

**CITIGROUP INC. RATES BASE PROSPECTUS SUPPLEMENT (No.3) dated 18 December 2014
and CGMFL RATES BASE PROSPECTUS SUPPLEMENT (No.3) dated 18 December 2014**



CITIGROUP INC.
(incorporated in Delaware)

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 B169 199)**

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

**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. Rates Base Prospectus Supplement No.3**") 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 Rates Base Prospectus dated 22 July 2014 (the "**Citigroup Inc. Rates Base Prospectus 2014**"), as supplemented by a Citigroup Inc. Rates Base Prospectus Supplement (No.1) dated 27 August 2014 (the "**Citigroup Inc. Rates Base Prospectus Supplement (No.1)**") and a Citigroup Inc. Rates Base Prospectus Supplement (No.2) dated 1 December 2014 (the "**Citigroup Inc. Rates Base Prospectus Supplement (No.2)**"), in each case, prepared by Citigroup Inc. ("**Citigroup Inc.**") (the Citigroup Inc. Rates Base Prospectus 2014, the Citigroup Inc. Rates Base Prospectus Supplement (No.1) and the Citigroup Inc. Rates Base Prospectus Supplement (No.2), together the "**Citigroup Inc. Rates 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 "**CGMFL Rates Base Prospectus Supplement No.3**" and, together with the Citigroup Inc. Rates Base Prospectus Supplement No.3, 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 Rates Base Prospectus dated 22 July 2014 (the "**CGMFL Rates Base Prospectus 2014**"), as supplemented by a CGMFL Rates Base Prospectus Supplement (No.1) dated 27 August 2014 (the "**CGMFL Rates Base Prospectus Supplement (No.1)**") and a CGMFL Rates Base Prospectus Supplement (No.2) dated 1 December 2014 (the "**CGMFL Rates Base Prospectus Supplement (No.2)**"), 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 Rates Base Prospectus 2014, the CGMFL Rates Base Prospectus Supplement (No.1) and the CGMFL Rates Base Prospectus Supplement (No.2), together the "**CGMFL Rates Base Prospectus**" and, together with the Citigroup Inc. Rates 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. Rates Base Prospectus Supplement (No.3) and the CGMFL Rates Base Prospectus Supplement (No.3) as Base Listing Particulars Supplements (the "**Citigroup Inc. Rates Base Listing Particulars Supplement (No.3)**") and the "**CGMFL Rates Base Listing Particulars Supplement (No.3)**", respectively, and together, the "**Base Listing Particulars Supplement (No.3)**"). 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. Rates Base Prospectus Supplement (No.3)" and "CGMFL Rates Base Prospectus Supplement (No.3)" shall be construed to be to "Base Listing Particulars Supplement", "Citigroup Inc. Rates Base Listing Particulars Supplement (No.3)" and "CGMFL Rates Base Listing Particulars Supplement (No.3)", respectively.

Citigroup Inc. accepts responsibility for the information contained in this Supplement (excluding the paragraphs set out under the heading "*Information relating to the CGMFL Rates 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 CGMFL Rates 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. Rates 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. Rates 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. Rates 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 *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=G1vU4RTTewbZVa39Nk5Zg3JK32PqAVPEd9T4XXazbU9a1VjYv3tZzeSdelGJiwc8vVlf3ZdMckp1nJBcW4NncXnEwW7D75Eov03r8nKwQ+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 Citigroup Inc. Rates Base Prospectus 2014.

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. Rates Base Prospectus since the publication of the Citigroup Inc. Rates Base Prospectus Supplement (No.2).

Copies of the Citigroup Inc. Rates Base Prospectus, the Citigroup Inc. Rates Base Prospectus Supplement (No.1), the Citigroup Inc. Rates Base Prospectus Supplement (No.2), this Supplement and all documents incorporated by reference in the Citigroup Inc. Rates Base Prospectus 2014 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. Rates 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. Rates Base Prospectus 2014 by this Supplement and (b) any statement in the Citigroup Inc. Rates Base Prospectus or otherwise incorporated by reference into the Citigroup Inc. Rates Base Prospectus 2014, 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. Rates 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. Rates Base Prospectus Supplement (No.3).

Information relating to the CGMFL Rates 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 *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=G1vU4RTTewbZVa39Nk5Zg3JK32PqAVPEd9T4XXazbU9a1VjYv3tZzeSdelGJiwc8vVlf3ZdMckp1nJBcW4NncXnEwW7D75Eov03r8nKwQ+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 CGMFL Rates Base Prospectus 2014.

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 Rates Base Prospectus since the publication of the CGMFL Rates Base Prospectus Supplement (No.2).

Copies of the CGMFL Rates Base Prospectus, the CGMFL Rates Base Prospectus Supplement (No.1), CGMFL Rates Base Prospectus Supplement (No.2), this Supplement and all documents incorporated by reference in the CGMFL Rates Base Prospectus 2014 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 Rates 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 Rates Base Prospectus 2014 by this Supplement and (b) any statement in the CGMFL Rates Base Prospectus or otherwise incorporated by reference into the CGMFL Rates Base Prospectus 2014, 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 Rates 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 Rates Base Prospectus Supplement (No.3).