



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.1)** or the **Supplement**) constitutes a supplement for the purposes 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 (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.1) as the 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", "Supplement (No.1)" 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 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/nuvrlkmKGKwj7VgPDNUEbhgjoikNGWCXqkrWNaNtbESXITns 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 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 Base Prospectus 2016 since its publication.

Copies of the Base Prospectus 2016, 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 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.