

CITIGROUP INC. UNDERLYING LINKED NOTES BASE PROSPECTUS SUPPLEMENT (No.2) dated 19 April 2016, CGMHI UNDERLYING LINKED NOTES BASE PROSPECTUS SUPPLEMENT (No.2) dated 19 April 2016 and CGMFL UNDERLYING LINKED NOTES BASE PROSPECTUS SUPPLEMENT (No.2) dated 19 April 2016



CITIGROUP INC.
(incorporated in Delaware)

and

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

and

CITIGROUP GLOBAL MARKETS FUNDING LUXEMBOURG S.C.A.
(incorporated as a corporate partnership limited by shares (société en commandite par actions)
under Luxembourg law and registered with the Register of Trade and Companies of
Luxembourg under number B 169199)

each an issuer under the
Citi U.S.\$30,000,000,000 Global Medium Term Note Programme

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

**Notes issued by Citigroup Global Markets Funding Luxembourg S.C.A only will be
unconditionally and irrevocably guaranteed by
CITIGROUP GLOBAL MARKETS LIMITED
(incorporated in England and Wales)**

This base prospectus supplement (the **Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.2)**) 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 Underlying Linked Notes Base Prospectus dated 4 February 2016 (the **Citigroup Inc. Underlying Linked Notes Base Prospectus 2016**), as supplemented by a Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.1) dated 15 March 2016 (the **Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.1)**), in each case prepared by Citigroup Inc. (the Citigroup Inc. Underlying Linked Notes Base Prospectus 2016 and the Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.1), together the **Citigroup Inc. Underlying Linked Notes Base Prospectus**) with respect to the Citi U.S.\$30,000,000,000 Global Medium Term Note Programme (the **Programme**).

This base prospectus supplement (the **CGMHI Underlying Linked Notes Base Prospectus Supplement (No.2)**) also constitutes a supplement for the purposes of Article 16 of the Prospectus Directive and is supplemental to, and must be read in conjunction with, the Underlying Linked Notes Base Prospectus dated 4 February 2016 (the **CGMHI Underlying Linked Notes Base Prospectus 2016**), as supplemented by a CGMHI Underlying Linked Notes Base Prospectus Supplement (No.1) dated 15 March 2016 (the **CGMHI Underlying Linked Notes Base Prospectus Supplement (No.1)**), in each case, prepared by Citigroup Global Markets Holdings Inc. (**CGMHI**) and Citigroup Inc. in its capacity as the CGMHI Guarantor (the CGMHI Underlying Linked Notes Base Prospectus 2016 and the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.1), together the **CGMHI Underlying Linked Notes Base Prospectus**) with respect to the Programme.

This base prospectus supplement (the **CGMFL Underlying Linked Notes Base Prospectus Supplement (No.2)**), together with the Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.2) and the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.2), the **Supplement**) also constitutes a supplement for the purposes of Article 16 of the Prospectus Directive and is supplemental to, and must be read in conjunction with, the Underlying Linked Notes Base Prospectus dated 4 February 2016 (the **CGMFL Underlying Linked Notes Base Prospectus 2016**), as supplemented by a CGMFL Underlying Linked Notes Base Prospectus Supplement (No.1) dated 15 March 2016 (the **CGMFL Underlying Linked Notes Base Prospectus Supplement (No.1)**), in each case, prepared by Citigroup Global Markets Funding Luxembourg S.C.A. (**CGMFL**) and Citigroup Global Markets Limited in its capacity as the CGMFL Guarantor (the CGMFL Underlying Linked Notes Base Prospectus 2016 and the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.1), together the **CGMFL Underlying Linked Notes Base Prospectus** and, together with the Citigroup Inc. Underlying Linked Notes Base Prospectus and the CGMHI Underlying Linked Notes Base Prospectus, the **Base Prospectus**) with respect to 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 for the approval of the Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.2), the the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.2) and the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.2) as Base Listing Particulars Supplements (the **Citigroup Inc. Underlying Linked Notes Base Listing Particulars Supplement (No.2)**, the **CGMHI Underlying Linked Notes Base Listing Particulars Supplement (No.2)** and the **CGMFL Underlying Linked Notes Base Listing Particulars Supplement (No.2)**, respectively, and together, the **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", "Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.2)", "CGMHI Underlying Linked Notes Base Prospectus Supplement (No.2)" and "CGMFL Underlying Linked Notes Base Prospectus Supplement (No.2)" shall be construed to be to "Base Listing Particulars Supplement", "Citigroup Inc. Underlying Linked Notes Base Listing Particulars Supplement (No.2)", "CGMHI Underlying Linked Notes Base Listing Particulars Supplement (No.2)" and "CGMFL Underlying Linked Notes Base Listing Particulars Supplement (No.2)", respectively.

