



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.8)** 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)**), 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)**) and a CGMHI Global Structured Note Programme Base prospectus Supplement No.7 dated 22 November 2016 (the **CGMHI Global Structured Note Programme Base Prospectus Supplement (No.7)**) 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) CGMHI Structred Note Programme Supplement (No.6) and the CGMHI Structred Note Programme Supplement (No.7), 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.8) as Base Listing Particulars Supplement (No.8) (the **CGMHI Global Structured Note Base Listing**

Particulars Supplement (No.8). 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.8)” 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 form 8-K of Citigroup Inc. on 18 January 2017

On 18 January 2017, Citigroup Inc. (the parent company of CGMHI) filed a Current Report on Form 8-K (the **Citigroup Inc. January 2017 Form 8-K**) with the Securities and Exchange Commission of the United States (the **SEC**) in connection with the publication of its Quarterly Financial Data Supplement for the quarter and year ended 31 December 2016. A copy of the Citigroup Inc. January 2017 Form 8-K 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/oslmMgrty+4lYYjxASEQyyYeBaLVj1CiyCQot/fJXBZELUuLLP+LmCsy5d1+krM7EKWgWQF0lBjA2r8ddrTQTrq4xE=&so_timeout=0). By virtue of this Supplement, the Citigroup Inc. January 2017 Form 8-K 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. January 2017 Form 8-K as set out below:

		Page(s)
(a)	Press Release, dated 18 January 2017, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 1-15
(b)	Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 31 December 2016.	Exhibit Number 99.2 on pages 1-36

Any information not listed in the cross-reference list above but included in the Citigroup Inc. January 2017 Form 8-K 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.

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.7).

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), the CGMHI Global Structured Note Base Prospectus Supplement (No.7) 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 (APMS): (CITIGROUP INC. JANUARY 2017 FORM 8-K)

The Citigroup Inc. January 2017 Form 8-K contains several APMs. For further details on (i) the components of the APMs, (ii) how these APMs are calculated, (iii) an explanation of why such APMs provide useful information for investors and (iv) a reconciliation to the nearest equivalent US GAAP measures, please see references to “Non-GAAP Financial Measures” in the Citigroup Inc. January 2017 Form 8-K and the table below:

APM	Explanation of why use of APM provides useful information	Citigroup Inc. January 2017 Form 8-K Page Reference for Basis of Calculation, Components, 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. Beginning in the first quarter of 2016, the portion of the change in the fair value of on liabilities related to changes in Citigroup’s own credit spreads (DVA) are reflected as a component of Accumulated Other Comprehensive Income; previously these amounts were recognized in Citigroup’s revenues and net income. In the 2016 Q4 Form 8-K, results for 2015 Q4 and full year 2015 exclude the impact of CVA/DVA, as applicable, for consistency with the current period’s presentation.	Exhibit 99.1, Appendix A on page 10 and footnote 5 on page 15; and Exhibit 99.2, on pages 4 (including footnote 2), 5, 16 and 17
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.	Exhibit 99.1, Appendix A on page 9, Appendix B on pages 11 and 12 and Appendix E on page 14 and footnote 6 on page 15; and Exhibit 99.2, on pages 7, 12, 14, 23, 24 and 25
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.	Exhibit 99.1, Appendix C on page 13 and footnote 2 on page 15; and Exhibit 99.2, on pages 1 (including footnote 1) and 36
Supplementary Leverage Ratio	Citi’s Basel III capital ratios and related components, on a fully	Exhibit 99.1, Appendix D on page 13 footnote 3 on

APM	Explanation of why use of APM provides useful information	Citigroup Inc. January 2017 Form 8-K Page Reference for Basis of Calculation, Components, Reconciliation and Comparatives to Previous Reporting Periods
	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 15; and Exhibit 99.2, on pages 1 (including footnote 3) and 36
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.	Exhibit 99.1, Appendix E on page 14 and footnote 4 on page 15; and Exhibit 99.2, on pages 1 (including footnote 4) and 36
Results of Operations Excluding the Impact of gains/losses on Loan Hedges	Citi believes the presentation of its results of operations excluding the impact of gain/(loss) on loan hedges related to accrual loans provides a more meaningful depiction for investors of the underlying fundamentals of its businesses.	Exhibit 99.1, page 6 and footnote 7 on page 15; and Exhibit 99.2, on page 17 (including footnote 2)