Supplement dated 21 September 2011

according to

§ 16 (1) German Securities Prospectus Act
(“Wertpapierprospektgesetz”)

to the Base Prospectuses

of

Citigroup Global Markets Deutschland AG,

Frankfurt am Main

RIGHT OF WITHDRAWAL AFTER PUBLICATION OF A SUPPLEMENT

Investors who have executed a declaration of intent with regard to the purchase or subscription of the securities before the publication of the supplement, may withdraw such declaration of intent within a period of two working days after the publication of the supplement, provided the settlement of the purchase or subscription has not yet been performed (§ 16 paragraph 3, sentence 1 German Securities Prospectus Act, “Wertpapier-prospektgesetz (WpPG)”).

In Germany such right to withdraw does apply to any significant new factor or any material mistake relating to the information included in the prospectus which is capable of affecting the assessment of the securities and which arises or is noted after the approval of the prospectus and before the final closing of the offer to the public or the introduction or inclusion in trading (§ 16 paragraph 1, sentence 1 German Securities Prospectus Act, “Wertpapierprospektgesetz”).

According to Article 16 (1) of Directive 2003/71/EC of the European Parliament and the Council a respective right to withdraw does apply in the member countries of the European Union. With regard to offerings or exchange listings in EU-member countries other than Germany the details of the translation of the right to withdraw into national law will be referred to in the relevant Final Terms.

Any withdrawal from the purchase or subscription of the securities in the context of a supplement of the prospectus must be notified to:

Citigroup Global Markets Deutschland AG
Attn.: Legal Department
Wave Building
Reuterweg 16
D- 60323 Frankfurt/Main

BP No.	Name of the Base Prospectus (BP)	Date of the BP	Supplement No.	Item 1	Item 2
5	for Call (Bull) and Put (Bear) Warrants referenced to Share Prices, Share Indexes, Exchange Rates, Commodities, Futures Contracts or a basket comprising of the aforementioned underlyings	**2 October 2007**	**9**	Page B 20	Page B 22
5	for Call (Bull) and Put (Bear) Warrants referenced to Share Prices, Share Indexes, Exchange Rates, Commodities, Futures Contracts or a basket comprising of the aforementioned underlyings	**14 October 2008**	**7**	Page B 18	Page B 19
5	for Call (Bull) and Put (Bear) Warrants referenced to Share Prices, Share Indexes, Exchange Rates, Commodities, Futures Contracts or a basket comprising of the aforementioned underlyings	**13 July 2009**	**6**	Page B 12	Page B 13
5	for Call (Bull) and Put (Bear) Warrants referenced to Share Prices, Share Indexes, Exchange Rates, Commodities, Futures Contracts or a basket comprising of the aforementioned underlyings	**13 July 2010**	**4**	Page B 12	Page B 13
5	for Call (Bull) and Put (Bear) Warrants referenced to Share Prices or Prices of Certificates representing Shares, Share Indexes, Exchange Rates, Commodities, Futures Contracts or a basket comprising of the aforementioned underlyings	**05 July 2011**	**1**	Page B 12	Page B 13
6	Bonus/ Capped Bonus/Multi Bonus/ Discount/ Discount Plus/ Discount Plus Pro/ Bonus Quanto/ Capped Bonus Quanto/ Multi Bonus Quanto/ Discount Quanto/ Discount Plus Quanto/ Discount Plus Pro Quanto/ Reverse Bonus/ Reverse Bonus Quanto/ TwinWin/ TwinWin Quanto/ Express/ Express Quanto/ Easy Express/ Easy Express Quanto/ Worst Of Express/ Worst Of Express Quanto/ Outperformance/ Outperformance Quanto/ Open End/Open End Quanto/ Income Plus/ Income Plus Quanto Certificates referenced to Indices /Shares/ Commodities/ Funds/ Exchange Rates/ Futures Contracts or a basket consisting of Indices/ Shares/ Commodities/ Funds/ Exchange Rates/ Futures Contracts	**21 July 2010**	**3**	Page 9	Page 10

