

**CITIGROUP INC. UNDERLYING LINKED NOTES BASE PROSPECTUS SUPPLEMENT (No.1)
dated 11 November 2013 and CGMFL UNDERLYING LINKED NOTES BASE PROSPECTUS
SUPPLEMENT (No.1) dated 11 November 2013**



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**) 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 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** and, together with the Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement, 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**), 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 and the CGMFL Underlying Linked Notes Base Prospectus Supplement as a Base Listing Particulars Supplement (the **Citigroup Inc. Base Listing Particulars Supplement** and the **CGMFL Base Listing Particulars Supplement**, respectively, and together, the **Base Listing Particulars Supplement**). 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" and "CGMFL Underlying Linked Notes Base Prospectus Supplement" shall be construed to be to "Base Listing Particulars Supplement", "Citigroup Inc. Listing Particulars Supplement" and "CGMFL Listing Particulars Supplement", 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 Q3 Form 10-Q of Citigroup Inc. on 1 November 2013

On 1 November 2013, Citigroup Inc. (an Issuer under the Programme) filed its Quarterly Report on Form 10-Q (the **Citigroup Inc. Q3 Form 10-Q**) for the three and nine months ended 30 September 2013 with the Securities and Exchange Commission of the United States (the **SEC**). A copy of the Citigroup Inc. Q3 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/q1303c.pdf?ieNocache=313>). By virtue of this Supplement, the Citigroup Inc. Q3 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. Q3 Form 10-Q as set out below:

		Page(s)
1.	Unaudited interim financial information of Citigroup Inc. in respect of the three and nine months ended 30 September 2013, as set out in the Citigroup Inc. Q3 Form 10-Q:	
(a)	Consolidated Statement of Income	109
(b)	Consolidated Balance Sheet	111-112
(c)	Consolidated Statements of Changes in Stockholders' Equity	113
(d)	Consolidated Statement of Cash Flows	114
(e)	Notes and Accounting Policies	115-243

2. Other information relating to Citigroup Inc., as set out in the Q3 Form 10-Q:

	Page(s)
(a) Description of the principal activities of Citigroup Inc.	5-33,38-55
(b) Description of the principal markets in which Citigroup Inc. competes	5-33
(c) Description of the principal investments of Citigroup Inc.	35,134-145
(d) Description of trends and events affecting Citigroup Inc.	5-33, 101-106, 244
(e) Description of litigation involving Citigroup Inc.	72-74, 241-243, 244
(f) Risk Management	55-100

Any information not listed in the cross-reference list above but included in the Citigroup Inc. Q3 Form 10-Q is additional information given for information purposes only.

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 30 September 2013 (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 2012 (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.

Copies of the Base Prospectus, 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. Q3 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 13 November 2013.

Information relating to the CGMFL Underlying Linked Notes Base Prospectus

Publication of the Q3 Form 10-Q of Citigroup Inc. on 1 November 2013

On 1 November 2013, Citigroup Inc. (as Issuer under the Programme) filed its Quarterly Report on Form 10-Q (the **Citigroup Inc. Q3 Form 10-Q**) for the three and nine months ended 30 September 2013 with the Securities and Exchange Commission of the United States (the **SEC**). A copy of the Citigroup Inc. Q3 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/q1303c.pdf?ieNocache=313>). By virtue of this Supplement, the Citigroup Inc. Q3 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. Q3 Form 10-Q as set out below:

1. Unaudited interim financial information of Citigroup Inc. in respect of the three and nine months ended 30 September 2013, as set out in the Citigroup Inc. Q3 Form 10-Q:

	Page(s)
(a) Consolidated Statement of Income	109
(b) Consolidated Balance Sheet	111-112
(c) Consolidated Statements of Changes in Stockholders' Equity	113
(d) Consolidated Statement of Cash Flows	114
(e) Notes and Accounting Policies	115-243

2. Other information relating to Citigroup Inc., as set out in the Q2 Form 10-Q:

	Page(s)
(a) Description of the principal activities of Citigroup Inc.	5-33, 38-55
(b) Description of the principal markets in which Citigroup Inc. competes	5-33
(c) Description of the principal investments of Citigroup Inc.	35, 134-145
(d) Description of trends and events affecting Citigroup Inc.	5-33, 101-106, 244
(e) Description of litigation involving Citigroup Inc.	72-74, 241-243, 244

Any information not listed in the cross-reference list above but included in the Citigroup Inc. Q3 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.

Copies of the CGMFL Underlying Linked Notes Base Prospectus, 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.

11 November 2013