Supplement dated 28 October 2013

according to

§ 16 (1) German Securities Prospectus Act (*Wertpapierprospektgesetz*)

to the Base Prospectuses

of

Citigroup Global Markets Deutschland AG,

Frankfurt am Main

("Issuer")

<u>RIGHT OF WITHDRAWAL AFTER PUBLICATION OF A SUPPLEMENT</u>

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 that the new factor or material mistake relating to the information included in the Base Prospectuses as mentioned in this Supplement arose before the final closing of the public offer and the delivery of the securities (§ 16 paragraph 3 sentence 1 German Securities Prospectus Act (*Wertpapierprospektgesetz,* "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 WpPG).

According to Article 16 (1) of Directive 2003/71/EC as amended by Directive 2010/73/EU of the European Parliament and the Council a respective right to withdraw does apply in the member states of the European Union.

Addressee of a withdrawal is Citigroup Global Markets Deutschland AG, Attn. Legal Department, Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main.

BP No.	Name of the Base Prospectus (BP)	Date of the BP	Supple-ment No.	Item 1	Item 2	Item 3	Item 4	Item 5
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**	**13**	Page B 20	Page B 22	Page B 30	Page B 32	N/A
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**	**11**	Page B 18	Page B 19	Page B 28	Page B 31	N/A
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**	**10**	Page B 12	Page B 13	Page B 22	Page B 25	N/A
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**	**8**	Page B 12	Page B 13	Page B 22	Page B 25	N/A
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**	**5**	Page B 12	Page B 13	Page B 21	Page B 24	N/A
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	**09 May 2012**	**3**	Page B 12	Page B 13	Page B 20	N/A	Page B 23
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/ Open End Factor 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	**09 May 2012**	**3**	Page 9	Page 10	Page 17	N/A	Page 21

This supplement (the "Supplement") of Citigroup Global Markets Deutschland AG, Frankfurt am Main, encompasses individual supplements to the base prospectuses (the "Base Prospectuses") listed in the table (the "Table") on page 2.

Subject of this Supplement is the publication of the Issuer's semi annual financial information as of 31 May 2013 which has been published on 28 October 2013.

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

1. The information contained in the section "**Selected Financial Information about the Issuer**" on the page indicated in **Item 1** of the **Table** shall be deleted and replaced 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,
THE SQAIRE
Am Flughafen

D-60549 Frankfurt am Main.

The annual financial statements and management reports for fiscal year 1 December 2009 through 30 November 2010 as well as for fiscal year 1 December 2010 through 30 November 2011 as contained in the Issuer's Registration Document dated 03 May 2012 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 2011 and 2012 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 2013. The Balance Sheet as of 31 May 2013 and the Income Statement for the first six month of the fiscal year 2013 were prepared under the responsibility of the Issuer according to German Accounting Standards.

The Balance Sheet and the Income Statement for the fiscal year 2012 and the fiscal year 2011 and the interim financial statements on the first six month of the fiscal year 2013 are printed on the following pages."

2. The information contained in the section "**Selected Financial Information about the Issuer**" on the page indicated in **Item 2** of the **Table** shall be amended by adding the unaudited interim financial information of the issuer as of 31 May 2013 as follows:

"Interim Balance Sheet as of May 31, 2013 (unaudited)

Citigroup Global Markets Deutschland AG, Frankfurt am Main

Assets

								30.11.2012
					EUR	**EUR**	**EUR**	**TEUR**
1. Cash reserve								
a) Petty cash						-,--		4
b) Credit balances held at central banks						7.088.829,95		2.764
of which: at the German *Bundesbank* (German Central Bank)								
	EUR	7.088.829,95	(11/30/2012 TEUR	2.764)				
c) Credit balances held at post giro offices						-,--	7.088.829,95	-
2. Receivables from banks								
a) Due upon demand						486.612.773,25		504.132
b) Other receivables						2.928.127.409,81	3.414.740.183,06	3.017.296
3. Receivables from clients							303.641.914,82	293.956
of which: secured by mortgages and other real property security interests	EUR	-,--	(11/30/2012	-)				
Municipal loans	EUR	-,--	(11/30/2012	-)				
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					-,--			-
of which: eligible as collateral with the German *Bundesbank*	EUR	-,--	(11/30/2012	-)				
bb) issued by others					-,--	-,--		
of which: eligible as collateral with the German *Bundesbank*	EUR	-,--	(11/30/2012	-)				
c) Bank's own debt securities						-,--	-,--	-
Face value	EUR	-,--	(11/30/2012	-)				

5.	**Equities and other variable-yield securities**				102,26	-
5a.	**Trading portfolio**				7.394.418.732,88	5.700.371
6.	**Equity investments**				367.842,30	368
	of which: in banks	EUR 217.842,30	(11/30/2012 TEUR 218)			
	in financial services institutions	EUR -,--	(11/30/2012 -)			
7.	**Intangible assets**					
	a) Internally generated industrial property rights and similar rights and assets			-,--		
	b) Purchased concessions, industrial property rights and similar right and assets as well as licenses to such rights and assets			11.180,66		16
	c) Goodwill			-,--		
	d) Prepayments			-,--	11.180,66	
8.	**Tangible assets**				2.421.556,83	2.646
9.	**Other assets**				13.471.014,88	14.436
10.	**Prepaid and deferred items**				2.158.421,90	676
11.	**Plant assets in excess of pension liabilities**				8.962.772,12	6.303
				Total Assets	11.147.282.551,66	9.542.968