Citigroup Inc. accepts responsibility for the information contained in this Supplement (excluding the paragraphs set out under the heading "*Information relating to the CGMHI Underlying Linked Notes Base Prospectus*" and "*Information relating to the CGMFL Underlying Linked Notes Base Prospectus*" below). To the best of the knowledge of Citigroup Inc. (having taken all reasonable care to ensure that such is the case), the information contained in this Supplement (excluding the paragraphs set out under the heading "*Information relating to the CGMHI Underlying Linked Notes Base Prospectus*" and "*Information relating to the CGMFL Underlying Linked Notes Base Prospectus*" below) is in accordance with the facts and does not omit anything likely to affect the import of such information.

CGMHI accepts responsibility for the information contained in this Supplement (excluding the paragraphs set out under the headings "*Information relating to the Citigroup Inc. Underlying Linked Notes Base Prospectus*" and "*Information relating to the CGMFL Underlying Linked Notes Base Prospectus*" below). 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 (excluding the paragraphs set out under the headings "*Information relating to the Citigroup Inc. Underlying Linked Notes Base Prospectus*" and "*Information relating to the CGMFL Underlying Linked Notes Base Prospectus*" below) 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 set out under the headings "*Information relating to the Citigroup Inc. Underlying Linked Notes Base Prospectus*" and "*Information relating to the CGMFL Underlying Linked Notes 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 paragraphs set out under the headings "*Information relating to the Citigroup Inc. Underlying Linked Notes Base Prospectus*" and "*Information relating to the CGMFL Underlying Linked Notes Base Prospectus*" below) is in accordance with the facts and does not omit anything likely to affect the import of such information.

Each of CGMFL and the CGMFL Guarantor accept responsibility for the information contained in this Supplement (excluding the paragraphs set out under the heading "*Information relating to the Citigroup Inc. Underlying Linked Notes Base Prospectus*" and "*Information relating to the CGMHI Underlying Linked Notes Base Prospectus*" below). To the best of the knowledge of CGMFL and the CGMFL Guarantor (each having taken all reasonable care to ensure that such is the case), the information contained in this Supplement (excluding the paragraphs set out under the heading "*Information relating to the Citigroup Inc. Underlying Linked Notes Base Prospectus*" and "*Information relating to the CGMHI Underlying Linked Notes Base Prospectus*" below) is in accordance with the facts and does not omit anything likely to affect the import of such information.

INFORMATION RELATING TO THE CITIGROUP INC. UNDERLYING LINKED NOTES BASE PROSPECTUS

Publication of the Form 8-K of Citigroup Inc. on 15 April 2016

On 15 April 2016, Citigroup Inc. (as an Issuer under the Programme) filed a Current Report on Form 8-K (the **Citigroup Inc. 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 ended 31 March 2016. A copy of the Citigroup Inc. Form 8-K has been filed with the Central Bank, the Irish Stock Exchange plc (the **Irish Stock Exchange plc**) 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/osl nBN4kLEh5gKmHuKVijMBfLy7K246BK/nuvrlkmKGKwj7VqPDNUeBhgjoikNGWCXqkrWNaNtbESXITns N2z2pdA=&so_timeout=0). By virtue of this Supplement, the Citigroup Inc. Form 8-K is incorporated by reference in, and forms part of, the Citigroup Inc. Underlying Linked Notes Base Prospectus 2016.

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

	Page(s)
(a) Press Release, dated 15 April 2016, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 5-19
(b) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 31 March 2016.	Exhibit Number 99.2 on pages 20-66

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

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 Citigroup Inc. Underlying Linked Notes Base Prospectus since the publication of the Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.1).

Copies of the Citigroup Inc. Underlying Linked Notes Base Prospectus 2016, the Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.1), this Supplement and all documents incorporated by reference in the Citigroup Inc. Underlying Linked Notes 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 on the website specified for each such document in the Citigroup Inc. Underlying Linked 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 Citigroup Inc. Underlying Linked Notes Base Prospectus 2016 by this Supplement and (b) any statement in the Citigroup Inc. Underlying Linked Notes Base Prospectus or otherwise incorporated by reference into the Citigroup Inc. Underlying Linked Notes Base Prospectus 2016, the statements in (a) above will prevail.

