

BASE PROSPECTUS SUPPLEMENT (No. 1) dated 11 November 2008



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 21 August 2008 (the **Base 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 Base Prospectus as so supplemented 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 Current Report and the Quarterly Report of Citigroup Inc.

On 30 October 2008, Citigroup Inc. (the Guarantor and parent company of the Issuer) filed a Current Report on Form 8-K (the **Form 8-K**) with the Securities and Exchange Commission of the United States (the **SEC**).

On 31 October 2008, the Guarantor filed its Quarterly Report on Form 10-Q (the **Form 10-Q**) for the quarter ended 30 September 2008 with the SEC. The Form 10-Q contains condensed consolidated financial information relating to the Guarantor and incorporates financial information relating to the Issuer for the six month period ended 30 September 2008. Pursuant to Rule 10-01(d) of the Regulation S-X, prior to filing, interim financial statements included in quarterly reports on Form 10-Q are reviewed by an independent public accountant, using professional standards and procedures for conducting such reviews, as established by generally accepted auditing standards, as may be modified or supplemented by the SEC. If, in any filing, the company states that interim financial statements have been reviewed by an independent public accountant, a report of the accountant on the review must be filed with the interim financial statements.

A Copy of the Form 8-K and the Form 10-Q have been filed with the *Commission de surveillance du secteur financier* and, by virtue of this Supplement, the Form 8-K and the Form 10-Q are incorporated in, and form part of, the Base Prospectus.

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

1. Recent Events set out on page 2 of the Form 8-K.

- 1.1 Addition to the Guarantor's Certificate of Incorporation set out on page 1 to page A-10 as Exhibit 3.1 to the Form 8-K.

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

1. Recent Events set out on pages 6 to 10 of the Form 10-Q.
2. Unaudited historical interim financial information of the issuer in respect of the quarter ended 30 September 2008, as set out in the Form 10-Q:
 - 2.1 condensed consolidating statement of income set out on pages 148 to 151 of the Form 10-Q.
 - 2.2 condensed consolidating balance sheet set out on pages 152 and 153 of the Form 10-Q.
 - 2.3 condensed consolidating statement of cash flows set out on pages 154 and 155 of the Form 10-Q.
3. unaudited historical consolidated interim financial information of the Guarantor in respect of the quarter ended 30 September 2008, as set out in the Form 10-Q:
 - 3.1 consolidated statement of income set out on page 81 of the Form 10-Q.
 - 3.2 consolidated balance sheet set out on page 82 of the Form 10-Q.
 - 3.3 consolidated statement of cash flows set out on page 86 of the Form 10-Q.
 - 3.4 litigation and arbitration proceedings set out on pages 156 and 157 of the Form 10-Q.

Information set forth in the Form 8-K and the Form 10-Q that is not specifically referred to in the cross-reference list above is included for information purposes only.

Save as disclosed in this Supplement (including any document incorporated by reference therein), 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 Base Prospectus.

Copies of this Supplement and the Form 8-K and the Form 10-Q 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 and (b) any statement in 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 Notes before this Supplement was published have the right, exercisable before the end of the period of two working days (or, in relation to Notes offered to the public in Hungary, 15 calendar days) beginning with the working day (or, in relation to Notes offered to the public in Hungary, the calendar day) after the date on which this Supplement was published, to withdraw their acceptances.

11 November 2008