 8-K as set out below:

	Page(s)
(a) Press Release, dated 15 April 2016, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 5-19
(b) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 31 March 2016.	Exhibit Number 99.2 on pages 20-66

Any information not listed in the cross-reference list above but included in the Citigroup Inc. Form 8-K is given for information purposes only.

General

Save as disclosed in this Supplement (including any documents incorporated by reference herein), there has been no other significant new factor, material mistake or inaccuracy relating to information included in the CGMHI Warrant Programme Base Prospectus since the publication of the CGMHI Warrant Programme Base Prospectus Supplement (No.4).

Copies of the CGMHI Warrant Programme Base Prospectus 2015, the CGMHI Base Prospectus Supplement (No.1), the CGMHI Base Prospectus Supplement (No.2), the CGMHI Base Prospectus Supplement (No.3), the CGMHI Base Prospectus Supplement (No.4) and this Supplement will be available for inspection in hard copy form, for so long as the Programme remains in effect or any Warrants remain outstanding, at the specified offices of the Warrant Agents at the addresses specified in the CGMHI Warrant Programme Base Prospectus. All documents incorporated by reference in the CGMHI Warrant Programme Base Prospectus 2015 will be available on the website specified for each such document in the CGMHI Base Prospectus 2015. The CGMHI Warrant Programme Base Prospectus 2015, the CGMHI Base Prospectus Supplement (No.1), the CGMHI Base Prospectus Supplement (No.2), the CGMHI Base Prospectus Supplement (No.3), the CGMHI Base Prospectus Supplement (No.4) and this Supplement will be available on the website of the Central Bank.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the CGMHI Warrant Programme Base Prospectus 2015 by this Supplement and (b) any statement in the CGMHI Warrant Programme Base Prospectus or otherwise incorporated by reference into the CGMHI Warrant Programme Base Prospectus 2015, the statements in (a) above will prevail.

Withdrawal rights

No non-exempt offers of Warrants to the public made by CGMHI as Issuer pursuant to the CGMHI Warrant Programme Base Prospectus are on-going as of the date hereof, and consequently, no rights of withdrawal arise in accordance with regulation 52 of the Irish Prospectus Regulations following the publication of this Supplement.

Information relating to the CGMFL Warrant Programme Base Prospectus

Publication of the Form 8-K of Citigroup Inc. on 15 April 2016

On 15 April 2016, Citigroup Inc. (the indirect parent company of CGMFL) filed a Current Report on Form 8-K (the **Citigroup Inc. Form 8-K**) with the Securities and Exchange Commission of the United States (the **SEC**) in connection with the publication of its Quarterly Financial Data Supplement for the quarter ended 31 March 2016. A copy of the Citigroup Inc. Form 8-K has been filed with the Central Bank, the Irish Stock Exchange plc and the *Commission de Surveillance du Secteur Financier* and has been published on the website of the Luxembourg Stock Exchange (https://www.bourse.lu/Bourse/application?_flowId=DownloadOAMGEDFlow&v=089yK+J0/8sNJytj8/oslnBN4kLEh5gKmHuKVijMBfLy7K246BK/nuvrlkmKGKwj7VqPDNUEbhgjoikNGWCXqkrWNaNtbESXITnsN2z2pdA=&so_timeout=0). By virtue of this Supplement, the Citigroup Inc. Form 8-K is incorporated by reference in, and forms part of, the CGMFL Warrant Programme Base Prospectus 2015.

The following information appears on the page(s) of the Citigroup Inc. Form 8-K as set out below:

	Page(s)
(a) Press Release, dated 15 April 2016, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 5-19
(b) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 31 March 2016.	Exhibit Number 99.2 on pages 20-66

Any information not listed in the cross-reference list above but included in the Citigroup Inc. Form 8-K is given for information purposes only.

General

Save as disclosed in this Supplement (including any documents incorporated by reference herein), there has been no other significant new factor, material mistake or inaccuracy relating to information included in the CGMFL Warrant Programme Base Prospectus since the publication of the CGMFL Warrant Programme Base Prospectus Supplement (No.4).

Copies of the CGMFL Warrant Programme Base Prospectus 2015, the CGMFL Base Prospectus Supplement (No.1), the CGMFL Base Prospectus Supplement (No.2), the CGMFL Base Prospectus Supplement (No.3), the CGMFL Base Prospectus Supplement (No.4) and this Supplement will be available for inspection in hard copy form, for so long as the Programme remains in effect or any Warrants remain outstanding, at the specified offices of the Warrant Agents at the addresses specified in the CGMFL Warrant Programme Base Prospectus. All documents incorporated by reference in the CGMFL Warrant Programme Base Prospectus 2015 will be available on the website specified for each such document in the CGMFL Base Prospectus 2015. The CGMFL Warrant Programme Base Prospectus 2015, the CGMFL Base Prospectus Supplement (No.1), the CGMFL Base Prospectus Supplement (No.2), the CGMFL Base Prospectus Supplement (No.3), the CGMFL Base Prospectus Supplement (No.4) and this Supplement will be available on the website of the Central Bank.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the CGMFL Warrant Programme Base Prospectus 2015 by this Supplement and (b) any statement in the CGMFL Warrant Programme Base Prospectus or otherwise incorporated by reference into the CGMFL Warrant Programme Base Prospectus 2015, the statements in (a) above will prevail.

Withdrawal rights

No non-exempt offers of Warrants to the public made by CGMFL as Issuer pursuant to the CGMFL Warrant Programme Base Prospectus are on-going as of the date hereof, and consequently, no rights of withdrawal arise in accordance with regulation 52 of the Irish Prospectus Regulations following the publication of this Supplement.