

2,417,407,607 Shares of Common Stock



The United States Department of the Treasury (“Treasury” or the “Selling Stockholder”) is selling 2,417,407,607 shares of Citigroup common stock, par value \$0.01 per share (the “Common Stock”). Citigroup will not receive any proceeds from the sale of shares of Common Stock by the Selling Stockholder.

The Common Stock is listed on the New York Stock Exchange under the symbol “C.” On December 3, 2010, the last reported sale price for the Common Stock on the New York Stock Exchange was \$4.45 per share.

Investing in the Common Stock involves a number of risks. See the “Risk Factors” section on page S-3, along with the other information in this prospectus supplement and the accompanying prospectus before you make your investment decision.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.

The Common Stock is not a deposit or savings account. These securities are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other governmental agency or instrumentality.

(1) Citigroup has agreed to pay all underwriting discounts and commissions, transfer taxes and transaction fees, if any, applicable to the sale of the Common Stock and fees and disbursements of counsel for the Selling Stockholder incurred in connection with the sale.

(2) Without deduction of any underwriting discounts and commissions.

The underwriters expect to deliver the shares on December 10, 2010.

Co-Manager
Great Pacific Securities
December 6, 2010