



**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 **CGMHI Global Structured Note Programme Supplement (No.6)** 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 Global Structured Note Programme Base Prospectus dated 24 March 2016, (the **CGMHI Global Structured Note Programme Base Prospectus 2016**) as supplemented by a CGMHI Global Structured Note Programme Base Prospectus Supplement No.1 dated 20 April 2016 (the **CGMHI Global Structured Note Programme Base Prospectus Supplement (No 1)**), a CGMHI Global Structured Note Programme Base Prospectus Supplement No.2 dated 12 May 2016 (the **CGMHI Global Structured Note Programme Base Prospectus Supplement (No.2)**), a CGMHI Global Structred Note Programme Base Prospectus Supplement No.3 dated 14 July 2016 (the **CGMHI Global Structured Note Programme Base Prospectus Supplement (No.3)**) a CGMHI Global Structured Note Programme Base Prospectus Supplement No.4 dated 12 August 2016 (the **CGMHI Global Structred Note Programme Base Prospectus Supplement (No.4)**) and a CGMHI Global Structured Note Programme Base Prospectus Supplement No.4 dated 14 September 2016 (the **CGMHI Global Structred Note Programme Supplement (No.5)**), in each case prepared by Citigroup Global Markets Holdings Inc. (**CGMHI**) and Citigroup Inc. in its capacity as the CGMHI Guarantor, (the CGMHI Global Structured Note Programme Base Prospectus Supplement (No.1), the CGMHI Global Structured Note Programme Base Prosectus Supplement (No.2), the CGMHI Global Structured Note Programme Base Prospectus Supplement (No.3), the CGMHI Global Structured Note Programme Base Prospectus Supplement (No.4) and the CGMHI Structured Note Programme Supplement (No.5), together the **CGMHI Global Structured Note 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 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 plc (the **Irish Stock Exchange**) for the approval of the CGMHI Global Structured Note Programme Base Prospectus Supplement (No.6) as Base Listing Particulars Supplement (No.6) (the **CGMHI Global Structured Note Base Listing Particulars Supplement (No.6)**). 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", "CGMHI Structured Note Programme Supplement (No.5)" 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 14 October 2016* On 14 October 2016, Citigroup Inc. (as CGMHI Guarantor under the Programme) filed a Current Report on Form 8-K (the **Citigroup Inc. 2016 Q3 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 September 2016. A copy of the Citigroup Inc. 2016 Q3 Form 8-K has been filed with the Central Bank, the Irish Stock Exchange and the *Commission de Surveillance du Secteur Financier (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/oslhuzPus20qUPQA9T3SdM7ZYSY2BxShw9iaZIF+nRWVJdM1z5/0E+BFfx+z/ONvdUZw1HoxxEgD5nlY2eS6iBzYQ=&so\\_timeout=0](https://www.bourse.lu/Bourse/application?_flowId=DownloadOAMGEDFlow&v=089yK+J0/8sNJytj8/oslhuzPus20qUPQA9T3SdM7ZYSY2BxShw9iaZIF+nRWVJdM1z5/0E+BFfx+z/ONvdUZw1HoxxEgD5nlY2eS6iBzYQ=&so_timeout=0)). By virtue of this Supplement, the Citigroup Inc. 2016 Q3 Form 8-K is incorporated by reference in, and forms part of, the CGMHI Global Structured Note Programme Base Prospectus 2016. The following information appears on the page(s) of the Citigroup Inc. 2016 Q3 Form 8-K as set out below:

	Page(s)
(a) Press Release, dated 14 October 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 September 2016.	Exhibit Number 99.2 on pages 20-70

Any information not listed in the cross-reference list above but included in the Citigroup Inc. 2016 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 Schedule 1 to this Supplement.

### *Risk Factors*

The Risk Factors set out in Section A of the CGMHI Global Structured Note Base Prospectus shall be amended as set out in the Schedule 2 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 CGMHI Global Structured Note Base Prospectus since the publication of the CGMHI Global Structured Note Base Prospectus Supplement (No.5).

Copies of the CGMHI Global Structured Note Base Prospectus 2016, the CGMHI Global Structured Note Base Prospectus Supplement (No.1), the CGMHI Global Structured Notes Base Prospectus Supplement (No.2), the CGMHI Global Structured Note Base Prospectus Supplement (No.3), the CGMHI Global Structured Note Base Prospectus Supplement (No.4), the CGMHI Global Structured Note Base Prospectus Supplement (No.5) and this Supplement 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 other Paying Agents and all documents incorporated by reference in the CGMHI Global Structured Note Base Prospectus 2016 will be available on the website specified for each such document in the CGMHI Global Structured Note 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 Global Structured Note Base Prospectus 2016 by

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

## SCHEDULE 1

### ALTERNATIVE PERFORMANCE MEASURES (CITIGROUP INC. 2016 Q3 FORM 8-K)

The Citigroup Inc. 2016 Q3 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. 2016 Q3 Form 8-K and the table below:

APM	Explanation of why use of APM provides useful information	Citigroup Inc. 2016 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 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 on page 9 and page 14 (footnote 4); and Exhibit 99.2, pages 4 (including footnote 2), 5, 16 and 17
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, Appendices A, Appendix B on pages 10 and 11 and page 14 (footnote 5); and Exhibit 99.2, pages 7, 12, 14, 23, 24 and 25
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 on page 12 and page 14 (footnote 1); and Exhibit 99.2, pages 1 (including footnote 1) and 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 useful information to investors and others by measuring Citi’s progress against future regulatory capital standards.	Exhibit 99.1, Appendix D on page 12 and page 14 (footnote 2); and Exhibit 99.2, pages 1 (including footnote 1) and 36