6	Bonus/ Capped Bonus/Multi Bonus/ Discount/ Discount Plus/ Discount Plus Pro/ Bonus Quanto/ Capped Bonus Quanto/ Multi Bonus Quanto/ Discount Quanto/ Discount Plus Quanto/ Discount Plus Pro Quanto/ Reverse Bonus/ Reverse Bonus Quanto/ TwinWin/ TwinWin Quanto/ Express/ Express Quanto/ Easy Express/ Easy Express Quanto/ Worst Of Express/ Worst Of Express Quanto/ Outperformance/ Outperformance Quanto/ Open End/Open End Quanto/ Income Plus/ Income Plus Quanto Certificates referenced to Indices /Shares or Certificates representing Shares/ Commodities/ Funds/ Exchange Rates/ Futures Contracts or a basket consisting of Indices/ Shares/ Commodities/ Funds/ Exchange Rates/ Futures Contracts	**15 July 2011**	**1**	Page 9	Page 10

This Supplement of Citigroup Global Markets Deutschland AG, Frankfurt am Main, is about individual Supplements in accordance with § 6 of the German Securities Prospectus Act (*Wertpapierprospekt-gesetz)* to the Base Prospectuses listed in the table on page 2.

This Supplement to the Base Prospectuses listed in the table on page 2 primarily updates the information in the Base Prospectuses with the unaudited interim financial information on the first six months of the fiscal year 2011.

The information contained in the Base Prospectuses (in the version including the last Supplement) shall be updated as follows:

1. The text under section "**Selected Financial Information about the Issuer**" on the page of each Base Prospectus mentioned in the table (page 2) in the column **Item 1** shall be amended as follows:

"The statutory auditor of the Issuer and Citigroup Global Markets Management AG, as the Issuer's managing general partner until the registration of the merger on 23 June 2010 was and respectively is

KPMG AG
Wirtschaftsprüfungsgesellschaft,
Marie-Curie-Str. 30
D-60439 Frankfurt am Main.

The annual financial statements and management reports for fiscal year 1 January 2009 through 30 November 2009 as well as for fiscal year 1 December 2009 through 30 November 2010 as contained in the Issuer’s Registration Document dated 04 July 2011 were audited by the Issuer's statutory auditor and certified with an unqualified auditor's opinion. The Issuer’s Registration Document is incorporated in this Base Prospectus by reference.

The annual financial statements for fiscal years 2009 and 2010 were prepared in accordance with the provisions of the German Banking Act (Kreditwesengesetz), the Stock Corporation Act (Aktiengesetz) and the Commercial Code (Handelsgesetzbuch), and with the provisions of the Regulation on Financial Institution Accounting.

The issuer is disclosing unaudited interim financial information on the first six months of the fiscal year 2011. The Balance Sheet as of May 31, 2011 and the Income Statement for the first six months of the fiscal year 2011 were prepared under the responsibility of the issuer according to German Accounting Standards.

The Balance Sheet and the Income Statement for the fiscal year 2010 and the shortened fiscal year 2009 and the interim financial statements on the first six months of the fiscal years 2011 are printed on the following pages."

2. The section "**Selected Financial Information about the Issuer**" on the page of each Base Prospectus mentioned in the table (page 2) in the column **Item 2** shall be amended by inserting the unaudited interim financial information as of May 31, 2011 as follows:

"**Interim Balance Sheet as of May 31, 2011 (unaudited)**
Citigroup Global Markets Deutschland AG, Frankfurt am Main