		EUR	EUR	EUR	30.11.2012 TEUR
1.	**Liabilities owed to banks**				
	a) Payable on demand		1.070.970.882,20		1.007.532
	b) Having an agreed term or notice period		15.083.148,68	1.086.054.030,88	38.480
2.	**Liabilities owed to clients**				
	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	1.154.065.918,81			1.157.179
	bb) having an agreed term or notice period	809.973.016,49	1.964.038.935,30	1.964.038.935,30	870.514
3.	**Securitized liabilities**				
	a) Debt securities issued		-,--		-
	b) Other securitized liabilities		77.909.554,56		-
	of which:				
	Money market paper EUR -,-- (11/30/2012 TEUR -)				
	Own acceptance and promissory notes outstanding EUR -,-- (11/30/2012 TEUR -)				
	c) Miscellaneous securitized liabilities		-,--	77.909.554,56	78.030
3a.	**Trading portfolio**			7.326.322.701,86	5.674.095
4.	**Other liabilities**			54.292.342,16	62.548
5.	**Deferred items**			239.287,46	207
6.	**Accrued liabilities**				

a) Pensions and similar obligations		1.712.136,00		2.360
b) Tax accruals		-,--		-
c) Other accrued liabilities		37.357.588,52	39.069.724,52	52.668
7. Funds for general bank risks			9.386.489,84	9.386
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		122.710
b) Capital reserve	195.745.810,73	195.745.810,73		195.746
c) Earnings reserve				
ca) legal reserve	33.027.197,15			33.027
cb) reserve for shares held in a controlling enterprise or	-,--			-
in an investing enterprise with a majority interest	-,--			-
cc) reserves required by articles of association	-,--			-
cd) other earnings reserves	27.916.536,71	60.943.733,86		27.916
d) Unappropriated earnings/loss (balance sheet profit/loss)		**-,--**	589.969.485,08	-
	Total Liabilities and Equity Capital		11.147.282.551,66	9.542.968

	EUR	EUR	11/30/2012 TEUR
1. Contingent liabilities			
a) Contingent liabilities from credited but uncleared bills of exchange	-,--		-
b) Contingent liabilities from guarantees and warranty contracts	530.168.746,14		593.915
c) Contingent liabilities from security provided on behalf of third parties	-,--	530.168.746,14	-
2. Other obligations			
a) Commitment under fictitious repurchase (repo) agreements	-,--		-
b) Placement and underwriting commitments	-,--		-
c) Irrevocable lines of credit previously granted	950.184.607,00	950.184.607,00	1.024.936

Income Statement for the period of December 1, 2012 through May 31, 2013
Citigroup Global Markets Deutschland AG, Frankfurt am Main

	EUR	EUR	EUR	12/1/2011 - 5/31/2012 TEUR
1. Interest income from				
a) Loans and money market transactions	9.270.578,89			18.402
b) Fixed-income securities and debt registered claims	-, --	9.270.578,89		426
2. Interest expenses		6.065.022,27	3.205.556,62	11.638
3. Current income from				
a) Shares and other variable-yield securities		-, --		-
b) Equity investments		2.720,00		4
c) Interests in affiliated enterprises		-, --	2.720,00	-
4. Commission income		44.522.148,52		58.411
5. Commission expenses		2.613.012,35	41.909.136,17	7.512
6. Net income from financial trading operations			28.813.462,47	16.166
7. Other operating income			5.097.475,45	16.314
8. General administrative expenses				
a) Personnel expenses				
aa) wages and salaries	33.204.181,47			32.127
ab) social security contributions, pension and welfare expenses	6.152.537,03	39.356.718,50		4.691
of which: for pensions EUR 3.663.743,92 (12/1/2011-5/31/2012 TEUR 2,015)				
b) Other administrative expenses		32.904.085,12	72.260.803,62	32.976

9.	**Depreciation, amortization and write-down of tangible and intangible assets**		353.957,35	669
10.	**Other operating expenses**		455.611,41	642
11.	**Write-downs of, and provisions for, receivables and certain securities and additions to loan reserves**	4.519.377,99		94
12.	**Income from reversal of write-downs of receivables and certain securities, and income from reversal of loan reserves**	-, --	./. 4.519.377,99	481
13.	**Income from the reversal of write-downs of equity investments, interests in affiliated enterprises and long-term securities**	-, --	-, --	-
14.	**Results from ordinary operations**		**1.438.600,34**	**19.855**

