



CITIGROUP GLOBAL MARKETS HOLDINGS INC.
(a corporation duly incorporated and existing under the laws of the State of New York)

the issuer under the
Citi U.S.\$10,000,000,000 Global Structured Note Programme

**Notes issued by Citigroup Global Markets Holdings Inc. will be unconditionally and
irrevocably guaranteed by
CITIGROUP INC.
(incorporated in Delaware)**

This base prospectus supplement (the **CGMHI Global Structured Note Programme Supplement (No.7)** or the **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 Global Structured Note Programme Base Prospectus dated 24 March 2016, (the **CGMHI Global Structured Note Programme Base Prospectus 2016**) as supplemented by a CGMHI Global Structured Note Programme Base Prospectus Supplement No.1 dated 20 April 2016 (the **CGMHI Global Structured Note Programme Base Prospectus Supplement (No.1)**), a CGMHI Global Structured Note Programme Base Prospectus Supplement No.2 dated 12 May 2016 (the **CGMHI Global Structured Note Programme Base Prospectus Supplement (No.2)**), a CGMHI Global Structred Note Programme Base Prospectus Supplement No.3 dated 14 July 2016 (the **CGMHI Global Structured Note Programme Base Prospectus Supplement (No.3)**) a CGMHI Global Structured Note Programme Base Prospectus Supplement No.4 dated 12 August 2016 (the **CGMHI Global Structred Note Programme Base Prospectus Supplement (No.4)**), CGMHI Global Structured Note Programme Base Prospectus Supplement No.5 dated 14 September 2016 (the **CGMHI Global Structred Note Programme Supplement (No.5)**) and a CGMHI Global Structured Note Programme Base Propsectus Supplement No.6 dated 24 October 2016 (the **CGMHI Global Structured Note Programme Base Prospectus Supplement (No.6)**) in each case prepared by Citigroup Global Markets Holdings Inc. (**CGMHI**) and Citigroup Inc. in its capacity as the CGMHI Guarantor, (the CGMHI Global Structured Note Programme Base Prospectus Supplement (No.1), the CGMHI Global Structured Note Programme Base Prosectus Supplement (No.2), the CGMHI Global Structured Note Programme Base Prospectus Supplement (No.3), the CGMHI Global Structured Note Programme Base Prospectus Supplement (No.4), the CGMHI Global Structured Note Programme Base Prospectus Supplement (No.5) and the CGMHI Structured Note Programme Supplement (No.6), together the **CGMHI Global Structured Note Base Prospectus**) with respect to the Citi U.S.\$10,000,000,000 Global Structured Note Programme (the **Programme**).

Terms defined in the Base Prospectus 2016 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 plc (the **Irish Stock Exchange**) for the approval of the CGMHI Global Structured Note Programme Base Prospectus Supplement (No.7) as Base Listing Particulars Supplement (No.7) (the **CGMHI Global Structured Note Base Listing Pariculars Supplement (No.7)**). 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”, “CGMHI Structured Note Programme Supplement (No.7)” shall be construed to be “Base Listing Particulars Supplement.”

CGMHI accepts responsibility for the information contained in this Supplement. 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 is in accordance with the facts and does not omit anything likely to affect the import of such information.

The CGMHI Guarantor accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the CGMHI Guarantor (having taken all reasonable care to ensure that such is the case), the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

INFORMATION RELATING TO THE BASE PROSPECTUS 2016

Publication of the Q3 Form 10-Q of Citigroup Inc. on 31 October 2016

On 31 October 2016, Citigroup Inc. (as CGMHI Guarantor under the Programme) filed its Quarterly Report on Form 10-Q (the **Citigroup Inc. 2016 Q3 Form 10-Q**) for the three and nine months ended 30 September 2016 with the Securities and Exchange Commission of the United States (the **SEC**). A copy of the Citigroup Inc. 2016 Q3 Form 10-Q has been filed with the Central Bank, the Irish Stock Exchange and the *Commission de Surveillance du Secteur Financier* (the **CSSF**) and has been published on the website of the Luxembourg Stock Exchange (https://www.bourse.lu/Bourse/application?_flowId=DownloadOAMGEDFlow&v=089yK+J0/8sNJytj8/osllpM5tcS4ZCwOKpWt4o/4lBnT+xCHPNPrBB7DkeF0ZV27N8l0DELJODyqMtCoCDnBMRPlaZxu085ghm0eHX6gg=&so_timeout=0). By virtue of this Supplement, the Citigroup Inc. 2016 Q3 Form 10-Q is incorporated by reference in, and forms part of, the CGMHI Global Structured Note Programme Base Prospectus.

