



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 **Supplement (No.5)** 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, as supplemented by the Supplement No.1 dated 20 April 2016 (the **Supplement No 1**), the Supplement No.2 dated 12 May 2016 (the **Supplement No.2**), the Supplement No.3 dated 14 July 2016 (the **Supplement No.3**) and the Supplement No.4 dated 12 August 2016 (**Supplement No.4**) (the **Base Prospectus 2016**) prepared by Citigroup Global Markets Holdings Inc. (**CGMHI**) and Citigroup Inc. in its capacity as the CGMHI Guarantor, 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 for the approval of the Supplement (No.5) as 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", "Supplement (No.5)" 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 Half-Yearly Financial Report of Citigroup Global Markets Holdings Inc.

On 31 August 2016, CGMHI (an Issuer under the Programme) published its half-yearly financial report containing its unaudited consolidated interim financial statements as of and for the six months period ended 30 June 2016 (the "**CGMHI 2016 Half-Yearly Financial Report**"). A copy of the CGMHI 2016 Half-Yearly Financial Report has been filed with the Central Bank, the Irish Stock Exchange plc and the *Commission de Surveillance du Secteur Financier* and has been published on the website of the Luxembourg Stock Exchange (https://www.bourse.lu/Bourse/application?_flowId=DownloadOAMGEDFlow&v=089yK+J0/8sNJytj8/osllUAEG97Rf8XhmjQvMVVqG6l1j7glmj2bEGn9Avs3IW2Vk7NYPqLCVDmLaRym9UGAD7K0jvWaySnnipa8IoHN2A=&so_timeout=0). By virtue of this Supplement, the CGMHI 2016 Half-Yearly Financial Report is incorporated by reference in, and forms part of, the CGMHI Global Structured Note Programme.

The following information appears on the pages of the CGMHI 2016 Half-Yearly Financial Report as set out below:

1. The unaudited consolidated financial statements of CGMHI as of and for the six months period ended 30 June 2016:

	Page(s) of the section entitled "Consolidated Financial Statements"
A. Consolidated Statements of Operations	1
B. Consolidated Statements of Comprehensive Income	2
C. Consolidated sStatements of Financial Condition	3-4
D. Consolidated Statements of Changes in Stockholders' Equity	5
E. Consolidated Statement of Cash Flows	6
F. Notes to Consolidated Financial Statements	7-62

2. The Management Report of the Issuer:

	Page(s) of the section entitled "Management Report"
A. Management Report	1-21

Any information not listed in the cross-reference list above but included in the CGMHI 2016 Half-Yearly Financial Report is additional information given for information purposes only.

Significant change and material adverse change

There has been no significant change in the consolidated financial or trading position of CGMHI and its subsidiaries taken as a whole since 30 June 2016 (the date of the most recently published unaudited interim financial statements of CGMHI) and there has been no material adverse change in the financial position or prospects of CGMHI and its subsidiaries taken as a whole since 31 December 2015 (the date of the most recently published audited annual financial statements of CGMHI).

Legal proceedings

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 and (iii) the Citigroup Inc. Q2 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.

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 (as specified above) are a part, see (i) the Citigroup Inc. 2015 Form 10-K, (ii) the Citigroup Inc. Q1 Form 10-Q and (iii) the Citigroup Inc. Q2 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.

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 Notes Base Prospectus since the publication of the CGMHI Global Structured Notes Base Prospectus Supplement (No.4).

Copies of the CGMHI Global Structured Notes Base Prospectus 2016, the CGMHI Global Structured Notes Base Prospectus Supplement (No.1), the CGMHI Global Structured Notes Base Prospectus Supplement (No.2), the CGMHI Global Structured Notes Base Prospectus Supplement (No.3), the CGMHI Global Structured Notes Base Prospectus Supplement (No.4), 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 Notes Base Prospectus 2016 will be available on the website specified for each such document in the CGMHI Global Structured Notes 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 Notes Base Prospectus 2016 by this Supplement and (b) any statement in the CGMHI Global Structured Notes Base Prospectus or otherwise incorporated by reference into the CGMHI Global Structured Notes Base Prospectus 2016, the statements in (a) above will prevail.