



CITIGROUP FUNDING INC.
(incorporated in the State of Delaware)
U.S.\$30,000,000,000 Euro 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. The Supplement is supplemental to and forms part of and must be read in conjunction with the Base Prospectus dated 19 August 2009 (the **Base Prospectus**) as supplemented by a Supplement to the Base Prospectus dated 2 October 2009 (**Supplement No.1** and, together with the Base Prospectus, the **Prospectus**) prepared by Citigroup Funding Inc. (the **Issuer**) with respect to the U.S.\$30,000,000,000 Euro 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 6 November 2009, Citigroup Inc. (the Guarantor and parent company of the Issuer) filed its Quarterly Report on Form 10-Q (the **Q3 Form 10-Q**) for the quarter ended 30 September 2009 with the Securities and Exchange Commission of the United States (the **SEC**). A copy of the Q3 Form 10-Q has been filed with the CSSF and will be published on the website of the Luxembourg Stock Exchange (www.bourse.lu). By virtue of this Supplement, the Q3 Form 10-Q is incorporated by reference in, and forms part of, the Base Prospectus.

The following information appears on the pages of the Q3 Form 10-Q as set out below:

1. unaudited interim financial information of the Issuer in respect of the three and nine months ended 30 September 2009, as set out in the Q3 Form 10-Q:

	Page(s)
(a) condensed consolidating statement of income	187 to 190
(b) condensed consolidating balance sheet	191 and 192
(c) condensed consolidating statement of cash flows	193 and 194

2. unaudited consolidated interim financial information of the Guarantor in respect of the three and nine months ended 30 September 2009, as set out in the Q3 Form 10-Q:

	Page(s)
(a) consolidated statement of income	87
(b) consolidated balance sheet	88
(c) consolidated statement of changes in equity	89 to 90
(d) consolidated statement of cash flows	91
(e) notes	93 to 194
3. litigation and arbitration proceedings	195 to 197
4. other:	
changes in the capital stock of the Guarantor	9 to 10 and 200

Any information not listed in the cross-reference list above but included in the Q3 Form 10-Q is given for information purposes only.

Form 8-K filed with the SEC on 13 October 2009 in relation to conforming changes to Citigroup Inc.'s historical consolidated financial statements

On 13 October 2009, Citigroup Inc. filed a Current Report on Form 8-K with the SEC (the **October 2009 Form 8-K**) to conform the Guarantor's historical consolidated financial statements to reflect (i) the sale of Nikko Cordial Securities, Inc. on 1 October 2009 as discontinued operations; and (ii) the Guarantor's previously announced organisational changes. A copy of the October 2009 Form 8-K has been filed with the CSSF and will be published on the website of the Luxembourg Stock Exchange (www.bourse.lu). By virtue of this Supplement, the October 2009 Form 8-K is incorporated by reference in, and forms part of, the Base Prospectus.

The following information appears on the pages of the October 2009 Form 8-K as set out below

1. audited consolidated financial information of the Guarantor in respect of the years ended 31 December 2008 and 2007, as set out in Exhibit 99.02 to the Guarantor's October 2009 Form 8-K, namely:

	Page(s)
(a) consolidated statement of income	3
(b) consolidated balance sheet	4
(c) statement of changes in stockholders' equity	5 to 6
(d) consolidated statement of cash flows	7
(e) notes and accounting policies	9 to 118
(f) auditor's report on the consolidated financial statements of the Guarantor covering the	1

period of two years for the year ended 31
December 2008

The information included in the October 2009 Form 8-K is given for information purpose only.

Publication of the Half-Yearly Financial Report of Citigroup Funding Inc.

On 27 August 2009, the Issuer published its half-yearly financial report containing its unaudited consolidated financial statements as of and for the three and six months ended 30 June 2009 (the **CFI Half Yearly Financial Report**). A copy of the CFI Half-Yearly Financial Report has been filed with the CSSF and will be published on the website of the Luxembourg Stock Exchange (www.bourse.lu). By virtue of this Supplement, the CFI Half-Yearly Financial Report is incorporated by reference in, and forms part of, the Base Prospectus.

The following information appears on the pages of the CFI Half-Yearly Financial Report as set out below:

1. unaudited consolidated financial statements of the Issuer as of and for the three and six months ended 30 June 2009 and 2008, as set out in the CFI Half-Yearly Financial Report:

**Page number(s) of section entitled
"Consolidated Financial Statements"**

(a)	consolidated statements of operations	3
(b)	consolidated balance sheets	2
(c)	consolidated statements of changes in stockholder's equity	4
(d)	consolidated statements of cash flows	5
(e)	notes	6 to 24

The information included in the CFI Half-Yearly Financial Report is given for information purpose only.

Significant and Material Change

Paragraph 6 of the section entitled "General Information" on page 348 of the Base Prospectus, as supplemented, shall be deemed deleted and replaced with the following paragraph:

"Other than matters disclosed herein and in the Prospectus (including in documents incorporated by reference), there has been no significant change in the financial or trading position of the Issuer since 30 September 2009, the date of the Guarantor's most recent published unaudited financial statements (which include the unaudited interim financial information of the Issuer) and for the Guarantor since 30 September 2009, the date of its most recent published unaudited financial statements, and there has been no material adverse change in the financial position or prospects of the Issuer since 31 December 2008, the date of its most recent published audited financial statements and for the Guarantor since 31 December 2008, the date of its most recent 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 Supplement No.1.

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 Base Prospectus by this Supplement and (b) any statement in the Prospectus or incorporated by reference into the Base 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 in a notice published on the website of the Luxembourg Stock Exchange at www.bourse.lu.

11 November 2009