



CITIGROUP INC.
(incorporated in Delaware)

and

CITIGROUP GLOBAL MARKETS HOLDINGS INC.
(a corporation duly incorporated and existing under the laws of the state of New York)

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 B169199)

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

Notes issued by Citigroup Global Markets Holdings Inc. only will be unconditionally and
irrevocably guaranteed by
CITIGROUP INC.
(incorporated in Delaware)

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 "**CGMFL Rates Base Prospectus Supplement (No.7)**" or this "**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 Rates Base Prospectus dated 21 December 2015 (the "**CGMFL Rates Base Prospectus 2015**"), as supplemented by a CGMFL Rates Base Prospectus Supplement (No.1) dated 27 January 2016 (the "**CGMFL Rates Base Prospectus Supplement (No.1)**"), a CGMFL Rates Base Prospectus Supplement (No.2) dated 21 March 2016 (the "**CGMFL Rates Base Prospectus Supplement (No.2)**"), a CGMFL Rates Base Prospectus Supplement (No.3) dated 20 April 2016 (the "**CGMFL Rates Base Prospectus Supplement (No.3)**"), a CGMFL Rates Base Prospectus Supplement (No.4) dated 18 May 2016 (the "**CGMFL Rates Base Prospectus Supplement (No.4)**"), a CGMFL Rates Base Prospectus Supplement (No.5) dated 11 August 2016 (the "**CGMFL Rates Base Prospectus Supplement (No.5)**") and a CGMFL Rates Base Prospectus Supplement (No.6) dated 7 September 2016 (the "**CGMFL Rates Base Prospectus Supplement (No.6)**"), 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 2015, the CGMFL Rates Base Prospectus Supplement (No.1), the CGMFL Rates Base Prospectus Supplement (No.2), the CGMFL Rates Base Prospectus Supplement (No.3), the CGMFL Rates Base Prospectus Supplement (No.4), the CGMFL Rates Base Prospectus Supplement (No.5) and the CGMFL Rates Base Prospectus Supplement (No.6), together the "**CGMFL Rates Base Prospectus**"

and, the "**Base Prospectus**") with respect to the Citi U.S.\$30,000,000,000 Global Medium Term 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.

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 for the approval of the CGMFL Rates Base Prospectus Supplement (No.7) as Base Listing Particulars Supplement (the "**CGMFL Rates Base Listing Particulars Supplement (No.7)**"). 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" and "CGMFL Rates Base Prospectus Supplement (No.7)" shall be construed to be to "Base Listing Particulars Supplement" and "CGMFL Rates Base Listing Particulars Supplement (No.7)", respectively.

Each of CGMFL and the CGMFL Guarantor accept responsibility for the information contained in this Supplement. 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 is in accordance with the facts and does not omit anything likely to affect the import of such information.

Information relating to the CGMFL Rates Base Prospectus

Publication of the Interim Financial Report of Citigroup Global Markets Funding Luxembourg S.C.A.

On 8 September 2016, CGMFL (an Issuer under the Programme) published its corrected interim financial report containing its unaudited non-consolidated interim financial statements as of and for the six month period ended 30 June 2016 (the "**CGMFL 2016 Corrected Interim Financial Report**"). A copy of the CGMFL 2016 Corrected Interim Financial Report has been filed with the Central Bank, the Irish Stock Exchange 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/oslhQ0Jiwv7spipV3X1YJgmnPYrcS82F3pOcYG3mlxFx78RoX7XPaCj6VuYWf0xm/D0IGfngzdD8/n8g0UCcZmlpM=&so_timeout=0(. By virtue of this Supplement, the CGMFL 2016 Corrected Interim Financial Report is incorporated by reference in, and forms part of, the CGMFL Rates Base Prospectus.

The following information appears on the page(s) of the CGMFL 2016 Corrected Interim Financial Report as set out below:

1. The unaudited non-consolidated interim financial statements of CGMFL as of and for the six month period ended 30 June 2016:

	Page(s)
A. Condensed Interim Statement of Comprehensive Income	6
B. Condensed Interim Balance Sheet	7
C. Condensed Interim Statement of Changes in Equity	8
D. Condensed Interim Cash Flow Statement	9
E. Notes to Condensed Interim Financial Statements	10-14

Any information not listed in the cross-reference list above but included in the CGMFL 2016 Corrected Interim Financial Report is additional information 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 since the publication of the Rates Base Prospectus Supplement (No.6).

Copies of the CGMFL Rates Base Prospectus 2015, the CGMFL Rates Base Prospectus Supplement (No.1), the CGMFL Rates Base Prospectus Supplement (No.2), the CGMFL Rates Base Prospectus Supplement (No.3), the CGMFL Rates Base Prospectus Supplement (No.4), the CGMFL Rates Base Prospectus Supplement (No.5), the CGMFL Rates Base Prospectus Supplement (No.6) 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 CGMFL Rates Base Prospectus 2015 will be available 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 2015 by this Supplement and (b) any statement in the CGMFL Rates Base Prospectus or otherwise incorporated by reference into the CGMFL Rates Base Prospectus 2015, 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.7).