

BASE PROSPECTUS SUPPLEMENT (No. 3)



CITIGROUP INC.

(incorporated in the State of Delaware)

as Issuer

U.S.\$55,000,000,000

Programme for the issuance of Euro Medium-Term Notes, Series B

This base prospectus supplement (the "**Supplement**") is supplemental to and forms part of and must be read in conjunction with the base prospectus dated 12 October 2006, the base prospectus supplement (No.1) dated 14 November 2006 and the base prospectus supplement (No.2) dated 6 March 2007 (together, the "**Base Prospectus**") prepared by Citigroup Inc. (the "**Issuer**") with respect to the U.S.\$55,000,000,000 Programme for the issuance of Euro Medium-Term Notes, Series B. Terms defined in the Base 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 Luxembourg Law on Prospectuses for Securities (the "**Prospectus Law**") implementing Directive 2003/71/EC, 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.

This Supplement has been prepared pursuant to Article 13.1 of the Prospectus Law. The following information has been filed with the CSSF and is incorporated by reference into this Supplement:

The quarterly report for the period ended 31 March 2007 pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 of the Issuer filed with the U.S. Securities and Exchange Commission on Form 10-Q (the "**Quarterly Report**").

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

1. unaudited historical consolidated financial information of the Issuer for the period ended 31 March 2007, namely:

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| (a) statement of income | Set out on page 80 of the Quarterly Report. |
| (b) balance sheet | Set out on page 81 of the Quarterly Report. |
| (c) statement of changes in stockholders' equity | Set out on page 82 of the Quarterly Report. |
| (d) statement of cash flows | Set out on page 83 of the Quarterly Report. |

- (e) notes Set out on pages 85 to 121 of the Quarterly Report.
- 2. other information relating to the Issuer:
 - (a) description of the principal activities of the Issuer: Set out on pages 3 to 10 and 47 to 77 of the Quarterly Report.
 - (b) description of the principal markets in which the Issuer competes Set out on pages 11 to 46 of the Quarterly Report.
- 3. balance sheet of Citibank, N.A. Set out on page 84 of the Quarterly Report.

Information set forth in the Quarterly Report that is not specifically referred to in the cross-reference list above is included for informational purposes only.

Save as disclosed in this Supplement (including any document incorporated by reference herein), there has been no significant change in the financial or trading position and no material adverse change in the prospects and condition of the Issuer and its Subsidiaries when considered as a whole since 31 March 2007 that is material in the context of the Programme or the issue of Notes thereunder.

Copies of this Supplement and the information incorporated by reference will be available (i) without charge from the specified office of any paying agent or the specified office of the listing agent in Luxembourg for the Notes; 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.

10 May 2007