

Supplement

pursuant to Section 16 para. 1 of the German Securities Prospectus Act
(*Wertpapierprospektgesetz*)

dated 13 August 2014

to the base prospectuses of

**Citigroup Global Markets Deutschland AG,
Frankfurt am Main**

("Issuer")

*This supplement of Citigroup Global Markets Deutschland AG, Frankfurt am Main,
Germany is related to the base prospectuses dated 7 May 2014
as indicated in the table on page 10.*

Subject of this supplement (the "**Supplement**") in relation to the base prospectus for certificates based on shares or securities representing shares, share indices, exchange rates, commodities, funds, futures contracts or a basket consisting of shares or securities representing shares, share indices, exchange rates, commodities, funds, futures contracts dated 7 May 2014 (the "**Base Prospectus for Certificates**") and the base prospectus for warrants based on shares or securities representing shares, share indices, exchange rates, commodities, futures contracts dated 7 May 2014 (the "**Base Prospectus for Warrants**") and together with the Base Prospectus for Certificates, the "**Base Prospectuses**"), is information as regards the Issuer's semi annual financial information as of 31 May 2014 which has been published on 31 July 2014 (the "**Semi-Annual-Report**").

The Base Prospectuses are supplemented on the pages as indicated in the table (the "**Table**") as follows:

Amendments as regards Section "I. Summary"

1. In the Base Prospectuses the information contained in "A. English Summary" in Element B.12 of "Section B - Issuer and any guarantors" on the pages indicated in **Item 1** of the **Table** shall be deleted and replaced by the following information:

"

B.12	<p>Selected historical key financial information regarding the issuer, presented for each financial year of the period covered by the historical financial information and any subsequent interim financial period accompanied by comparative data from the same period in the prior financial year, except that the requirement for comparative balance sheet information is satisfied by presenting the year-end balance sheet information. A statement that there has been no material adverse change in the prospects of the issuer since the date of its last published audited financial statements or a description of any material adverse change. A description of</p>	<p>Key Annual Financial Information of Citigroup Global Markets Deutschland AG</p> <p>The table below provides a comparison of certain noteworthy financial statistics which have been taken from the audited financial statements 2013 between the prior fiscal year (fiscal year 2012) and fiscal year 2013 and thereby reveals the business development of Citigroup Global Markets Deutschland AG:</p> <table border="1" data-bbox="459 678 1166 1104"> <thead> <tr> <th></th> <th>30.11.2013 in million Euro</th> <th>prior fiscal year (30.11.2012) in million Euro</th> </tr> </thead> <tbody> <tr> <td>Balance sheet total</td> <td>13,516</td> <td>9,543</td> </tr> <tr> <td>Business volume</td> <td>14,793</td> <td>11,162</td> </tr> <tr> <td>Equity capital</td> <td>590</td> <td>590</td> </tr> <tr> <td>Loan portfolio</td> <td>5,101</td> <td>5,626</td> </tr> <tr> <td>Number of employees</td> <td>270</td> <td>334</td> </tr> </tbody> </table> <table border="1" data-bbox="459 1155 1166 1794"> <thead> <tr> <th></th> <th>01.12.2012 - 30.11.2013 in million Euro</th> <th>prior fiscal year (01.12.2011 - 30.11.2012) in million Euro</th> </tr> </thead> <tbody> <tr> <td>Interest income from operations</td> <td>6</td> <td>11</td> </tr> <tr> <td>Commissions from brokerage business</td> <td>80</td> <td>111</td> </tr> <tr> <td>Commissions from securities business</td> <td>15</td> <td>18</td> </tr> <tr> <td>Net income from financial trading operations</td> <td>35</td> <td>25</td> </tr> <tr> <td>General administrative expenses</td> <td>151</td> <td>161</td> </tr> </tbody> </table>		30.11.2013 in million Euro	prior fiscal year (30.11.2012) in million Euro	Balance sheet total	13,516	9,543	Business volume	14,793	11,162	Equity capital	590	590	Loan portfolio	5,101	5,626	Number of employees	270	334		01.12.2012 - 30.11.2013 in million Euro	prior fiscal year (01.12.2011 - 30.11.2012) in million Euro	Interest income from operations	6	11	Commissions from brokerage business	80	111	Commissions from securities business	15	18	Net income from financial trading operations	35	25	General administrative expenses	151	161
	30.11.2013 in million Euro	prior fiscal year (30.11.2012) in million Euro																																				
Balance sheet total	13,516	9,543																																				
Business volume	14,793	11,162																																				
Equity capital	590	590																																				
Loan portfolio	5,101	5,626																																				
Number of employees	270	334																																				
	01.12.2012 - 30.11.2013 in million Euro	prior fiscal year (01.12.2011 - 30.11.2012) in million Euro																																				
Interest income from operations	6	11																																				
Commissions from brokerage business	80	111																																				
Commissions from securities business	15	18																																				
Net income from financial trading operations	35	25																																				
General administrative expenses	151	161																																				

significant changes in the financial or trading position of the issuer subsequent to the period covered by the historical financial information.

