

**CITIGROUP INC. UNDERLYING LINKED NOTES BASE PROSPECTUS SUPPLEMENT (No.4)
dated 25 July 2014 and CGMFL UNDERLYING LINKED NOTES BASE PROSPECTUS
SUPPLEMENT (No.5) dated 25 July 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**) 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**, which definition includes the supplement dated 11 November 2013 (the **Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement No.1**)), the Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.2) dated 10 March 2014 (the **Citigroup Inc. ULN Base Prospectus Supplement (No.2)**) and the Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.3) dated 28 May 2014 (the **Citigroup Inc. ULN Base Prospectus Supplement (No.3)**) 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**, which definition includes the supplement dated 11 November 2013 (the **CGMFL Underlying Linked Notes Base Prospectus Supplement No.1**)), the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.2) dated 10 March 2014 (the **CGMFL ULN Base Prospectus Supplement (No.2)**), the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.3) dated 28 May 2014 (the **CGMFL ULN Base Prospectus Supplement (No.3)**) and the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.4) dated 2 July 2014 (the **CGMFL ULN Base Prospectus Supplement (No.4)**) 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 4) and the CGMFL Underlying Linked Notes Base Prospectus Supplement (No 5) as a Base Listing Particulars Supplement (the **Citigroup Inc. Base Listing Particulars Supplement (No 4)** 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 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 4)" and "CGMFL Underlying Linked Notes Base Prospectus Supplement (No 5)" shall be construed to be to "Base Listing Particulars Supplement", "Citigroup Inc. Listing Particulars Supplement (No 4)" and "CGMFL Listing Particulars Supplement (No 5)", 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

1. Publication of a Form 8-K of Citigroup Inc. on 13 June 2014

On 13 June 2014, Citigroup Inc. (an Issuer under the Programme) filed a press release on Form 8-K (the **Citigroup Inc. 13 June 2014 Form 8-K**) with the Securities and Exchange Commission of the United States (the **SEC**) announcing that reflecting certain reclassifications in revenues and expenses included in its 2013 Form 10-K related to the reclassifications of certain business activities. A copy of the Citigroup Inc. 13 June 2014 Form 8-K has been filed with the Central Bank and the Commission de Surveillance du Secteur Financier (the **CSSF**) and is published on the website of Citigroup Inc. at <http://www.citigroup.com/citi/investor/data/k13cu.pdf?ieNocache=30>. By virtue of this Supplement, the Citigroup Inc. 13 June 2014 Form 8-K forms part of the Citigroup Inc. Underlying Linked Notes Base Prospectus.

2. Amendment to Section D1 – Description of Citigroup Inc.

The following paragraph will be added to the end of Section D1 – Description of Citigroup Inc., and a new Section J has been added to the Base Prospectus as per the Annex hereto:

“Recent Developments

A Citigroup Inc. press release published on 14 July 2014, announcing that it reached a comprehensive settlement with the Residential Mortgage-Backed Securities Working Group, part of the Financial Fraud Enforcement Task Force (which is published on the web-site of Citigroup Inc. at: <http://www.citigroup.com/citi/news/2014/140714a.htm>) is attached hereto as “Citigroup Press Release of 14 July 2014” in Section J of this Base Prospectus. For more information, see <http://www.citigroup.com/citi/investor/>.”

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 since the publication of the Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement No. 3.

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 and this Supplement.

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. 13 June 2014 Form 8-K 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 July 2014.

Information relating to the CGMFL Underlying Linked Notes Base Prospectus

1. Publication of a Form 8-K of Citigroup Inc. on 13 June 2014

On 13 June 2014, Citigroup Inc. (an Issuer under the Programme) filed a press release on Form 8-K (the **Citigroup Inc. 13 June 2014 Form 8-K**) with the Securities and Exchange Commission of the United States (the **SEC**) announcing that reflecting certain reclassifications in revenues and expenses included in its 2013 Form 10-K related to the reclassifications of certain business activities. A copy of the Citigroup Inc. 13 June 2014 Form 8-K has been filed with the Central Bank and the Commission de Surveillance du Secteur Financier (the **CSSF**) and is published on the website of Citigroup Inc. at <http://www.citigroup.com/citi/investor/data/k13cu.pdf?ieNocache=30..> By virtue of this Supplement, the Citigroup Inc. 13 June 2014 Form 8-K forms part of the CGMFL Underlying Linked Notes Base Prospectus.

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 4.

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 for so long as the Programme remains in effect of 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 CGMFL Underlying Linked Notes Base Prospectus and this Supplement.

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.

25 July 2014

ANNEX – SECTION J

For Immediate Release
Citigroup Inc. (NYSE: C)
July 14, 2014

Citigroup Announces Comprehensive Settlement with Residential Mortgage-Backed Securities Working Group

New York – Citigroup today announced that it has reached an agreement to settle the ongoing investigation of the Residential Mortgage-Backed Securities (RMBS) Working Group, part of the Financial Fraud Enforcement Task Force. Today's agreement resolves actual and potential civil claims by the U.S. Department of Justice (the DOJ), several state attorneys general (State AGs), and the Federal Deposit Insurance Corporation (the FDIC) relating to RMBS and collateralized debt obligations (CDOs) issued, structured or underwritten by Citi between 2003 and 2008.

Under the terms of the settlement, Citigroup will pay a total of \$4.5 billion in cash and provide \$2.5 billion in consumer relief. The cash portion consists of a \$4 billion civil monetary payment to the DOJ and \$500 million in compensatory payments to the State AGs and the FDIC. The consumer relief will be in the form of financing provided for the construction and preservation of affordable multifamily rental housing, principal reduction and forbearance for residential loans, as well as other direct consumer benefits from various relief programs. Citigroup has agreed to provide the consumer relief by the end of 2018.

Michael Corbat, Chief Executive Officer of Citigroup, said, "The comprehensive settlement announced today with the U.S. Department of Justice, state attorneys general, and the FDIC resolves all pending civil investigations related to our legacy RMBS and CDO underwriting, structuring and issuance activities. We also have now resolved substantially all of our legacy RMBS and CDO litigation. We believe that this settlement is in the best interests of our shareholders, and allows us to move forward and to focus on the future, not the past."

In connection with the settlement, Citigroup will take a charge of approximately \$3.8 billion pre-tax in the second quarter of 2014. Citigroup will issue its second quarter results via press release at approximately 8 a.m. today.

Citi

Citi, the leading global bank, has approximately 200 million customer accounts and does business in more than 160 countries and jurisdictions. Citi provides consumers, corporations, governments and institutions with a broad range of financial products and services, including consumer banking and credit, corporate and investment banking, securities brokerage, transaction services, and wealth management.

Additional information may be found at www.citigroup.com | Twitter: [@Citi](https://twitter.com/Citi) | YouTube: www.youtube.com/citi | Blog: <http://blog.citigroup.com> | Facebook: www.facebook.com/citi | LinkedIn: www.linkedin.com/company/citi

Certain statements in this release, including Citi's agreement to provide the required consumer relief under the settlement by the end of 2018, are "forward-looking statements" within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. These statements are based on management's current expectations and are subject to uncertainty and changes in circumstances. Actual results and capital and other financial condition may differ materially from those included in these statements due to a variety of factors. More information about these factors and other factors that may affect Citi's future results is contained in Citi's filings with the U.S. Securities and Exchange Commission, including without limitation the "Risk Factors" section of Citi's 2013 Annual Report on Form 10-K. Any forward-looking statements made by or on behalf of Citigroup speak only as to the date they are made, and Citi does not undertake to update forward-looking statements to reflect the impact of circumstances or events that arise after the date the forward-looking statements were made.