



**CITIGROUP INC.
(incorporated in Delaware)**

**the issuer under the
Citi U.S.\$10,000,000,000 Global Structured Note Programme**

This base prospectus supplement (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 17 July 2014 (the "**Citigroup Inc. Structured Note Programme Base Prospectus**") as supplemented by a Citigroup Inc. Structured Note Programme Base Prospectus Supplement (No.1) dated 15 September 2014 (the "**Citigroup Inc. Structured Note Programme Base Prospectus Supplement (No.1)**"), and a Citigroup Inc. Structured Note Programme Base Prospectus Supplement (No.2) dated 04 December 2014 (the "**Citigroup Inc. Structured Note Programme Base Prospectus Supplement (No.2)**"), in each case, as prepared by Citigroup Inc. (**Citigroup Inc.**) (the **Base Prospectus**) with respect to the Citi U.S.\$10,000,000,000 Global Structured Note 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. Structured Note Programme Base Prospectus Supplement (No.3)** as a Base Listing Particulars Supplement (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" shall be construed to be to "Base Listing Particulars Supplement".

Citigroup Inc. accepts responsibility for the information contained in this Supplement. 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 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 Form 8-K of Citigroup Inc. on 9 December 2014

On 9 December 2014, Citigroup Inc. (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 an announcement that it expects to incur legal and related charges of approximately \$2.7 billion and repositioning costs of approximately \$800 million in the fourth quarter of 2014. A copy of the Citigroup Inc. Form 8-K has been filed with the Central Bank, the Irish Stock Exchange and the CSSF and has been published on the website of the Luxembourg Stock Exchange (https://www.bourse.lu/Bourse/application?_flowId=DownloadOAMGEDFlow&v=G1vU4RTTewbZVa39N)

[k5Zg3JK32PqAVPEd9T4XXazbU9a1VjYv3tZzeSdelGJiwc8vVlf3ZdMckp1nJBcW4NncXnEwW7D75Eov03r8nKwQ+k=&so_timeout=0](#)). By virtue of this Supplement, the Citigroup Inc. Form 8-K is incorporated by reference in, and forms part of, the Base Prospectus.

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 Citigroup Inc. Structured Note Programme Base Prospectus Supplement (No.2) .

Copies of the Base Prospectus, and this Supplement and all documents incorporated by reference in the Base Prospectus will be available, for so long as the Programme remains in effect or any Notes remain outstanding, for inspection in electronic form 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 Base Prospectus and this Supplement.

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.