As of the balance sheet date, the **balance sheet equity capital** consists of the following components:

	30.11.2013 in million Euro (audited)	prior fiscal year (30.11.2012) in million Euro (audited)
Subscribed capital		
Share capital	210.6	210.6
Silent partner capital	122.7	122.7
Capital reserves	196.3	195.8
Legal reserves	33.0	33.0
Other earnings reserves	27.9	27.9

In addition, as part of incorporating the new rules under the BilMoG pursuant to § 340g of the German Commercial Code (HGB), a new separate item was created ("Fund for general banking risks") in the amount of EUR 13.3m (EUR 9.4m in the previous year).

The regulatory capital under § 10 German Banking Act (KWG) consists of core capital and supplemental capital (subordinated liabilities) after approval as follows:

	30.11.2013 in million Euro	prior fiscal year (30.11.2012) in million Euro
Equity capital on balance sheet	590.5	590.0
Less intangible assets	0	0
Core capital	603.8	599.3
Supplementary capital	0.0	0.0
Equity capital	603.8	599.3
Capital ratios		
Tier one capital in %	37.5	33.6
Total capital ratio in %	37.5	33.6

Key Semi-Annual Financial Information of Citigroup Global Markets Deutschland AG

The table below provides a comparison of certain noteworthy financial statistics for the first half of the financial year 2014 which have been taken from the unaudited interim financial statements 2014 between the prior fiscal year and/or the previous year's figures and thereby reveals the business development of Citigroup Global Markets Deutschland

	AG:																					
	<table border="1"> <thead> <tr> <th></th> <th>31.05.2014 in million Euro</th> <th>30.11.2013 in million Euro</th> </tr> </thead> <tbody> <tr> <td>Balance sheet total</td> <td>9,730</td> <td>13,516</td> </tr> <tr> <td>Business volume</td> <td>10,959</td> <td>14,794</td> </tr> <tr> <td>Equity capital</td> <td>591</td> <td>591</td> </tr> <tr> <td>Loan portfolio</td> <td>4,875</td> <td>5,101</td> </tr> <tr> <td>Number of employees</td> <td>267</td> <td>270</td> </tr> </tbody> </table> <table border="1"> <thead> <tr> <th></th> <th>01.12.2013 -</th></tr></thead></table>		31.05.2014 in million Euro	30.11.2013 in million Euro	Balance sheet total	9,730	13,516	Business volume	10,959	14,794	Equity capital	591	591	Loan portfolio	4,875	5,101	Number of employees	267	270		01.12.2013 -	01.12.2012 -
	31.05.2014 in million Euro	30.11.2013 in million Euro																				
Balance sheet total	9,730	13,516																				
Business volume	10,959	14,794																				
Equity capital	591	591																				
Loan portfolio	4,875	5,101																				
Number of employees	267	270																				
	01.12.2013 -																					
	31.05.2014 in million Euro	31.05.2013 in million Euro																				
Interest income from operations	4	3																				
Commissions from brokerage business	40	20																				
Commissions from securities business	8	8																				
Net income from financial trading operations	30	29																				
General administrative expenses	70	72																				

The Issuer declares that since the date of the last audited annual financial statements on 30 November 2013 no material adverse change in the outlook of the Issuer has occurred.

Furthermore, the Issuer declares that since the date of the unaudited interim financial statements on 31 May 2014 no material change has occurred in the financial or trading position.

