

**CITIGROUP INC. UNDERLYING LINKED NOTES BASE PROSPECTUS SUPPLEMENT (No.3)  
dated 28 May 2014 and CGMFL UNDERLYING LINKED NOTES BASE PROSPECTUS  
SUPPLEMENT (No.3) dated 28 May 2014**



**CITIGROUP INC.**  
**(incorporated in Delaware)**

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 B169 199)**

**each an issuer under the  
Citi U.S.\$30,000,000,000 Global Medium Term Note Programme**

**Notes 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 **Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement No. 3**) 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 Underlying Linked Notes Base Prospectus dated 25 September 2013 as supplemented by the Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.1) dated 11 November 2013 (the **Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.1)**), and the Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.2) dated 10 March 2014 (the **Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.2)**), in each case, prepared by Citigroup Inc. (**Citigroup Inc.**) (the **Citigroup Inc. Underlying Linked Notes Base Prospectus**) with respect to the Citi U.S.\$30,000,000,000 Global Medium Term Note Programme.

This base prospectus supplement (the **CGMFL Underlying Linked Notes Base Prospectus Supplement No. 3** and, together with the Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement No 3, 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 Underlying Linked Notes Base Prospectus dated 25 September 2013 (the **CGMFL Underlying Linked Notes Base Prospectus**), as supplemented by the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.1) dated 11 November 2013 (the **CGMFL Underlying Linked Notes Base Prospectus Supplement (No.1)**), and the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.2) dated 10 March 2014 (the **CGMFL Underlying Linked Notes Base Prospectus Supplement (No.2)**), 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 and, together with the Citigroup Inc. Underlying Linked Notes 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 Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement No. 3 and the CGMFL Underlying Linked Notes Base Prospectus Supplement No. 3 as a Base Listing Particulars Supplement (the **Citigroup Inc. Base Listing Particulars Supplement No. 3** and the **CGMFL Base Listing Particulars Supplement No. 3**, respectively, and together, the **Base Listing Particulars Supplement No. 3**). Save where expressly provided or the context otherwise requires, where Notes are to be admitted to trading on the Global Exchange Market references herein to "Supplement", "Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement No. 3" and "CGMFL Underlying Linked Notes Base Prospectus Supplement No. 3" shall be construed to be to "Base Listing Particulars Supplement No. 3", "Citigroup Inc. Listing Particulars Supplement No. 3" and "CGMFL Listing Particulars Supplement No. 3", respectively.

Citigroup Inc. accepts responsibility for the information contained in this Supplement (excluding the paragraphs set out under the heading "**Information relating to the CGMFL Underlying Linked Notes Base Prospectus**" below). To the best of the knowledge of Citigroup Inc. (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 Underlying Linked Notes 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 Citigroup Inc. Underlying Linked Notes 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 Citigroup Inc. Underlying Linked Notes 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 Citigroup Inc. Underlying Linked Notes Base Prospectus**

*Publication of the Q1 Form 10-Q of Citigroup Inc. for the quarter ended 31 March 2014*

On 2 May 2014, Citigroup Inc. (an Issuer under the Programme) filed its Quarterly Report on Form 10-Q (the **Citigroup Inc. Q1 Form 10-Q**) for the three months ended 31 March 2014 with the Securities and Exchange Commission of the United States (the **SEC**). A copy of the Citigroup Inc. Q1 Form 10-Q has been filed with the *Commission de Surveillance du Secteur Financier* (the **CSSF**) and has been published on the website of Citigroup Inc. (<http://www.citigroup.com/citi/investor/data/q1401c.pdf?ieNocache=489>). By virtue of this Supplement, the Citigroup Inc. Q1 Form 10-Q is incorporated by reference in, and forms part of, the Citigroup Inc. Underlying Linked Notes Base Prospectus.

The following information appears on the page(s) of the Citigroup Inc. Q1 Form 10-Q as set out below:

1.	Unaudited interim financial information of Citigroup Inc. in respect of the three months ended 31 March 2014, as set out in the Citigroup Inc. Q1 Form 10-Q:	
		<b>Page(s)</b>
(a)	Consolidated Statement of Income	101-103
(b)	Consolidated Balance Sheet	104-105
(c)	Consolidated Statements of Changes in Stockholders' Equity	106
(d)	Consolidated Statement of Cash Flows	107-108

(e)	Notes and Accounting Policies	109-224
2.	Other information relating to Citigroup Inc., as set out in the Q1 Form 10-Q:	

**Page(s)**

(a)	Description of the principal activities of Citigroup Inc.	2-28, 98-99, 109-112, 115
(b)	Description of the principal markets in which Citigroup Inc. competes	2-28
(c)	Description of the principal investments of Citigroup Inc.	127-137
(d)	Description of trends and events affecting Citigroup Inc.	2-28, 98-99, 109-112, 115, 226
(e)	Description of litigation involving Citigroup Inc.	222-224
(f)	Risk Management	48-91

Any information not listed in the cross-reference list above but included in the Citigroup Inc. Q1 Form 10-Q is additional information given for information purposes only.

