



CITIGROUP FUNDING INC.
(incorporated in the State of Delaware)
U.S.\$30,000,000,000 Global Medium Term Note and Certificate Programme
unconditionally and irrevocably guaranteed by
CITIGROUP INC.
(incorporated in the State of Delaware)

This base prospectus supplement (the **Supplement**) constitutes a Supplement for the purposes of Article 13 of the Luxembourg Law on Prospectuses for Securities (the **Prospectus Law**) implementing Directive 2003/71/EC, as amended. This Supplement is supplemental to and forms part of and must be read in conjunction with the Base Prospectus dated 12 May 2011 (the **Prospectus**) prepared by Citigroup Funding Inc. (the **Issuer**) with respect to the U.S.\$30,000,000,000 Global Medium Term Note and Certificate Programme unconditionally and irrevocably guaranteed by Citigroup Inc. (the **Guarantor**). Terms defined in the Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

Application has been made to the Luxembourg *Commission de Surveillance du Secteur Financier* (the **CSSF**), as competent authority for the purposes of the Prospectus Law, to approve this Supplement.

The Issuer accepts responsibility for the information contained in this Supplement and declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of its knowledge, in accordance with the facts and does not omit anything likely to affect the import of such information.

Publication of the Quarterly Report of Citigroup Inc.

On 5 August 2011, Citigroup Inc. (the Guarantor and parent company of the Issuer) filed its Quarterly Report on Form 10-Q (the **Q2 Form 10-Q**) for the three and six months ended 30 June 2011 with the Securities and Exchange Commission of the United States which contains the unaudited interim financial information of the Issuer for the three and six months ended 30 June 2011. A copy of the Q2 Form 10-Q has been filed with the CSSF and has been published on the website of the Luxembourg Stock Exchange (www.bourse.lu). By virtue of this Supplement, the Q2 Form 10-Q is incorporated by reference in, and forms part of, the Base Prospectus.

The following information appears on the pages of the Q2 Form 10-Q as set out below:

1.	The unaudited interim financial information of the Issuer in respect of the three and six months ended 30 June 2011, as set out in the Q2 Form 10-Q, namely:	
		Page
A.	Condensed Consolidating Statements of Income	199 to 202
B.	Condensed Consolidating Balance Sheet	203 to 204
C.	Condensed Consolidating Statement of Cash Flows	205 to 206

2. The unaudited interim financial information of the Guarantor in respect of the three and six months ended 30 June 2011, as set out in the Q2 Form 10-Q, namely:

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A. Consolidated Statement of Income	95
B. Consolidated Balance Sheet	97 to 98
C. Consolidated Statement of Changes in Stockholders' Equity	99
C. Consolidated Statement of Cash Flows	100
D. Notes and Accounting Policies	101 to 206

3. Other information relating to the Guarantor, as set out in the Form Q2 10-Q:

	Page
A. description of the principal activities of the Guarantor	3 to 10, 33 to 90
B. description of the principal markets in which the Guarantor competes	11 to 32
C. description of trends and events affecting the Guarantor	115 to 124
D. description of litigation involving the Guarantor	195 to 197

Any information not listed in the cross-reference table above but included in the Q2 Form 10-Q is given for information purposes only.

Significant and Material Change

Paragraph 5 of the section entitled "General Information" on page 401 of the Prospectus shall be deemed deleted and replaced with the following paragraph:

"Other than matters disclosed herein (including in documents incorporated by reference), there has been no significant change in the financial or trading position of the Issuer since 30 June 2011, the date of the Guarantor's most recently published unaudited interim financial statements (which include unaudited interim financial information of the Issuer) and for the Guarantor since 30 June 2011, the date of its most recently published unaudited interim financial statements, and there has been no material adverse change in the financial position or prospects of the Issuer since 31 December 2010, the date of the Guarantor's most recently published audited financial statements (which include audited financial information of the Issuer) and for the Guarantor since 31 December 2010, the date of its most recently published audited financial statements."

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 Prospectus since the publication of the Prospectus.

Copies of this Supplement will be available (i) without charge from the specified office of any Paying Agent or the specified office of KBL European Private Bankers S.A. as the listing agent in Luxembourg at 43, Boulevard Royal, L-2955 Luxembourg; and (ii) on the website of the Luxembourg Stock Exchange at www.bourse.lu.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Prospectus by this Supplement and (b) any statement in the Prospectus or incorporated by reference into the Prospectus, the statements in (a) above will prevail.

In accordance with Article 13, paragraph 2 of the Prospectus Law, investors who have already agreed to purchase or subscribe for Securities before this Supplement was published have the right, exercisable before the end of the period of not less than two working days beginning with the working day after the date on which this Supplement was published, to withdraw their acceptances. The relevant period in relation to a particular issue of Securities shall be notified to investors in such Securities which, in relation to publicly offered Securities to be listed on the Luxembourg Stock Exchange, will be by way of a notice published on the website of the Luxembourg Stock Exchange at www.bourse.lu.

9 August 2011