



**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(the "**Supplement**") constitutes a supplement for the purposes of Article 16 of Directive 2003/71/EC, as amended or superseded (the "**Prospectus Directive**") as implemented in Ireland by the Prospectus (Directive 2003/71/EC) Regulations 2005 (as amended by the Prospectus (Directive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 is supplemental to, and must be read in conjunction with, the Structured Note Programme Base Prospectus dated 8 February 2019, as supplemented by a Supplement (No.1) dated 20 March 2019, a Supplement (No.2) dated 16 May 2019, a Supplement (No.3) dated 7 June 2019, a Supplement (No.4) dated 8 August 2019 and a Supplement (No.5) dated 23 September 2019 (each a "**Previous Supplement**") (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. References in this Supplement to page numbers in the Base Prospectus are to the page numbers in the Base Prospectus without taking into account any amendments made in the Previous Supplements.

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 a Base Listing Particulars Supplement (the "**BLP 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" shall be construed to be to "BLP 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 (excluding (i) the paragraphs 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 (with the exception of the aforementioned excluded information) 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 2019 Q3 Form 8-K of Citigroup Inc. on 15 October 2019*

On 15 October 2019, Citigroup Inc. (as an Issuer under the Programme) filed a Current Report on Form 8-K (the "**Citigroup Inc. 2019 Q3 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 30 September 2019. A copy of the Citigroup Inc. 2019 Q3 Form 8-K 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=Pw1Tocdu3UIXpiywbBkNgbVQg/xIBSIVICsKPX28NbWKhUaypTa4RxF+G0bdorRn5CVLOgLPChZroD+Wp72kZChml2GhFGPrsFnNGE57+iVpuCRreAM1t9FqjwNpsjfywdTt8SHikFIJW4DNd1umZMcdmRgd9aTl0x6VHIJW6uBqDmlQDZ5ZuNVlAwfSxd2z3ifP9KxxY3Cvbo3zwHiX5o10mKTI8OUHJble4NQ6HQ0=>) By virtue of this Supplement, the Citigroup Inc. 2019 Q3 Form 8-K is incorporated by reference in, and forms part of the Structured Note Programme Base Prospectus.

The following information appears on the page(s) of the Citigroup Inc. 2019 Q3 Form 8-K as set out below:

	<b>Page(s)</b>
(a) Press Release, dated 15 October 2019, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 4-14
(b) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 30 September 2019.	Exhibit Number 99.2 on pages 15-43
(c) Citigroup Inc. securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934 as of the filing date.	Exhibit Number 99.3 on pages 44-46

Any information not listed in the cross-reference list above but included in the Citigroup Inc. 2019 Q3 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 Base Prospectus since the publication of the last Previous Supplement.

For so long as the Programme remains in effect or any Notes remain outstanding, copies of the Base Prospectus 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

### ALTERNATIVE PERFORMANCE MEASURES (CITIGROUP INC. 2019 Q3 FORM 8-K)

The Citigroup Inc. 2019 Q3 Form 8-K contains certain alternative performance measures (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. 2019 Q3 Form 8-K and the table below:

APM	Explanation of why use of APM provides useful information	Citigroup Inc. 2019 Q3 Form 8-K 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.	Exhibit 99.1, Appendix B and footnote 7 on page 14; and Exhibit 99.2 on pages 21, 27, 29, 35 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 on page 5, Appendix E and footnote 5 on page 14; and Exhibit 99.2 on page 16
Return on Tangible Common Equity	Citi believes these capital metrics provide useful information for investors and industry analysts.	Exhibit 99.1, Appendix A and footnote 3 on page 14
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 on page 7 and footnote 8 on page 14; and Exhibit 99.2 on page 32

APM	Explanation of why use of APM provides useful information	Citigroup Inc. 2019 Q3 Form 8-K Page
		Reference for Basis of Calculation, Components, Reconciliation and Comparatives to Previous Reporting Periods
Results Excluding the Impact of Certain Gains and Sales	Citi believes the presentation of the Results Excluding the Impact of certain gains and sales provide a more meaningful depiction for investors of the underlying fundamentals of its business	Exhibit 99.1 on pages 4, 5 and 6