"

2. In the Base Prospectuses the information contained in "**B. Deutsche Übersetzung der Zusammenfassung**" in Element B.12 of "**Abschnitt B - Emittent und etwaige Garantiegeber**" on the pages indicated in **Item 2** of the **Table** shall be deleted and replaced by the following information:

"

B.12	Ausgewählte wesentliche historische Finanzinformationen über den Emittenten, die für jedes Geschäftsjahr	<p>Wesentliche Jahres-Finanzkennziffern der Citigroup Global Markets Deutschland AG</p> <p>Die geschäftliche Entwicklung der Citigroup Global Markets Deutschland AG wird nachfolgend anhand einiger Zahlen des Geschäftsjahres, welche dem geprüften Jahresabschluss 2013 entnommen wurden, aufgliedert nach</p>
------	--	--

des von den historischen Finanzinformationen abgedeckten Zeitraums und für jeden nachfolgenden Zwischenberichtszeitraum vorgelegt werden, sowie Vergleichsdaten für den gleichen Zeitraum des vorangegangenen Geschäftsjahres, es sei denn, diese Anforderung ist durch Vorlage der Bilanzdaten zum Jahresende erfüllt. Eine Erklärung, dass sich die Aussichten des Emittenten seit dem Datum des letzten veröffentlichten geprüften Abschlusses nicht wesentlich verschlechtert haben, oder beschreiben Sie jede wesentliche Verschlechterung.

Eine Beschreibung wesentlicher Veränderungen bei Finanzlage oder Handelsposition des Emittenten, die nach dem von den historischen Finanzinformationen abgedeckten Zeitraum eingetreten sind.

wirtschaftlichen Gesichtspunkten, im Vergleich zu den Vorjahreszahlen dargestellt:

	30.11.2013 in Mio. Euro	Vorjahr (30.11.2012) in Mio. Euro
Bilanzsumme	13.516	9.543
Geschäftsvolumen	14.793	11.162
Eigenkapital	590	590
Kreditportfolio	5.101	5.626
Anzahl der Mitarbeiter	270	334

	01.12.2012 - 30.11.2013 in Mio. Euro	Vorjahr (01.12.2011 - 30.11.2012) in Mio. Euro
Zinsergebnis aus dem operativen Geschäft	6	11
Provisionserträge aus Vermittlungsgeschäft	80	111
Provisionserträge aus Effektengeschäft	15	18
Nettoertrag des Handelsbestandes	35	25
Allgemeiner Verwaltungsaufwand	151	161

Das **bilanzielle Eigenkapital** setzt sich zum Bilanzstichtag wie folgt zusammen:

	30.11.2013 in Mio Euro (geprüft)	Vorjahr (30.11.2012) in Mio Euro (geprüft)
Gezeichnetes Kapital		
Aktienkapital	210,6	210,6
Stille Einlage	122,7	122,7
Kapitalrücklage	196,3	195,8
Gesetzliche Rücklage	33,0	33,0
Andere Gewinnrücklagen	27,9	27,9

Darüber hinaus wurde im Zuge der Einführung des BilMoG gem. § 340g HGB ein Sonderposten (Fonds für allgemeine Bankrisiken) in Höhe von EUR 13,3 Mio. (im Vorjahr EUR 9,4 Mio.) gebildet.

Die bankaufsichtsrechtlichen Eigenmittel gemäß § 10 KWG setzten sich aus Kernkapital und Ergänzungskapital (nachrangige Verbindlichkeiten) nach Feststellung wie folgt zusammen:

	30.11.2013 in Mio. Euro	Vorjahr (30.11.2012) in Mio. Euro
Bilanzielles Eigenkapital	590,5	590,0
Abzüglich Immaterielle Vermögensgegenstände	0	0
Kernkapital	603,8	599,3
Ergänzungskapital	0,0	0,0
Eigenmittel	603,8	599,3
Kapitalquoten		
Kernkapitalquote in %	37,5	33,6
Gesamtkapitalquote in %	37,5	33,6

Wesentliche Halbjahres-Finanzkennziffern der Citigroup Global Markets Deutschland AG

Die geschäftliche Entwicklung der Citigroup Global Markets Deutschland AG wird nachfolgend anhand einiger Zahlen des ersten Halbjahres des Geschäftsjahres 2014, welche dem ungeprüften Halbjahresfinanzbericht 2014 entnommen wurden, aufgliedert nach wirtschaftlichen Gesichtspunkten, im Vergleich zu den Vorjahreszahlen bzw. den entsprechenden Vorjahreszeiträumen dargestellt:

	31.05.2014 in Mio. Euro	30.11.2013 in Mio. Euro
Bilanzsumme	9.730	13.516
Geschäftsvolumen	10.959	14.794
Eigenkapital	591	591
Kreditportfolio	4.875	5.101
Anzahl der Mitarbeiter	267	270

	01.12.2013 -	01.12.2012 -
	31.05.2014 in Mio. Euro	31.05.2013 in Mio. Euro
Zinsergebnis aus dem operativen Geschäft	4	3
Provisionserträge aus Vermittlungsgeschäft	40	20
Provisionserträge aus Effektengeschäft	8	8
Nettoertrag des Handelsbestandes	30	29
Allgemeiner Verwaltungsaufwand	70	72

Der Emittent erklärt, dass es keine wesentlichen negativen Veränderungen in den Aussichten des Emittenten seit dem Stichtag des letzten geprüften Jahresabschlusses am 30. November 2013 gegeben hat.

