

**CITIGROUP INC. UNDERLYING LINKED NOTES BASE PROSPECTUS SUPPLEMENT (No.2)
dated 10 March 2014 and CGMFL UNDERLYING LINKED NOTES BASE PROSPECTUS
SUPPLEMENT (No.2) dated 10 March 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**)) 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**)), 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

1. Publication of a Form 8-K of Citigroup Inc. on 28 February 2014

On 28 February 2014, Citigroup Inc. (an Issuer under the Programme) filed a press release on Form 8-K (the **Citigroup Inc. 2014 Downward Adjustment Form 8-K**) with the Securities and Exchange Commission of the United States (the **SEC**) announcing that it will be adjusting downwards its fourth quarter and full year 2013 financial results from those reported on 16 January 2014 as a result of a fraud recently discovered in its subsidiaries in Mexico. Such adjusted figures are reflected in the Citigroup Inc. 2013 Form 10-K detailed below. A copy of the Citigroup Inc. 2014 Downward Adjustment Form 8-K has been filed with the Central Bank and the Commission de Surveillance du Secteur Financier (the **CSSF**) and is set out in the Annex attached hereto. By virtue of this Supplement, the Citigroup Inc. 2014 Downward Adjustment Form 8-K forms part of the Citigroup Inc. Underlying Linked Notes Base Prospectus.

The following information appears on the page(s) of the Citigroup Inc. 2014 Downward Adjustment Form 8-K as set out below:

	Page(s)
Other Events	Item 8.01 on page 2
Financial Statements and Exhibits	Item 9.01, Exhibit Number 99.01 on pages 5-7
Any information not listed in the cross-reference list above but included in the Citigroup Inc. Downward Adjustment Form 8-K is given for information purposes only.	

2. Publication of the 2013 Form 10-K of Citigroup Inc. on 3 March 2014

On 3 March 2014, Citigroup Inc. (an Issuer under the Programme) filed its Annual Report on Form 10-K (the **Citigroup Inc. 2013 Form 10-K**) for the year ended 31 December 2013 with the SEC. A

copy of the Citigroup Inc. 2013 Form 10-K has been filed with the Central Bank and the CSSF and has been published on the website of Citigroup Inc. (<http://www.citigroup.com/citi/investor/data/k13c.pdf?ieNocache=223>). By virtue of this Supplement, the Citigroup Inc. 2013 Form 10-K 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. 2013 Form 10-K as set out below:

1. Audited consolidated financial statements of Citigroup Inc. as of 31 December 2013 and 2012 and for the years ended 31 December 2013, 2012 and 2011, as set out in the Citigroup Inc. 2013 Form 10-K:

	Page(s)
(a) Consolidated Statement of Income	153-155
(b) Consolidated Balance Sheet	156-157
(c) Consolidated Statements of Changes in Stockholders' Equity	158-159
(d) Consolidated Statement of Cash Flows	160-161
(e) Notes and Accounting Policies	168-328
(f) Report of Independent Registered Accounting Firm – Consolidated Financial Statements of Citigroup Inc. as of 31 December 2013 and 2012 and for the years ended 31 December 2013, 2012 and 2011	151

2. Other information relating to Citigroup Inc., as set out in the Citigroup Inc. 2013 Form 10-K:

	Page(s)
(a) Description of the principal activities of Citigroup Inc.	4-34, 39, 141-145, 148-149, 179, 330-334
(b) Description of the principal markets in which Citigroup Inc. competes	14-31
(c) Description of the principal investments of Citigroup Inc.	213-223
(d) Description of trends and events affecting Citigroup Inc.	57-69, 148-149
(e) Description of litigation involving Citigroup Inc.	318-326
(f) Risk Management	70-135

Any information not listed in the cross-reference list above but included in the Citigroup Inc. 2013 Form 10-K 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 31 December 2013 (the date of Citigroup Inc.'s most recently published audited 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 since the publication of the Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement No. 1.

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. 2013 Form 10-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 12 March 2014.

Information relating to the CGMFL Underlying Linked Notes Base Prospectus

1. Publication of a Form 8-K of Citigroup Inc. on 28 February 2014

On 28 February 2014, Citigroup Inc. (an Issuer under the Programme) filed a press release on Form 8-K (the **Citigroup Inc. 2014 Downward Adjustment Form 8-K**) with the Securities and Exchange Commission of the United States (the **SEC**) announcing that it will be adjusting downwards its fourth quarter and full year 2013 financial results from those reported on 16 January 2014 as a result of a fraud recently discovered in its subsidiaries in Mexico. Such adjusted figures are reflected in the Citigroup Inc. 2013 Form 10-K detailed below. A copy of the Citigroup Inc. 2014 Downward Adjustment Form 8-K has been filed with the Central Bank and the Commission de Surveillance du Secteur Financier (the **CSSF**) and is set out in the Annex attached hereto. By virtue of this Supplement, the Citigroup Inc. 2014 Downward Adjustment Form 8-K forms part of the CGMFL Underlying Linked Notes Base Prospectus.

