



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. This 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**), a Supplement to the Base Prospectus dated 11 November 2009 (**Supplement No.2**) and a Supplement to the Base Prospectus dated 3 March 2010 (**Supplement No.3**) and, together with Supplement No.1, Supplement No.2 and 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 Annual Report of Citigroup Funding Inc.

On 30 April 2010, Citigroup Funding Inc. published its audited annual financial report in respect of the year ended 31 December 2009 (the **CFI Annual Report**). A copy of the CFI Annual Report 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 CFI Annual Report is incorporated by reference in, and forms part of, the Base Prospectus.

The following information appears on the pages of the CFI Annual Report as set out below:

1. audited historical financial information of the Issuer in respect of the years ended 31 December 2008 and 2009, as set out in the CFI Annual Report:

	Page(s)
(a) Consolidated statements of operation	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 to Consolidated Financial Statements	6 to 28
2.	Auditors' report	1

Publication of the Quarterly Report of Citigroup Inc.

On 7 May 2010, Citigroup Inc. (the Guarantor and parent company of the Issuer) filed its Quarterly Report on Form 10-Q (the **Q1 Form 10-Q**) for the quarter ended 31 March 2010 with the Securities and Exchange Commission of the United States (the **SEC**). A copy of the Q1 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 Q1 Form 10-Q is incorporated by reference in, and forms part of, the Base Prospectus.

The following information appears on the pages of the Q1 Form 10-Q as set out below:

1. Unaudited historical interim financial information of the Issuer in respect of the quarter ended 31 March 2010, as set out in the Q1 Form 10-Q:

	Page(s)
(a) Condensed consolidating statement of income	170-171
(b) Condensed consolidating balance sheet	172-173
(c) Condensed consolidating statement of cash flows	174-175

2. Unaudited historical consolidated interim financial information of the Guarantor in respect of the quarter ended 31 March 2010, as set out in the Q1 Form 10-Q:

	Page(s)
(a) Consolidated statement of income	80
(b) Consolidated balance sheet	81-82
(c) Consolidated statement of changes in equity	83-84
(d) Consolidated statement of cash flows	85
(e) Notes and accounting policies	89-175

4. Litigation and Arbitration Proceedings 176

6. Other:

Management's Discussion and Analysis of Financial Condition and Results of Operations – First Quarter 2010 Executive Summary	5-6
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Any information not listed in the cross-reference list above but included in the Q1 Form 10-Q is given for information purposes only.

Directors and Officers of the Issuer

The section entitled "Directors and Officers" on pages 232 to 233 of the Prospectus under the section "Description of the Issuer – Citigroup Funding Inc." shall be deleted and the following substituted therefor:

<i>Name</i>	<i>Position (at Citigroup Funding Inc.)</i>
James Garnett	Vice President, Citibank, N.A.
Saul M. Rosen	Chief Tax Officer, Citigroup Inc.
Eric Aboaf	Chairman and President
Jeffery Walsh	Controller and Chief Accounting Officer, Citigroup Inc.

Other officers of the Issuer are:

<i>Name</i>	<i>Position (at Citigroup Funding Inc.)</i>
David S. Winkler	Executive Vice President and Chief Financial Officer
Jacqueline P. Linden	Executive Vice President and Senior Risk Officer
William Bozarth	Executive Vice President
Michael Verdeschi	Executive Vice President
Clifford Verron	Executive Vice President
Charles E. Wainhouse	Executive Vice President and Treasurer
Julie Bell Lindsay	Secretary
Michael Conway	Vice President and Controller
Melanie J. Alfano	Vice President and Assistant Treasurer
Gregory C. Ehlke	Vice President and Assistant Treasurer
Ruth S. Lenrow	Vice President and Assistant Treasurer
Joseph Martinelli	Vice President and Assistant Treasurer
Peter Mozer	Vice President and Assistant Treasurer
Edward D. Prince	Vice President and Assistant Treasurer
Martin A. Waters	Vice President and Assistant Treasurer
Keith J. Anzel	Assistant Secretary (Tax)
Ali Karshan	Assistant Secretary
Michael J. Tarpley	Assistant Secretary
Douglas C. Turnbull	Assistant Secretary

The business address of each director of the Issuer in his capacity as such is 399 Park Avenue, New York, NY 10043, United States of America. The Issuer is not aware of any potential conflicts of interest between the duties to the Issuer of the officers listed herein and their private interests or other duties.

Directors and Officers of the Guarantor

The section entitled "DIRECTORS AND EXECUTIVE OFFICERS OF CITIGROUP INC." on page 237 of the Prospectus shall be deleted and the following substituted therefor:

The members of the board of directors of Citi are:

Board of Directors	Title	Main duties outside the Guarantor
Alain J.P. Belda		Chairman, Alcoa Inc.
Timothy C. Collins		CEO and Senior Managing Director, Ripplewood Holdings L.L.C.
Jerry A. Grundhofer		Chairman Emeritus, U.S. Bancorp.
Robert L. Joss, Ph.D.		Professor of Finance and Former Dean, Stanford University Graduate School of Business.
Andrew N. Liveris		Chairman and CEO, The Dow Chemical Company.
Michael E. O'Neill		Former Chairman and CEO, Bank of Hawaii Corporation.
Vikram Pandit	CEO	–
Richard D. Parsons	Chairman	
Lawrence Ricciardi		Senior Advisor, IBM Corporation, Jones Day, and Lazard Ltd.
Judith Rodin		President, Rockefeller Foundation.
Robert L. Ryan		Chief Financial Officer, Retired, Medtronic Inc.
Anthony M. Santomero		Former President, Federal Reserve Bank of Philadelphia.
Diana L. Taylor		Managing Director, Wolfensohn Fund Management, L.P.
William S. Thompson, Jr.		CEO, Retired, Pacific Investment Management Company (PIMCO).
Ernesto Zedillo		Director, Center for the Study of Globalization and Professor in the Field of International Economics and Politics, Yale University.

The executive officers of Citi are: Shirish Apte, Stephen Bird, Don Callahan, Michael Corbat, John C. Gerspach, John Havens, Michael S. Helfer, Lewis B. Kaden, Edward J. Kelly, III, Brian Leach, Gene McQuade, Manuel Medina-Mora, William J. Mills, Alberto Verme, Jeffrey R. Walsh, and Vikram Pandit.

The business address of each director and executive officer of Citi in such capacities is 399 Park Avenue, New York, New York 10043.

The Guarantor is not aware of any conflicts of interest between the private interests of its senior management and the interests of the Guarantor that would be material in the context of any Issuance of Securities.

The Guarantor is in compliance with the laws and regulations of the United States relating to corporate governance.

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 31 March 2010, the date of the Guarantor's most recent published unaudited interim financial statements (which include unaudited interim financial information of the Issuer) and of the Guarantor since 31 March 2010, the date of its most recent 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 2009, the date of its most recent published audited financial statements and for the Guarantor since 31 December 2009, 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.3.

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.

12 May 2010