*Summary*

Following publication of the Citigroup Inc. Q1 Form 10-Q, the Summary set out in Section A of the Citigroup Inc. Underlying Linked Notes Base Prospectus shall be amended as set out in the Schedule to this Supplement.

*Significant change and material adverse change*

There has been no significant change in the financial or trading position of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 31 March 2014 (the date of Citigroup Inc.'s most recently published unaudited interim financial statements), and there has been no material adverse change in the financial position or prospects of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 31 December 2013 (the date of Citigroup Inc.'s most recently published audited financial statements).

*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 Citigroup Inc. Underlying Linked Notes Base Prospectus or since the publication of the Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement No. 2.

Copies of the Base Prospectus, the Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.1), Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.2), this Supplement and all documents incorporated by reference in the Citigroup Inc. Underlying Linked Notes Base Prospectus will be available, for so long as the Programme remains in effect or any Notes remain outstanding, for inspection in electronic form at the specified office of the Fiscal Agent and each of the Paying Agents and on the website specified for each such document in the Citigroup Inc. Underlying Linked Notes Base Prospectus.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Citigroup Inc. Underlying Linked Notes Base Prospectus by this Supplement and (b) any statement in the Citigroup Inc. Underlying Linked Notes Base Prospectus or otherwise incorporated by reference into the Citigroup Inc. Underlying Linked Notes Base Prospectus, the statements in (a) above will prevail.

## *Withdrawal rights*

Filing of the Citigroup Inc. Q1 Form 10-Q occurred prior to the admission to trading on the regulated market of the Irish Stock Exchange of certain non-exempt offers of Notes to the public made by Citigroup Inc. as Issuer pursuant to the Citigroup Inc. Underlying Linked Notes Base Prospectus and, consequently, in accordance with regulation 52 of the Irish Prospectus Regulations, investors who had already agreed to purchase or subscribe for such Notes before this Supplement was published have the right, exercisable before the end of the period of two working days beginning with the working day after the date on which this Supplement was published, to withdraw their acceptances. The final date of such right of withdrawal is 30 May 2014.

### **Information relating to the CGMFL Underlying Linked Notes Base Prospectus**

#### *Publication of the Q1 Form 10-Q of Citigroup Inc. for the quarter ended 31 March 2014*

On 2 May 2014, Citigroup Inc. (as Issuer under the Programme) filed its Quarterly Report on Form 10-Q (the **Citigroup Inc. Q1 Form 10-Q**) for the three months ended 31 March 2014 with the Securities and Exchange Commission of the United States (the **SEC**). A copy of the Citigroup Inc. Q1 Form 10-Q has been filed with the *Commission de Surveillance du Secteur Financier* (the **CSSF**) and has been published on the website of Citigroup Inc. (<http://www.citigroup.com/citi/investor/data/q1401c.pdf?ieNocache=489>). By virtue of this Supplement, the Citigroup Inc. Q1 Form 10-Q incorporated by reference in, and forms part of, the CGMFL Underlying Linked Notes Base Prospectus.

The following information appears on the page(s) of the Citigroup Inc. Q1 Form 10-Q as set out below:

1. Unaudited interim financial information of Citigroup Inc. in respect of the three months ended 31 March 2014, as set out in the Citigroup Inc. Q1 Form 10-Q:

	<b>Page(s)</b>
(a) Consolidated Statement of Income	101-103
(b) Consolidated Balance Sheet	104-105
(c) Consolidated Statements of Changes in Stockholders' Equity	106
(d) Consolidated Statement of Cash Flows	107-108
(e) Notes and Accounting Policies	109-224
2. Other information relating to Citigroup Inc., as set out in the Q1 Form 10-Q:	

	<b>Page(s)</b>
(a) Description of the principal activities of Citigroup Inc.	2-28, 98-99, 109-112, 115
(b) Description of the principal markets in which Citigroup Inc. competes	2-28
(c) Description of the principal investments of Citigroup Inc.	127-137
(d) Description of trends and events affecting Citigroup Inc.	2-28, 98-99, 109-112, 115, 226
(e) Description of litigation involving Citigroup Inc.	222-224
(f) Risk Management	48-91

Any information not listed in the cross-reference list above but included in the Citigroup Inc. Q1 Form 10-Q is additional information 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 Underlying Linked Notes Base Prospectus or since the publication of the CGMFL Underlying Linked Notes Base Prospectus Supplement No 2.

Copies of the CGMFL Underlying Linked Notes Base Prospectus, the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.1), the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.2), this Supplement and all documents incorporated by reference in the CGMFL Underlying Linked Notes Base Prospectus will be available (i) without charge from the registered office of CGMFL, being the address set out at the end of the CGMFL Underlying Linked Notes Base Prospectus, and from the specified office of any Paying Agent or the specified office of Arthur Cox Listing Services Limited as the Irish listing agent in Ireland at Earlsfort Centre, Earlsfort Terrace, Dublin 2, Ireland; and (ii) on the website specified for each such document in the Citigroup Inc Underlying Linked Notes Base Prospectus.