The following information appears on the page(s) of the Citigroup Inc. 2016 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 2016, as set out in the Citigroup Inc. 2016 Q3 Form 10-Q:

	Page(s)
(a) Consolidated Statements of Income and Comprehensive Income	95-96
(b) Consolidated Balance Sheet	97-98
(c) Consolidated Statement of Changes in Stockholders' Equity	99-100
(d) Consolidated Statement of Cash Flows	101-102
(e) Notes to Consolidated Financial Statements	103-208

2. Other information relating to Citigroup Inc., as set out in the Citigroup Inc. 2016 Q3 Form 10-Q:

	Page(s)
(a) Description of the principal activities of Citigroup Inc.	2-26
(b) Description of the principal markets in which Citigroup Inc. competes	3, 7-26
(c) Description of the principal investments of Citigroup Inc.	118-127
(d) Description of trends and events affecting Citigroup Inc.	4-6, 29-45, 89, 91-92, 198-200, 209
(e) Description of litigation involving Citigroup Inc.	198-200
(f) Risk Management	47-88

Any information not listed in the cross-reference list above but included in the Citigroup Inc. 2016 Q3 Form 10-Q is given for information purposes only.

Alternative Performance Measures

Information relating to alternative performance measures (**APMs**) for the purposes of the Guidelines published by the European Securities and Markets Authority (ESMA) is set out in the Schedule to this Supplement.

Underlying Schedule 1- Credit Linked Conditions and Underlying Schedule 2 Credit Linked Conditions (2014)

The definition of 'Unwind Costs' on page E-87 and on page E-157 of the CGMHI Global Structured Note Programme Base Prospectus 2016 shall be deleted and replaced by the following:

Unwind Costs means the amount specified in the applicable Issue Terms or if **Standard Unwind Costs** are specified in the applicable Issue Terms, an amount determined by the Calculation Agent equal to the sum of (without duplication) all costs, fees, charges, expenses (including loss of funding), tax and duties incurred by the Issuer and/or any of its Affiliates in connection with the redemption of the Credit Linked Notes and (if the Issuer has elected to hedge its exposure and such hedge is held at the related termination) the related termination, settlement or re-establishment of any hedge or related trading position, such amount to be apportioned pro rata amongst each principal amount of Credit Linked Notes in the Calculation Amount.

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 2016 (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 2015 (the date of Citigroup Inc.'s most recently published audited financial statements).

Legal proceedings

For a discussion of CGMHI's material legal and regulatory matters, see Note 15 to the Consolidated Financial Statements included in the CGMHI 2015 Annual Report and Note 12 to the Consolidated Financial Statements included in the CGMHI 2016 Half-Yearly Financial Report. For a discussion of Citigroup Inc.'s material legal and regulatory matters, of which the matters discussed in Notes 15 and 12 (as specified above) are a part, see (i) the Citigroup Inc. 2015 Form 10-K, (ii) the Citigroup Inc. Q1 Form 10-Q, (iii) the Citigroup Inc. Q2 Form 10-Q and (iv) the Citigroup Inc. 2016 Q3 Form 10-Q. Save as disclosed in the documents referenced above, neither CGMHI nor any of its subsidiaries is involved in, or has been involved in, any governmental, legal or arbitration proceedings that may have had in the twelve months before the date of this Supplement, a significant effect on the financial position or profitability of CGMHI or CGMHI and its subsidiaries taken as a whole, nor, so far as CGMHI is aware, are any such proceedings pending or threatened.

