

**BASE PROSPECTUS SUPPLEMENT (No.5) dated 26 January 2009**



**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 to the Base Prospectus dated 11 November 2008 (**Supplement No.1**) and a Supplement to the Base Prospectus dated 28 November 2008 (**Supplement No.2**) and a Supplement to the Base Prospectus dated 23 December 2008 (**Supplement No.3**) and a Supplement to the Base Prospectus dated 19 January 2009 (**Supplement No.4**) and, together with the Base Prospectus and Supplement No.1, Supplement No.2 and Supplement No.3, 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 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 16 January 2009, Moody's placed the rating of the Issuer's senior long-term debt, which is based on the guarantee of Citigroup Inc., under review for possible downgrade.

Full disclosure in relation to the ratings in respect of a particular issue of Securities will be set out in the applicable Final Terms.

A credit rating is not a recommendation to buy, sell or hold securities and may be revised or withdrawn by the relevant rating agency at any time. Each rating should be evaluated independently of any other rating.

**Recent Developments**

On 21 January 2009, Sir Winfried F.W. Bischoff, Chairman of Citigroup Inc.'s Board of Directors, announced that he would not stand for re-election at Citigroup Inc.'s next Annual Meeting of Stockholders in April 2009 and that he would retire from Citigroup Inc. later this year. Richard D. Parsons, Lead Director and Chair of the Board's Nomination and Governance Committee, will succeed Sir Winfried F.W. Bischoff as Chairman of Citigroup Inc.'s Board of Directors effective 23 February 2009.

**Form 8-K filed on 23 January 2009**

On 23 January 2009, Citigroup Inc. (the Guarantor and parent company of the Issuer) filed a Current Report on Form 8-K (the **23 January 2009 Form 8-K**) with the Securities and Exchange Commission of the United States (the **SEC**).

The following information appears on the pages of the 23 January 2009 Form 8-K as set out below:

Recent Events set out on pages 2 to 3 and Exhibit 99.01, Exhibit 99.02 and Exhibit 99.03 of the 23 January 2009 Form 8-K.

Any information not listed in the cross-reference list above but included in the documents incorporated by reference is given for information purpose only.

A copy of the 23 January 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](http://www.bourse.lu)). By virtue of this Supplement, the 23 January 2009 Form 8-K is incorporated in, and forms part of, the Base Prospectus.

### **Significant and Material Change**

Paragraph 6 of the section entitled "General Information" on page 319 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 December 2007, the date of its most recent published audited financial statements and for the Guarantor since 30 September 2008, 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 2007, the date of its most recent published audited financial statements and for the Guarantor since 31 December 2007, the date of its most recent published audited financial statements.".

### **General**

Save as disclosed in this Supplement (including any document 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.4.

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](http://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 Securities before this Supplement was published have the right, exercisable before the end of the period of not less than two working days (or, in relation to Securities offered in Hungary, not less than 15 calendar days) beginning with the working day (or, in relation to Securities offered in Hungary, the calendar 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](http://www.bourse.lu).

26 January 2009