

BASE PROSPECTUS SUPPLEMENT (No.3) dated 23 December 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**) as supplemented by a Supplement (No.1) to the Base Prospectus dated 11 November 2008 (**Supplement No.1**) and a Supplement (No.2) to the Base Prospectus dated 28 November 2008 (**Supplement No.2**, and together with Supplement No.1 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. 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.

Ratings by Moody's Investors Service (Moody's)

On 18 December 2008, Moody's downgraded its rating of the Issuer's senior long-term debt to "A2" (Stable Outlook), based on the guarantee of Citigroup Inc.

Ratings by Standard & Poor's Ratings Services a division of The McGraw-Hill Companies, Inc. (S&P)

On 19 December 2008, S&P downgraded its rating of the Issuer's senior: (i) long-term debt to "A" (Stable Outlook) and (ii) short-term debt to 'A-1' (Stable Outlook), based on the guarantee of Citigroup Inc.

General

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 Prospectus since the publication of Supplement No.2.

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 and (b) any statement in 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 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.

23 December 2008