Withdrawal rights

No non-exempt offers of Notes to the public made by Citigroup Inc. as Issuer pursuant to the Citigroup Inc. Underlying Linked Notes Base Prospectus are on-going as of the date hereof, and consequently, no rights of withdrawal arise in accordance with regulation 52 of the Irish Prospectus Regulations following the publication of the Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.2).

INFORMATION RELATING TO THE CGMHI UNDERLYING LINKED NOTES BASE PROSPECTUS

Publication of the Form 8-K of Citigroup Inc. on 15 April 2016

On 15 April 2016, Citigroup Inc. (as CGMHI Guarantor under the Programme) filed a Current Report on Form 8-K (the **Citigroup Inc. 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 ended 31 March 2016. A copy of the Citigroup Inc. 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/osl nBN4kLEh5gKmHuKVijMBfLy7K246BK/nuvrlkmKGKwj7VqPDNUeBhgjoikNGWCXqkrWNaNtbESXITns N2z2pdA=&so_timeout=0). By virtue of this Supplement, the Citigroup Inc. Form 8-K is incorporated by reference in, and forms part of, the CGMHI Underlying Linked Notes Base Prospectus 2016.

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

	Page(s)
(a) Press Release, dated 15 April 2016, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 5-19
(b) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 31 March 2016.	Exhibit Number 99.2 on pages 20-66

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

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 Underlying Linked Notes Base Prospectus since the publication of the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.1).

Copies of the CGMHI Underlying Linked Notes Base Prospectus 2016, the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.1), this Supplement and all documents incorporated by reference in the CGMHI Underlying Linked Notes 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 on the website specified for each such document in the CGMHI Underlying Linked 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 Underlying Linked Notes Base Prospectus 2016 by this Supplement and (b) any statement in the CGMHI Underlying Linked Notes Base Prospectus or otherwise incorporated by reference into the CGMHI Underlying Linked Notes Base Prospectus 2016, the statements in (a) above will prevail.

Withdrawal rights

No non-exempt offers of Notes to the public made by CGMHI as Issuer pursuant to the CGMHI Underlying Linked Notes Base Prospectus are on-going as of the date hereof, and consequently, no rights of withdrawal arise in accordance with regulation 52 of the Irish Prospectus Regulations following the publication of the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.2).

INFORMATION RELATING TO THE CGMFL UNDERLYING LINKED NOTES BASE PROSPECTUS

Publication of the Form 8-K of Citigroup Inc. on 15 April 2016

On 15 April 2016, Citigroup Inc. filed a Current Report on Form 8-K (the **Citigroup Inc. 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 ended 31 March 2016. A copy of the Citigroup Inc. 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/osl nBN4kLEh5gKmHuKVijMBfLy7K246BK/nuvrlkmKGKwji7VqPDNUeBhgjoikNGWCXqkrWNaNtbESXITns N2z2pdA=&so_timeout=0). By virtue of this Supplement, the Citigroup Inc. Form 8-K is incorporated by reference in, and forms part of, the CGMFL Underlying Linked Notes Base Prospectus 2016.

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

	Page(s)
(a) Press Release, dated 15 April 2016, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 5-19
(b) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 31 March 2016.	Exhibit Number 99.2 on pages 20-66

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

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 CGMFL Underlying Linked Notes Base Prospectus since the publication of the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.1).

Copies of the CGMFL Underlying Linked Notes Base Prospectus 2016, the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.1), this Supplement and all documents incorporated by reference in the CGMFL Underlying Linked Notes 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 on the website specified for each such document in the CGMFL Underlying Linked 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 CGMFL Underlying Linked Notes Base Prospectus 2016 by this Supplement and (b) any statement in the CGMFL Underlying Linked Notes Base Prospectus or otherwise incorporated by reference into the CGMFL Underlying Linked Notes Base Prospectus 2016, the statements in (a) above will prevail.

Withdrawal rights

No non-exempt offers of Notes to the public made by CGMFL as Issuer pursuant to the CGMFL Underlying Linked Notes Base Prospectus are on-going as of the date hereof, and consequently, no rights of withdrawal arise in accordance with regulation 52 of the Irish Prospectus Regulations following the publication of the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.2).