Assets

								May 31, 2010
					EUR	EUR	EUR	TEUR
1. Cash reserve								
a) Petty cash						-,--		-
b) Credit balances held at central banks						8.670.182,08		23.034
of which: at German Bundesbank (German Central Bank)	EUR	8.670.182,08	(prior year: TEUR	23.034)				
c) Credit balances held at Postgiro offices						-,--	8.670.182,08	-
2. Receivables from banks								
a) Due upon demand						2.569.894.051,34		1.348.388
b) Other receivables						879.420.209,16	3.449.314.260,50	17.709.479
3. Receivables from customers							426.407.105,20	411.610
of which: secured by mortgages and other real property security interests	EUR	-,--	(prior year: TEUR	-)				
Municipal loans	EUR	-,--	(prior year: TEUR	-)				
4. Debt securities and other fixed-income securities								
a) Money market paper								
aa) issued by government institutions					-,--			-
ab) issued by others					-,--	-,--		-
b) Bonds and debt securities								
ba) issued by government institutions					535.605.561,62			-
of which: eligible as collateral with the German Bundesbank	EUR	535.605.561,62	(prior year: TEUR	-,--)				
bb) issued by others					-,--	535.605.561,62		
of which: eligible as collateral with the German Bundesbank	EUR	-,--	(prior year: TEUR	-)				
c) Bank's own debt securities						-,--	535.605.561,62	-
Face value	EUR	-,--	(prior year: TEUR	-)				
5. Equities and other variable yield securities							-,--	898.760
5a. Trading portfolio							7.094.396.061,52	-
6. Equity investments							679.013,92	679
of which: in banks	EUR	217.842,30	(prior year: TEUR	218)				
in financial services institutions	EUR	-,--	(prior year: TEUR	-)				
7. Intangible assets							651.333,80	1.567
of which: Concessions, industrial property rights and similar rights and assets as well as licenses to such rights and assets that were acquired for consideration	EUR	651.333,80	(prior year: TEUR	1.567)				
8. Tangible assets							2.860.911,96	3.508
9. Other assets							24.375.125,38	3.003.412
10. Prepaid and deferred items							1.497.454,26	1.112
11. Excess of plan assets over pension liabilities							4.489.918,00	-
					Total Assets		11.548.946.928,24	23.401.549

L i a b i l i t i e s a n d E q u i t y C a p i t a l

	EUR	EUR	EUR	May 31, 2010 TEUR
1. Liabilities owed to banks				
a) Payable on demand		1.488.185.487,81		1.685.161
b) Having an agreed term or notice period		19.448.045,55	1.507.633.533,36	16.003.308
2. Liabilities owed to customers				
a) Savings deposits				
aa) having an agreed notice period of three months	-,--			-
ab) having an agreed notice period of more than three months	-,--	-,--		-
b) Other liabilities				
ba) payable on demand	844.259.881,93			829.070
bb) having an agreed term or notice period	1.404.867.173,78	2.249.127.055,71	2.249.127.055,71	239.944
3. Securitized liabilities				
a) Debt securities issued		70.440.852,74		82.334
b) Other securitized liabilities		-,--		-
of which:				
Money market paper EUR -,-- (prior year: TI -)				
Own acceptance and promissory notes outstanding EUR -,-- (prior year: TI -)				
c) Miscellaneous securitized liabilities		-,--	70.440.852,74	688.613
3a. Trading portfolio			6.995.128.213,53	-
4. Other liabilities			93.479.277,92	3.091.431
5. Deferred items			238.173,88	259
6. Accrued liabilities				
a) Pension and similar obligations		2.935.313,94		133.370
b) Tax accruals		269.615,20		-
c) Other securitized liabilities		41.725.406,88	44.930.336,02	64.642
7. Funds for general bank risks			-,--	-
8. Equity capital				
a) Subscribed capital				
aa) registered share capital	210.569.889,00			210.570
ab) silent partner capital	122.710.051,49	333.279.940,49		119.257
b) Capital reserves	193.845.810,73	193.845.810,73		192.746
c) Earnings reserves				
ca) legal reserves	32.927.197,15			32.927
cb) reserve for shares held in a company with a	-,--			-
controlling or majority interest	-,--			-
cc) reserves required by the articles of association	-,--			-
cd) other earnings reserves	27.916.536,71	60.843.733,86		27.917
d) Unappropriated earnings/loss (balance sheet profit/loss)		-,--	587.969.485,08	-
Total Liabilities and Equity Capital			11.548.946.928,24	23.401.549