	EUR	EUR	EUR	12/1/2011 - 5/31/2012
15. Extraordinary income		-, --		-
16. Extraordinary expenses		-, --		-
17. Extraordinary results		-, --	-, --	-
18. Taxes on income and earnings		-,--		57
19. Other taxes, to the extent not included under item 10		-, --	-,--	-
20. Profits transferred pursuant to a profit pooling, profit transfer or partial profit transfer agreement			1.438.600,34	19.798
21. Annual net income			**-, --**	**-**
22. Profit carried forward/loss carried forward from prior year			-, --	-
			-, --	-
23. Transfer from capital reserve			-, --	-
			-, --	-
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. Transfer from capital with participation rights			-, --	-
			-, --	-

26. Transfers to earnings reserves			
a) To legal reserve	-, --		
b) To reserve for treasury shares	-, --		
c) To reserve required by the Bank's articles of association	-, --		
d) To other earnings reserve	-, --	-, --	-
		-, --	-
27. Replenishment capital with participation rights		-, --	-
28. Unappropriated earnings (balance sheet profit)		-, --	-

"

3. The information contained in the section "**6. Membership in the German Subgroup of Citigroup**" and/or "**2. Summary Description of the Issuer – Membership in the German subgroup of Citigroup**" on the page indicated in **Item 3** of the **Table** shall be amended by adding the following paragraph at the end of the section:

"It should be noted that Citigroup is currently evaluating measures to optimize its organizational structure."

4. The information contained in the last two paragraphs of section "**10. Financial condition and outlook for the company**" on the page indicated in **Item 4** of the **Table** as amended by the supplement dated 20 April 2012 shall be deleted and replaced as follows:

"Since the date of the last interim financial statements, i.e. since 31 May 2013 no material change has occurred in the financial or trading position of the Issuer.

Citigroup Global Markets Deutschland AG is currently subject to an extra-ordinary audit on withholding taxes by the Frankfurt-Hoechst tax authority for the years 2007-2008. In this context the tax authority has expressed its view that Citigroup Global Markets Deutschland AG may not have deducted and paid withholding taxes from dividends received in connection with so called cum-ex transactions for shares held by it in custody for its clients as required. Based on these findings the tax authority is currently of the view that Citigroup Global Markets Deutschland AG is liable for non deducted withholding taxes in the amount of more than Euro 706 million for the years 2007 and 2008. In case the tax authority's view should succeed further tax liability for the years 2009 to 2011 may arise which can not be estimated at the moment.

The main starting point for the liability claim of the tax authorities is the question if Citigroup Global Markets Deutschland AG is to be qualified as a German bank executing the trade (die den Verkaufsauftrag ausführende Stelle) in the respective years. Furthermore, the method applied to identify the amount of the liability claim is debatable as well as the question if Citigroup Global Markets Deutschland AG can be held liable as principal debtor.

Citigroup Global Markets Deutschland AG has obtained legal advice from a reputable tax consultant office as well as from a reputable accounting firm. Based thereon, the management of Citigroup Global Markets Deutschland AG is of the view that the likelihood to win any legal proceedings in this matter exceeds 50 per. cent. On this basis, Citigroup Global Markets Deutschland AG's management has decided to put up a reserve only for expected legal advice and litigation expenses, if any, and has decided that 2 million Euro is an adequate figure in this respect."

5. The information contained in the last two paragraphs of section "**10. Financial condition and outlook for the company**" and/or "**2. Summary Description of the Issuer – Financial conditions and outlook for the company**" on the page indicated in **Item 5** of the **Table** shall be deleted and replaced as follows:

"Since the date of the last interim financial statements on 31 May 2013 no material change has occurred in the financial or trading position of the Issuer.

Citigroup Global Markets Deutschland AG is currently subject to an extra-ordinary audit on withholding taxes by the Frankfurt-Hoechst tax authority for the years 2007-2008. In this context the tax authority has expressed its view that Citigroup Global Markets Deutschland AG may not have deducted and paid withholding taxes from dividends received in connection with so called cum-ex transactions for shares held by it in custody for its clients as required. Based on these findings the tax authority is currently of the view that Citigroup Global Markets Deutschland AG is liable for non deducted withholding taxes in the amount of more than Euro 706 million for the years 2007 and 2008. In case the tax authority's view should succeed further tax liability for the years 2009 to 2011 may arise which can not be estimated at the moment.

The main starting point for the liability claim of the tax authorities is the question if Citigroup Global Markets Deutschland AG is to be qualified as a German bank executing the trade (die den Verkaufsauftrag ausführende Stelle) in the respective years. Furthermore, the method applied to identify the amount of the liability claim is debatable as well as the question if Citigroup Global Markets Deutschland AG can be held liable as principal debtor.

Citigroup Global Markets Deutschland AG has obtained legal advice from a reputable tax consultant office as well as from a reputable accounting firm. Based thereon, the management of Citigroup Global Markets Deutschland AG is of the view that the likelihood to win any legal proceedings in this matter exceeds 50 per. cent. On this basis, Citigroup Global Markets Deutschland AG's management has decided to put up a reserve only for expected legal advice and litigation expenses, if any, and has decided that 2 million Euro is an adequate figure in this respect."

SIGNATURES

Frankfurt am Main, 28 October 2013

Citigroup Global Markets Deutschland AG,
Frankfurt am Main

by Alexander Klatt	by Steffen Thomas
Managing Director	Vice President