The following information appears on the page(s) of the Citigroup Inc. 2014 Downward Adjustment Form 8-K as set out below:

Page(s)

Other Events

Item 8.01 on page 2

Financial Statements and Exhibits

Item 9.01, Exhibit Number 99.01 on pages 5-7

Any information not listed in the cross-reference list above but included in the Citigroup Inc. 2014 Downward Adjustment Form 8-K is given for information purposes only.

2. *Publication of the 2013 Form 10-K of Citigroup Inc. on 3 March 2014*

On 3 March 2014, Citigroup Inc. (as Issuer under the Programme) filed its Annual Report on Form 10-K (the **Citigroup Inc. 2013 Form 10-K**) for the year ended 31 December 2013 with the SEC. A copy of the Citigroup Inc. 2013 Form 10-K has been filed with the Central Bank and the CSSF and has been published on the website of Citigroup Inc. (<http://www.citigroup.com/citi/investor/data/k13c.pdf?ieNocache=223>). By virtue of this Supplement, the Citigroup Inc. 2013 Form 10-K 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. 2013 Form 10-K as set out below:

1. Audited consolidated financial statements of Citigroup Inc. as of 31 December 2013 and 2012 and for the years ended 31 December 2013, 2012 and 2011, as set out in the Citigroup Inc. 2013 Form 10-K:

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(f)	Risk Management	70-135

Any information not listed in the cross-reference list above but included in the Citigroup Inc. 2013 Form 10-K 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 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.

10 March 2014

ANNEX

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) February 28, 2014

Citigroup Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-9924
(Commission
File Number)

52-1568099
(IRS Employer
Identification No.)

399 Park Avenue, New York,
New York
(Address of principal executive offices)

10022
(Zip Code)

(212) 559-1000
(Registrant’s telephone number,
including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

CITIGROUP INC.
Current Report on Form 8-K

Item 2.02 Results of Operations and Financial Condition.
Item 8.01 Other Events.

On February 28, 2014, Citigroup Inc. (“Citi”) issued a press release announcing that it will be adjusting downward its fourth quarter and full year 2013 financial results, from those reported on January 16, 2014. A copy of the press release, filed as Exhibit 99.01 to this Form 8-K, is incorporated herein by reference in its entirety and shall be deemed to be “filed” for purposes of the Securities Exchange Act of 1934, as amended.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	
99.01	Press Release, dated February 28, 2014, issued by Citigroup Inc.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CITIGROUP INC.

Dated: February 28, 2014

By: /s/ Jeffrey R. Walsh
Name: Jeffrey R. Walsh
Title: Controller and Chief Accounting Officer

EXHIBIT INDEX

Exhibit Number	
99.01	Press Release, dated February 28, 2014, issued by Citigroup Inc.



For Immediate Release
Citigroup Inc. (NYSE: C)
February 28, 2014

Citigroup Adjusts Fourth Quarter and Full Year 2013 Financial Results

New York — Citi announced today that it is adjusting downward its fourth quarter and full year 2013 financial results, from those reported on January 16, 2014, by an estimated \$235 million after-tax (\$360 million pre-tax) as a result of a fraud recently discovered in its subsidiary in Mexico. The financial impact will lower Citi's 2013 net income from \$13.9 billion to \$13.7 billion. Citi's 2013 Annual Report on Form 10-K, to be filed with the U.S. Securities and Exchange Commission on March 3, 2014, will reflect these adjustments. Citi also intends to release a revised Fourth Quarter of 2013 Quarterly Financial Data Supplement reflecting these adjustments.

As of December 31, 2013, Citi, through Banco Nacional de Mexico ("Banamex"), had extended approximately \$585 million of short-term credit to Oceanografia S.A. de C.V. ("OSA"), a Mexican oil services company, through an accounts receivable financing program. OSA has been a key supplier to Petróleos Mexicanos ("Pemex"), the Mexican state-owned oil company. Pursuant to the program, Banamex extended credit to OSA to finance accounts receivables due from Pemex. As of December 31, 2013, Banamex also had approximately \$33 million in either outstanding loans made directly to OSA or standby letters of credit issued on OSA's behalf.

On February 11, 2014, Citi learned that OSA had been suspended from being awarded new Mexican government contracts. Upon learning of this suspension, Citi, together with Pemex, commenced detailed reviews of their credit exposure to OSA and of the accounts receivable financing program over the past several years. As a consequence of these reviews, on February 20, 2014, Pemex asserted that a significant portion of the accounts receivables recorded by Banamex in connection with the Pemex accounts receivable financing program were fraudulent and that the valid receivables were substantially less than the \$585 million referenced above.

Based on Citi's review, which included documentation provided by Pemex, Citi estimates that it is able to support the validity of approximately \$185 million of the \$585 million of accounts receivables owed to Banamex by Pemex as of December 31, 2013. This \$185 million consists of approximately \$75 million supported by documentation in Pemex records and approximately \$110 million of documented work performed that was still going through the Pemex approval process. The difference of an estimated \$400 million has been charged to operating expense in Transaction Services in the fourth quarter of 2013, with an offset to compensation expense of approximately \$40 million associated with the Banamex variable compensation plan.