	EUR	EUR	Vorjahr TEUR
1. Contingent liabilities			
a) Contingent liabilities from credited but undisclosed bills of exchange	-,--		-
b) Contingent liabilities from guarantees and warranty commitments	398.990.819,15		460.661
c) Contingent liabilities from security provided on behalf of third parties	-,--	398.990.819,15	-
2. Other obligations			
a) Commitment under fictitious repurchase (repo) agreements	-,--		-
b) Placement and underwriting commitments	-,--		-
c) Irrevocable lines of credit previously granted	1.016.432.453,00	1.016.432.453,00	849.926

"

"Income Statement
for the period of December 1, 2009 through May 31, 2011
Citigroup Global Markets Deutschland AG, Frankfurt am Main

	EUR	EUR	EUR	Dec 1, 2009 - May 31, 2010 TEUR	
1. Interest income from					
a) Loans and money market transactions	28.802.540,92			24.838	
b) Fixed-income securities and debt register claims	11.468.493,15	40.271.034,07		-	
2. Interest expenses		33.088.065,84	7.182.968,23	19.519	
3. Current income from					
a) Shares and other variable-yield securities		-,--		7.217	
b) Equity investments		4.670,00		11	
c) Interests in affiliated enterprises		-,--	4.670,00	-	
4. Commission income		63.652.083,52		46.811	
5. Commission expenses		937.132,68	62.714.950,84	531	
6. Net income from financial trading operations			37.234.537,78	22.287	
7. Other operating income			4.673.315,01	1.674	
8. General administrative expenses					
a) Personnel expenses					
aa) wages and salaries	21.698.732,52			19.214	
ab) social security contributions, pension and welfare expenses	3.397.718,99	25.096.451,51		8.298	
of which: for pensions EUR 1.233.117,89 (prior year: TEUR 6,131)					
b) other administrative expenses		27.772.686,34	52.869.137,85	38.027	
9. Depreciation, amortization and write-down of tangible and intangible assets			1.284.259,20	2.106	
10. Other operating expenses			38.793,38	561	
11. Write-downs of, and provisions for, receivables and certain securities and additions to loan reserves		12.364.000,00		2.057	
12. Income from reversal of write-downs of receivables and certain securities, and income from reversal of loan reserves		16.400,00	./. 12.347.600,00	27	
13. Income from the reversal of write-downs of equity investments, interests in affiliated enterprises and long-term securities		-,--	-,--	65	
14. Results from ordinary operations			**45.270.651,43**	**12.617**	14.674

	EUR	EUR	EUR	Dec 1, 2009 - May 31, 2010 TEUR
15. Extraordinary income		36.199.107,70		-
16. Extraordinary expenses		29.730.410,00		-
17. Extraordinary result		6.468.697,70	6.468.697,70	-
18. Income taxes		398.831,32		29
19. Other taxes, to the extent not reported under item 10		-,--	398.831,32	-
20. Profits transferred pursuant to profit pooling, a profit transfer or partial profit transfer agreement			51.340.517,81	12.588
21. Annual net income			-,--	-
22. Profit carried forward/Loss carried forward prior year			-,--	-
			-,--	-
23. Transfers from capital reserves			-,--	-
			-,--	-
24. Transfers from earnings reserves				
a) From legal reserve		-,--		
b) From reserve for treasury shares		-,--		
c) From reserves required by the bank's articles of association		-,--		
d) From other earnings reserves		-,--	-,--	-
			-,--	-
25. Transfers from capital with participation rights			-,--	-
			-,--	-
26. Transfers to earnings reserves				
a) To legal reserves		-,--		
b) To reserve for treasury shares		-,--		
c) To reserves required by the bank's articles of association		-,--		
d) To other earnings reserves		-,--	-,--	-
			-,--	-
27. Replenishment capital with participation rights			-,--	-
28. Unappropriated earnings (balance sheet profit)			-,--	-

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Frankfurt am Main, 21 September 2011

Citigroup Global Markets Deutschland AG,
Frankfurt am Main

signed by
Martina Conrad

signed by
Pascal Nörrenberg