APM	Explanation of why use of APM provides useful information	Citigroup Inc. 2016 Q3 Form 8-K Page Reference for Basis of Calculation, Components, Reconciliation and Comparatives to Previous Reporting Periods
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 on page 13 and page 14 (footnote 3); and Exhibit 99.2, pages 1 (including footnote 4) and 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, page 6 14 (footnote 6); and Exhibit 99.2, page 17 (including footnote 2)

## SCHEDULE 2

The risk factors set out in Section A of the Base Prospectus shall be amended by the insertion of the following risk factor after the risk factor "*Credit Ratings – Rating Agencies of the Issuers, the CGMHI Guarantor*" on page 12 of the Base Prospectus:

### "Citi Resolution Plan (CSA, etc.)

Under Title I of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the **Dodd-Frank Act**), Citigroup Inc. (**Citigroup**) has developed a "single point of entry" resolution strategy and plan under the U.S. Bankruptcy Code (the **Resolution Plan**). Under Citigroup's Resolution Plan, only Citigroup, the parent bank holding company, would enter into bankruptcy, while Citigroup's key operating subsidiaries would remain operational and outside of any resolution or insolvency proceedings. Citigroup believes its Resolution Plan has been designed to minimize the risk of systemic impact to the U.S. and global financial systems, while maximizing the value of the bankruptcy estate for the benefit of Citigroup's creditors. In addition, in line with the Federal Reserve Board's total loss-absorbing capacity (**TLAC**) proposal, Citigroup believes it has developed the Resolution Plan so that Citigroup's shareholders and unsecured creditors – including creditors claiming under the Citigroup guarantee of Notes offered pursuant to this Base Prospectus – bear any losses resulting from Citigroup's bankruptcy. For additional information on the Federal Reserve's TLAC proposal, see "*Risk Factors – Liquidity Risks*" and "*Managing Global Risk – Liquidity Risk*" in Citigroup's 2015 Annual Report on Form 10-K, which is incorporated by reference into this Base Prospectus.

In response to feedback received from the Federal Reserve and the Federal Deposit Insurance Corporation (the **FDIC**) (together, the **Agencies**) on Citigroup's 2015 Resolution Plan, Citigroup currently expects to take the following actions in connection with its 2017 Resolution Plan submission (to be submitted by 1 July 2017):

- (i) [Citicorp] (**Citicorp**), an existing wholly-owned subsidiary of Citigroup and current parent company of Citibank, N.A., would be established as an intermediate holding company (an **IHC**) for some or all of Citigroup's key operating subsidiaries;
- (ii) subject to final approval of the Board of Directors of Citigroup, Citigroup would execute an inter-affiliate agreement with Citicorp, Citigroup's key operating subsidiaries and certain other affiliated entities pursuant to which Citicorp would be required to provide liquidity and capital support to Citigroup's key operating subsidiaries in the event Citigroup were to enter bankruptcy proceedings (the **Citi Support Agreement**);
- (iii) pursuant to the Citi Support Agreement:
  - upon execution, Citigroup would make an initial contribution of assets, including certain high-quality liquid assets and inter-affiliate loans (the **Contributable Assets**), to Citicorp, and Citicorp would then become the business as usual funding vehicle for certain of Citigroup's key operating subsidiaries;
  - Citigroup would be obligated to continue to transfer Contributable Assets to Citicorp over time, subject to certain amounts retained by Citigroup to, among other things, meet Citigroup's near-term cash needs;
  - in the event of a Citigroup bankruptcy, Citigroup would be required to contribute most of its remaining assets to Citicorp; and
- (iv) the obligations of both Citigroup and Citicorp under the Citi Support Agreement, as well as the Contributable Assets, would be secured pursuant to a security agreement.

Citigroup also expects that the Citi Support Agreement will provide two mechanisms, besides Citicorp's issuing of dividends to Citigroup, pursuant to which Citicorp would be required to transfer cash to Citigroup during business as usual so that Citigroup can fund its debt service as well as other operating needs: (i) one or more funding notes issued by Citicorp to Citigroup; and (ii) a committed line of credit under which Citicorp may make loans to Citigroup.

Under the terms and conditions of the Notes, a Citigroup bankruptcy, insolvency or resolution proceeding will not constitute an event of default with respect to any series of Notes issued by Citigroup Global Markets Holdings Inc.. Moreover, it will not constitute an event of default with respect to any series of Notes issued by Citigroup Global Markets Holdings Inc. if the guarantee of the Notes by Citigroup (as CGMHI Guarantor) ceases to be (or is claimed not to be) in full force and effect for any reason, including by Citigroup's insolvency or resolution. Should the Citigroup guarantee no longer be in effect, Citigroup Global Markets Holdings Inc, will become the sole obligor under its Notes, and there can be no assurance that it would be able to continue to meet its obligations under such Notes.

In the event that Citigroup Global Markets Holdings Inc. also enters bankruptcy, at the time of Citigroup's bankruptcy filing or at a later time, holders of Notes issued by Citigroup Global Markets Holdings Inc. would be unsecured creditors of Citigroup in respect of the Citigroup guarantee and, accordingly, cannot be assured that the Citigroup guarantee would protect them against losses resulting from a default by Citigroup Global Markets Holdings Inc..".