For a discussion of Citigroup Inc.'s material legal and regulatory matters, see (i) the Citigroup Inc. 2015 Form 10-K, (ii) the Citigroup Inc. Q1 Form 10-Q, (iii) the Citigroup Inc. Q2 Form 10-Q and (iv) the Citigroup Inc. 2016 Q3 Form 10-Q. Save as disclosed in the documents referenced above, neither Citigroup Inc. nor any of its subsidiaries is involved in, or has been involved in, any governmental, legal or arbitration proceedings that may have had, in the twelve months before the date of this Supplement, a significant effect on the financial position or profitability of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole, nor, so far as Citigroup Inc. is aware, are any such proceedings pending or threatened.

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 Global Structured Note Base Prospectus since the publication of the CGMHI Global Structured Note Base Prospectus Supplement (No.6).

Copies of the CGMHI Global Structured Note Base Prospectus 2016, the CGMHI Global Structured Note Base Prospectus Supplement (No.1), the CGMHI Global Structured Notes Base Prospectus Supplement (No.2), the CGMHI Global Structured Note Base Prospectus Supplement (No.3), the CGMHI Global Structured Note Base Prospectus Supplement (No.4), the CGMHI Global Structured Note Base Prospectus Supplement (No.5), the CGMHI Global Structured Note Base Prospectus Supplement (No.6) and this Supplement will be available for inspection in electronic form, for so long as the Programme remains in effect or any Notes remain outstanding, at the specified office of the Fiscal Agent and each of the other Paying Agents and all documents incorporated by reference in the CGMHI Global Structured Note Base Prospectus 2016 will be available on the website specified for each such document in the CGMHI Global Structured Note 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 CGMHI Global Structured Note Base Prospectus 2016 by this Supplement and (b) any statement in the CGMHI Global Structured Note Base Prospectus or otherwise incorporated by reference into the CGMHI Global Structured Note Base Prospectus 2016, the statements in (a) above will prevail.

SCHEDULE

ALTERNATIVE PERFORMANCE MEASURES (CITIGROUP INC. 2016 Q3 FORM 8-K)

The Citigroup Inc. 2016 Q3 Form 10-Q contains several APMs. For further details on the components of the APMs, how these APMs are calculated, an explanation of why such APMs provide useful information for investors and a reconciliation to the nearest equivalent US GAAP measures, please see references to “Non-GAAP Financial Measures” in the Citigroup Inc. 2016 Q3 Form 10-Q and the table below:

APM	Explanation of why use of APM provides useful information	Citigroup Inc. 2016 Q3 Form 8-K Page Reference for Basis of Calculation, Reconciliation and Comparatives to Previous Reporting Periods
Results of Operations Excluding the impact of CVA/DVA	Citi’s results of operations excluding the impact of CVA/DVA are non-GAAP financial measures. Citi believes the presentation of its results of operations excluding these impacts provides a more meaningful depiction for investors of the underlying fundamentals of its businesses.	Pages 4 to 6, 21 to 26, 170
Results of Operations Excluding the impact of Foreign Exchange Translation	Citi’s results of operations excluding the impact of FX translation are non-GAAP financial measures. Citi believes the presentation of its results of operations excluding the impact of FX translation provides a more meaningful depiction for investors of the underlying fundamentals of its businesses.	Pages 4 to 6, 14, 17 to 20, 23 to 24, 59 to 60, 68, 108
Common Equity Tier 1 Capital ratio	Citi’s Basel III capital ratios and related components, on a fully implemented basis, are non-GAAP financial measures. Citi believes these ratios and the related components provide useful information to investors and others by measuring Citi’s progress against future regulatory capital standards.	Pages 5, 8, 37 to 41
Supplementary Leverage Ratio	Citi’s Basel III capital ratios and related components, on a fully implemented basis, are non-GAAP financial measures. Citi believes these ratios and the related components provide useful information to investors and others by measuring Citi’s progress against future regulatory capital standards.	Page 5, 8, 37, 44

APM	Explanation of why use of APM provides useful information	Citigroup Inc. 2016 Q3 Form 8-K Page Reference for Basis of Calculation, Components, Reconciliation and Comparatives to Previous Reporting Periods
Tangible Common Equity and Tangible Book Value per Share	Citi believes these capital metrics provide useful information, as they are used by investors and industry analysts.	Page 46

