



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.4)** 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 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**) and the Supplement No.3 dated 14 July 2016 (the **Supplement No.3**) (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.4) 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.4)" 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 of the Form 8-K of Citigroup Inc. on 15 July 2016

On 15 July 2016, Citigroup Inc. (the parent company of CGMHI) filed a Current Report on Form 8-K (the **Citigroup Inc. Q2 Form 8-K**) with the SEC of the United States in connection with the publication of its Quarterly Financial Data Supplement for the quarter ended 30 June 2016. A copy of the Citigroup Inc. Q2 Form 8-K 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/osljFTTpLSKU4kXvg5pq5GdYCu3Hp6AlZDWZtnsAhHbNziGY7dWqsNV+g2Iuzg6v7HXXc8trqzJfM4nsyjjha20gE=&so_timeout=0). By virtue of this Supplement, the Citigroup Inc. Q2 Form 8-K is incorporated by reference in, and forms part of, the CGMHI Warrant Programme Base Prospectus 2015.

The following information appears on the page(s) of the Citigroup Inc. Q.2 Form 8-K as set out below:

	Page(s)
(a) Press Release, dated 15 July 2016, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 5-19
(b) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 30 June 2016.	Exhibit Number 99.2 on pages 20-71

Any information not listed in the cross-reference list above but included in the Citigroup Inc. Q.2 Form 8-K is given for information purposes only.

The following information appears on the page(s) of the Citigroup Inc. Q2 Form 10-Q as set out below:

1. Unaudited interim financial information of Citigroup Inc. in respect of the three and six months ended 30 June 2016, as set out in the Citigroup Inc. Q2 Form 10-Q:

	Page(s)
(a) Consolidated Statements of Income and Comprehensive Income	98-100
(b) Consolidated Balance Sheet	101-102
(c) Consolidated Statement of Changes in Stockholders' Equity	103-104
(d) Consolidated Statement of Cash Flows	105-106
(e) Notes and Accounting Policies	107-240

2. Other information relating to Citigroup Inc., as set out in the Citigroup Inc. Q2 Form 10-Q:

	Page(s)
(a) Description of the principal activities of Citigroup Inc.	2-30, 93, 107-108, 110
(b) Description of the principal markets in which Citigroup Inc. competes	14-30
(c) Description of the principal investments of Citigroup Inc.	126-137
(d) Description of trends and events affecting Citigroup Inc.	2-30, 93-95, 107-108
(e) Description of litigation involving Citigroup Inc.	229-231
(f) Risk Management	50-91

Any information not listed in the cross-reference list above but included in the Citigroup Inc. Q2 Form 10-Q is additional information 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.

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 June 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 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.

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 2016 since the publication of the Supplement No 3.

Copies of the Base Prospectus 2016, the Supplement No.1, the Supplement No.2 Supplement No.3 and this Supplement and all documents incorporated by reference in the Base Prospectus 2016 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 Paying Agents and all documents incorporated by reference in the Base Prospectus on the website specified for each such document in the Base Prospectus 2016.

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 2016 by this Supplement and (b) any statement in Base Prospectus 2016 or otherwise incorporated by reference into the Base Prospectus 2016, the statements in (a) above will prevail.

ALTERNATIVE PERFORMANCE MEASURES (CITIGROUP INC. Q2 FORM 8-K)

The Citigroup Inc. Q2 Form 8-K 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. Q2 Form 8-K and the table below:

APM	Explanation of why use of APM provides useful information	Citigroup Inc. Q2 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. 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.	Exhibit 99.1, Appendix A, pages 9 and 14 (and in particular Footnote (4))
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 and Appendix B, pages 10-11 and 14 (and in particular Footnote (5))
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, pages 12 and 14 (and in particular Footnote (1)) and Exhibit 99.2, Page 36
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	Exhibit 99.1, Appendix D, Pages 12 and 14 (and in particular Footnote (2)) and Exhibit 99.2, Page 36

APM	Explanation of why use of APM provides useful information	Citigroup Inc. Q2 Form 8-K Page Reference for Basis of Calculation, Components, Reconciliation and Comparatives to Previous Reporting Periods
	useful information to investors and others by measuring Citi's progress against future regulatory capital standards.	
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, pages 13 and 14 (and in particular Footnote (3)) and Exhibit 99.2, Page 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, pages 6 and 14 (and in particular Footnote (6))

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

The Quarterly Report 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 Quarterly Report and the table below:

APM	Explanation of why use of APM provides useful information	Quarterly Report 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. 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 23 to 27 and 29 to 30
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 19 to 20 and 22
Common Equity Tier 1 Capital ratio	Citi's Basel III capital ratios and related components, on a fully implemented basis, are	Pages 10, 31, 34, 38 to 41 and 77 to 78

APM	Explanation of why use of APM provides useful information	Quarterly Report Page Reference for Basis of Calculation, Components, Reconciliation and Comparatives to Previous Reporting Periods
	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.	
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 47
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 49