Weiterhin erklärt der Emittent, dass seit dem Stichtag des ungeprüften Halbjahresfinanzberichts am 31. Mai 2014 keine wesentlichen Veränderungen bei der Finanzlage oder Handelsposition eingetreten sind.

Amendments as regards Section "IV. Important Information about the Issuer"

3. In the Base Prospectuses the information contained in the section "**IV. Important Information about the Issuer**" on the pages indicated in **Item 3** of the **Table** shall be deleted and replaced by the following information:

"With respect to the required information about the Issuer of the Securities, Citigroup Global Markets Deutschland AG, reference is made pursuant to Section 11 German Securities Prospectus Act to the Registration Document of the Issuer dated 11 April 2014, as supplemented by the supplement dated 13 August 2014 (the "**Registration Document**")."

Amendments as regards Section "IX. General Information about the Base Prospectus"

4. In the Base Prospectuses the information contained in first point in "5. Documents incorporated by reference" on the pages indicated in Item 4 of the Table shall be deleted and replaced by the following information:

- "• On page 131 of the Base Prospectus reference is made to the Registration Document of Citigroup Global Markets Deutschland AG dated 11 April 2014, as supplemented by the supplement dated 13 August 2014. The information contained therein – with the exception of the part "Risk Factors" (pages 4 through 9) – are incorporated by reference into the Base Prospectus are deemed to be an integral part of the Base Prospectus. The risk factors relating to the Issuer contained in the section "Risk Factors" of the Registration Document are stated in this Base Prospectus in section II.A. under the header "Risk Factors relating to the Issuer"."

5. In the Base Prospectuses the information contained in first point in "5. Documents incorporated by reference" on the pages indicated in Item 5 of the Table shall be deleted and replaced by the following information:

- "• On page 132 of the Base Prospectus reference is made to the Registration Document of Citigroup Global Markets Deutschland AG dated 11 April 2014, as supplemented by the supplement dated 13 August 2014. The information contained therein – with the exception of the part "Risk Factors" (pages 4 through 9) – are incorporated by reference into the Base Prospectus are deemed to be an integral part of the Base Prospectus. The risk factors relating to the Issuer contained in the section "Risk Factors" of the Registration Document are stated in this Base Prospectus in section II.A. under the header "Risk Factors relating to the Issuer"."

No.	Name	Supplement No.	Date of the Summary and Securities Note	Item 1	Item 2	Item 3	Item 4	Item 5
1	Base Prospectus for Certificates based on shares or securities representing shares, share indices, exchange rates, commodities, funds, futures contracts or a basket consisting shares or securities representing shares, share indices, exchange rates, commodities, funds, futures contracts	1	7 May 2014	Page 10 et sec.	Page 42 et sec.	Page 131	Page 257 et sec.	n.a.
2	Base Prospectus for Warrants based on shares or securities representing shares, share indices, exchange rates, commodities, futures contracts	1	7 May 2014	Page 9 et sec.	Page 43 et sec.	Page 132	n.a.	Page 225 et sec.

The Supplement and the Base Prospectuses are available free of charge at the offices of Citigroup Global Markets Deutschland AG, Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main and furthermore are available on the website of the issuer at www.citifirst.com.

Pursuant to article 16 para. 3 of the German Securities Prospectus Act, investors who have already agreed to purchase or subscribe for securities before this Supplement has been published shall have the right, exercisable within a time period of two working days (or such longer period as may be required by a relevant jurisdiction) after the publication of this Supplement, to withdraw their acceptances, provided that the new factor, mistake or inaccuracy arose before the final closing of the offer to the public and the delivery of the securities.

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

SIGNATURES

Frankfurt am Main, 13 August 2014

**Citigroup Global Markets Deutschland AG,
Frankfurt am Main**

by Dirk Heß
Director

by Steffen Thomas
Vice President