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

### *Withdrawal rights*

No non-exempt offers of Notes to the public made by CGMFL as Issuer pursuant to the CGMFL Underlying Linked Notes 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 CGMFL Underlying Linked Notes Base Prospectus Supplement No. 3.

## SCHEDULE

### AMENDMENTS TO THE SUMMARY

The part of the Summary set out below is amended to read as follows:

**[TO BE INCLUDED FOR NOTES ISSUED BY CITIGROUP INC. ONLY:]**

<b>B.12</b>	Selected historical key financial information:	<p>The table below sets out a summary of key financial information extracted from Citigroup Inc.'s Financial Report for the fiscal year ended on 31 December 2013<sup>1</sup>:</p>	<b>At or for the year ended 31 December</b>	
			<b>2013</b> <b>(audited)</b>	<b>2012</b> <b>(audited)</b>
			<i>(in millions of U.S. dollars)</i>	
		<b>Income Statement Data:</b>		
		Total revenues, net of interest expense.....	76,366	69,128
		<b>Income from continuing operations</b> .....	13,630	7,818
		<b>Net Income</b> .....	13,673	7,541
		<b>Balance Sheet Data:</b>		
		Total assets .....	1,880,382	1,864,660
		Total deposits .....	968,273	930,560
		Long-term debt (including U.S.\$26,877 and U.S.\$29,764 at 31 December 2013 and 2012, respectively, at fair value) .....	221,116	239,463
		Total stockholders' equity.....	204,339	189,049
		<p>The table below sets out a summary of key financial information extracted from Citigroup Inc.'s Quarterly Report for the quarter ended 31 March 2014<sup>2</sup>.</p>		
			<b>At or for the three months ended 31 March</b>	
			<b>2014</b> <b>(unaudited)</b>	<b>2013</b> <b>(unaudited)</b>
			<i>(in millions of U.S. dollars)</i>	
		<b>Income Statement Data:</b>		
		Total revenues, net of interest expense.....	20,124	20,248
		<b>Income from continuing operations</b> .....	3,951	3,931
		<b>Net Income</b> .....	3,943	3,808
		<b>Balance Sheet Data:</b>		
		Total assets .....	1,894,736	1,881,734
		Total deposits .....	966,263	933,762
		Long-term debt .....	222,747	234,326
		Total stockholders' equity.....	208,462	193,359

<sup>1</sup> The selected historical key financial information of Citigroup Inc. is updated to include key financial information extracted from the Citigroup Inc. Annual Report for the twelve months ended 31 December 2013 which is incorporated by reference into the Base Prospectus by virtue of Supplement (No.2).

<sup>2</sup> The selected historical key financial information of Citigroup Inc. is updated to include key financial information extracted from the Citigroup Inc. Quarterly Report for the three months ended 31 March 2014 which is incorporated by reference into the Base Prospectus by virtue of the Supplement (No 3).

		<p><b><i>Statements of no significant or material adverse change</i></b></p> <p>There has been: (i) no significant change in the financial or trading position of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 31 March 2014<sup>3</sup> and (ii) no material adverse change in the financial position, business or prospects of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 31 December 2013<sup>4</sup>.</p>
<b>B.13</b>	Events impacting the Issuer's solvency	Not Applicable. There are no recent events particular to Citigroup Inc. which are to a material extent relevant to the evaluation of Citigroup Inc.'s solvency since 31 December 2013 <sup>5</sup> .

<sup>3</sup> The statement "There has been no significant change in the financial or trading position of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 30 June 2013" has been replaced by "There has been no significant change in the financial or trading position of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 31 March 2014" to reflect the incorporation by reference of the Citigroup Inc. Quarterly Report for the three months ended 31 March 2014 into the Base Prospectus by virtue of the Supplement (No.3).

<sup>4</sup> The statement "no material adverse change in the financial position, business or prospects of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 31 December 2012" has been replaced by "no material adverse change in the financial position, business or prospects of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 31 December 2013" to reflect incorporation by reference of the Citigroup Inc. Annual Report for the twelve months ended 31 December 2013 into the Base Prospectus by virtue of Supplement (No.2).

<sup>5</sup> The statement "There are no recent events particular to Citigroup Inc. which are to a material extent relevant to the evaluation of Citigroup Inc.'s solvency since 31 December 2012" has been replaced by "There are no recent events particular to Citigroup Inc. which are to a material extent relevant to the evaluation of Citigroup Inc.'s solvency since 31 December 2013" to reflect the incorporation by reference of the Citigroup Inc. Annual Report for the twelve months ended 31 December 2013 into the Base Prospectus by virtue of Supplement (No.2).