While Citi's review of these matters is ongoing, Citi believes the fraud is isolated to this particular client within the Banamex accounts receivable financing program. Based on its continuing review, Citi will determine whether all or any portion of the \$33 million of direct loans made to OSA and the remaining approximately \$185 million of accounts receivable due from Pemex is impaired, taking into consideration the impact to OSA and Pemex of the actions and events described herein.

Citi CEO Michael Corbat said, "Although our inquiry into this fraud is continuing, we have been responding forcefully over the past week by assessing the overall exposure to Citi, coordinating with law enforcement, pursuing recovery of the misappropriated funds, and seeking accountability for anyone involved."

“Specifically, we have been taking the following actions: first, we immediately began a ‘rapid review’ – throughout Banamex and the rest of Citi – of programs similar to the one at issue here. At this point, we believe this is an isolated incident.

“Next, we are exploring our legal options and coordinating with law enforcement agencies in Mexico. Banamex, in coordination with Pemex, has worked with Mexico’s Attorney General to initiate criminal actions in connection with this matter that, in addition to imposing just penalties on the responsible parties, may allow us to recover damages. We are exploring every available option to recoup the misappropriated funds and we will be relentless in pursuing their recovery.

“I can assure you there will be accountability for those who perpetrated this despicable crime and any employee who enabled it, either through lax supervision, circumvention of our controls, or violating our Code of Conduct. All will be held equally responsible and we will make sure that the punishment sends a crystal clear message about the consequences of such actions,” Mr. Corbat concluded.

The table below sets forth Citi’s summary financial results for the full year 2013, as reported on January 16, 2014 and as adjusted. As noted above, Citi will release a revised quarterly financial supplement reflecting changes to its fourth quarter of 2013 financial results.

Citigroup Inc. and Consolidated Subsidiaries				
	2013			
<i>In millions of dollars, except per-share amounts and ratios</i>	As previously reported	2013 Adjustments	2013 As adjusted	
Revenues, net of interest expense	\$ 76,366	\$ —	\$ 76,366	
Operating expenses	47,995	360	48,355	
Provisions for credit losses and for benefits and claims	8,514	—	8,514	
Income from continuing operations before income taxes	\$ 19,857	\$ (360)	\$ 19,497	
Income taxes	5,992	(125)	5,867	
Income from continuing operations	\$ 13,865	\$ (235)	\$ 13,630	
Income from discontinued operations, net of taxes	270	—	270	
Net income before attribution of noncontrolling interests	\$ 14,135	\$ (235)	\$ 13,900	
Net income attributable to noncontrolling interests	227	—	227	
Citigroup’s net income	\$ 13,908	\$ (235)	\$ 13,673	
Net income for:				
Citicorp	\$ 15,798	\$ (235)	\$ 15,563	
Institutional Clients Group	9,756	(235)	9,521	
Transaction Services	3,132	(235)	2,897	
Diluted earnings per share				
Income from continuing operations	\$ 4.33	\$ (.07)	\$ 4.26	
Net income	4.42	(.07)	4.35	
Ratios:				
Return on average common stockholders’ equity	7.1%	(12) bps	6.9%	
Tier 1 Common	12.66	(2) bps	12.64	
Tier 1 Capital	13.70	(2) bps	13.68	
Total Capital	16.68	(3) bps	16.65	
Book value per common share	\$ 65.31	\$ (.08)	\$ 65.23	
Tangible book value per common share	\$ 55.38	\$ (.07)	\$ 55.31	

A reconciliation of Citigroup’s total stockholders’ equity to tangible book value per share is as follows:

<i>In millions of dollars, except per share amounts and ratios</i>	Dec. 31, 2013 As reported	Dec. 31, 2013 Adjustments	Dec. 31, 2013 As adjusted
Citigroup’s Total Stockholders’ Equity	\$ 204,574	\$ (235)	\$ 204,339
Less: Preferred Stock	6,738	—	6,738
Common Stockholders’ Equity	\$ 197,836	\$ (235)	\$ 197,601
Less:			
Goodwill	25,009	—	25,009
Intangible Assets (other than Mortgage Servicing Rights)	5,056	—	5,056
Tangible Common Equity (TCE)*	\$ 167,771	\$ (235)	\$ 167,536
Common Shares Outstanding at period end	3,029.2	—	3,029.2
Tangible Book Value Per Share	\$ 55.38	\$ (.07)	\$ 55.31
(Tangible Common Equity/Common Shares Outstanding)			

*Tangible common equity and tangible book value per common share are non-GAAP financial measures. Citi believes these metrics provide useful information as they are capital adequacy measures used and relied upon by investors and industry analysts.

#

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://new.citi.com> | Facebook: www.facebook.com/citi | LinkedIn: www.linkedin.com/company/citi

Certain statements in this document 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. These statements are not guarantees of future results or occurrences. Actual results and capital and other financial condition may differ materially from those included in these statements due to a variety of factors, including the precautionary statements included in this document and those contained in Citigroup’s filings with the U.S. Securities and Exchange Commission, including without limitation the “Risk Factors” section of Citigroup’s 2012 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.

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