



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 (No.3) (the "**Base Prospectus Supplement (No.3)**") 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) and together with Base Prospectus Supplement (No.1) dated 8 June 2018 (the "**Base Prospectus Supplement (No.1)**") and Base Prospectus Supplement (No.2) dated 22 October 2018 (the "**Base Prospectus Supplement (No.2)**") is supplemental to, and must be read in conjunction with, the Structured Note Programme Base Prospectus dated 23 March 2018 (the "**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 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 trading as Euronext Dublin ("**Euronext Dublin**") for the approval of this Supplement as Base Listing Particulars Supplements (the "**BLP Supplement No.3**"). 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" shall be construed to be to "BLP Supplement No.3".

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 (excluding the paragraphs related to CGMHI under "*Significant change and material adverse change*" and "*Legal Proceedings*" in each case under the heading "*Information relating to the Base Prospectus*" below). 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 (excluding the aforementioned paragraphs) 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

Publication of the 2018 Q3 Form 10-Q of Citigroup Inc. on 31 October 2018

On 31 October 2018, Citigroup Inc. filed its Quarterly Report on Form 10-Q (the **Citigroup Inc. 2018 Q3 Form 10-Q**) for the three and nine months ended 30 September 2018 with the Securities and Exchange Commission of the United States (the **SEC**). A copy of the Citigroup Inc. 2018 Q3 Form 10-Q has been filed with the Central Bank, Euronext Dublin and the *Commission de Surveillance du Secteur Financier* (the **CSSF**) and has been published on the website of the Luxembourg Stock Exchange (<https://dl.bourse.lu/dl?v=ADyMFy5zxNFitbuuk6wDBusLLdArExeJpRjADKvYNwpgrD+IrDbmpHl6gprKj7cJHWLsA1xNI+GpFqSEDW3hiqdtHQHlqZGeDXnPh4dFJZi2A/HkH3dLBFGWC4tWyn68hu9X/WKJNXRijyXmV9aWUpENTT5ut+Sibx0Z+hodl>). By virtue of this Supplement, the Citigroup Inc. 2018 Q3 Form 10-Q is incorporated by reference in, and forms part of, the Base Prospectus.

The following information appears on the page(s) of the Citigroup Inc. 2018 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 2018, as set out in the Citigroup Inc. 2018 Q3 Form 10-Q:

	Page(s)
(a) Consolidated Statements of Income and Comprehensive Income	82-83
(b) Consolidated Balance Sheet	84-85
(c) Consolidated Statement of Changes in Stockholders' Equity	86-87
(d) Consolidated Statement of Cash Flows	88-89
(e) Notes to the Consolidated Financial Statements	90-205

2. Other information relating to Citigroup Inc., as set out in the Citigroup Inc. 2018 Q3 Form 10-Q:

	Page(s)
(a) Description of the principal activities of Citigroup Inc.	1-23
(b) Description of the principal markets in which Citigroup Inc. competes	2,8-23
(c) Description of the principal investments of Citigroup Inc.	110-122
(d) Description of trends and events affecting Citigroup Inc.	3-5, 25-37, 76-77, 79-80, 195-196, 206
(e) Description of litigation involving Citigroup Inc.	195-196
(f) Risk Management	39-76

Any information not listed in the cross-reference list above but included in the Citigroup Inc. 2018 Q3 Form 10-Q is given for information purposes only.

Descriptions of the Dealership Agreement

Section D.7 of the Base Prospectus entitled “SUBSCRIPTION AND SALE AND TRANSFER RESTRICTIONS” shall be amended as follows:

The definition of “Dealership Agreement” contained in the first sentence, of the first paragraph, of this section, shall be amended by the addition of the words “as amended and/or restated and/or supplemented.”.

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 Schedule 1 to this Supplement.

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 2018 (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 2017 (the date of Citigroup Inc.'s most recently published audited annual financial statements).

Legal proceedings

For a discussion of Citigroup Inc.'s material legal and regulatory matters, see (i) Note 27 to the Consolidated Financial Statements included in the Citigroup Inc. 2017 Form 10-K, (ii) Note 23 to the Consolidated Financial Statements included in the Citigroup Inc. 2018 Q1 Form 10-Q, (iii) Note 23 to the Consolidated Financial Statements included in the Citigroup Inc. 2018 Q2 Form 10-Q and (iv) Note 23 to the Consolidated Financial Statements included in the Citigroup Inc. 2018 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 material 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 Base Prospectus since the publication of the Base Prospectus Supplement (No.2).

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

SCHEDULE 1

ALTERNATIVE PERFORMANCE MEASURES (CITIGROUP INC. 2018 Q2 FORM 10-Q)

The Citigroup Inc. 2018 Q3 Form 10-Q contains several alternative performance measures (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. 2018 Q3 Form 10-Q and the table below:

APM	Explanation of why use of APM provides useful information	Citigroup Inc. 2018 Q3 Form 10-Q Page Reference for Basis of Calculation, Components, Reconciliation and Comparatives to Previous Reporting Periods
Results of Operations Excluding the impact of Foreign Exchange Translation	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 3, 4, 5, 11, 15, 17, 21, 56, 59 and 64
Revenues Excluding the impact of Gains on Sale	Citi believes the presentation of its revenues excluding the impact of gains on sale provides a more meaningful depiction for investors of the underlying fundamentals of its businesses.	Pages 3, 4, 5, 15, 21 and 22
Common Equity Tier 1 Capital ratio	Citi includes this ratio to reflect full implementation of the U.S. Basel III rules as of and for all periods prior to December 31, 2017 consistent with current period presentation.	Pages 4, 7, 26, 27 and 34
Supplementary Leverage Ratio	Citi includes this ratio to reflect full implementation of the U.S. Basel III rules as of and for all periods prior to December 31, 2017 consistent with current period presentation.	Pages 4, 7, 26, 33 and 34
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.	Pages 7 and 37
Return on Tangible Common Equity	Citi believes these capital metrics provide useful information for investors and industry analysts.	Page 37

APM	Explanation of why use of APM provides useful information	Citigroup Inc. 2018 Q3 Form 10-Q Page Reference for Basis of Calculation, Components, Reconciliation and Comparatives to Previous Reporting Periods
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.	Pages 4, 5, 20, 21 and 22
Core Accrual Net Interest Revenue and Core Accrual Net Interest Margin	Citi believes the presentation of core accrual net interest revenue and core accrual net interest margin provides a more meaningful depiction for investors of the underlying fundamentals of its businesses.	Page 64