

Supplement dated 01 October 2012

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 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 Certificates (§ 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 German Securities Prospectus Act, "Wertpapierprospektgesetz").

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 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	11	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	9	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	8	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	6	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	3	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	09 May 2012	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/ 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	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 (*Wertpapierprospektgesetz*) 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 2012.

The new factor precipitating this supplement is the publication of the Issuer's half-yearly financial report 2012 which was conducted on **28 September 2012**.

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 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 2010 and 2011 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 2012. The Balance Sheet as of May 31, 2012 and the Income Statement for the first six months of the fiscal year 2012 were prepared under the responsibility of the issuer according to German Accounting Standards.

The Balance Sheet and the Income Statement for the fiscal year 2011 and the fiscal year 2010 and the interim financial statements on the first six months of the fiscal years 2012 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, 2012 as follows:

"Interim Balance Sheet as of May 31, 2012 (unaudited)
Citigroup Global Markets Deutschland AG, Frankfurt am Main

Assets

	EUR	EUR	EUR	11/30/2011 TEUR
1. Cash reserve				
a) Petty cash		-		8
b) Credit balances held at central banks		<u>2.729.348,21</u>		6.725
of which: at the German <i>Bundesbank</i> (German Central Bank)				
EUR <u>2.279.348,21</u> (11/30/2011 TEUR <u>6.725</u>)				
c) Credit balances held at post giro offices		<u>-</u>	<u>2.729.348,21</u>	-
2. Receivables from banks				
a) Due upon demand		<u>2.050.867.504,86</u>		2.071.643
b) Other receivables		<u>1.839.085.435,52</u>	<u>3.889.952.940,38</u>	572.430
3. Receivables from clients			<u>397.583.864,78</u>	411.370
of which: secured by mortgages and other real property				
security interests EUR <u>-</u> (11/30/2011 TEUR <u>-</u>)				
Municipal loans EUR <u>-</u> (11/30/2011 TEUR <u>-</u>)				
4. Debt securities and other fixed-income securities				
a) Money market paper				
aa) issued by government institutions	<u>-</u>			-
ab) issued by others	<u>-</u>	<u>-</u>		-
b) Bonds and debt securities				
ba) issued by government institutions				
of which: eligible as collateral with the German				
Bundesbank EUR <u>-</u> (11/30/2011 TEUR <u>535.841</u>)				
bb) issued by others		<u>-</u>	<u>-</u>	
of which: eligible as collateral with the German				
Bundesbank EUR <u>-</u> (11/30/2011 <u>-</u>)				
c) Bank's own debt securities			<u>-</u>	535.841
Face value EUR <u>-</u> (11/30/2011 <u>-</u>)				
5. Equities and other variable-yield securities			<u>-</u>	-
5a Trading portfolio			<u>5.018.388.904,05</u>	5.054.720
6. Equity investments			<u>679.013,92</u>	679
of which: in banks EUR <u>217.842,30</u> (11/30/2011 TEUR <u>218</u>)				
in financial services				
institutions EUR <u>-</u> (11/30/2011 <u>-</u>)				
7. Intangible assets				
a) Internally generated industrial property rights and similar rights and assets		<u>-</u>		
b) Purchased concessions, industrial property rights and similar rights and assets		<u>89.791,86</u>		325
as well as licenses to such rights and assets		<u>-</u>		
c) Goodwill		<u>-</u>		
d) Prepayments		<u>-</u>	<u>89.791,86</u>	
8. Tangible assets			<u>3.011.551,27</u>	2.761
9. Other assets			<u>27.281.591,50</u>	32.876
10. Prepaid and deferred items			<u>2.043.697,42</u>	699
11 Plan assets in excess of pension liabilities			<u>3.361.005,86</u>	-
Total Assets		Total assets	<u>9.345.121.709,25</u>	<u>8.690.077</u>

Liabilities and Equity Capital

	EUR	EUR	EUR	11/30/2011 TEUR
1. Liabilities owed to banks				
a) Payable on demand		1.480.734.026,42		1.503.625
b) Having an agreed term or notice period		150.678.866,42	1.631.412.892,84	20.506
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	998.959.533,67			1.037.786
bb) having an agreed term or notice period	915.854.270,83	1.914.813.806,50	1.914.813.806,50	262.671
3. Securitized liabilities				
a) Debt securities issued		-,-		-
b) Other securitized liabilities		81.697.304,41		-
of which:				
Money market paper	EUR -,- (11/30/2011 TEUR -)			
Own acceptance and promissory notes outstanding	EUR -,- (11/30/2011 TEUR -)			
c) Miscellaneous securities liabilities		-,-	81.697.304,41	75.517
3a Trading portfolio			5.004.353.297,52	5.031.668
4. Other liabilities			77.316.392,08	104.584
5. Deferred items			240.403,71	261
6. Accrued liabilities				
a) Pension and similar obligations		251.093,00		5.289
b) Tax accruals		-,-		-
c) Other accrued liabilities		40.454.470,09	40.705.563,09	53.587
7. Funds for general bank risks			6.612.564,02	6.613
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	193.845.810,73	193.845.810,73		193.746
c) Earnings reserve				
ca) legal reserve	32.927.197,15			33.027
cb) reserve for treasury shares	-,-			-
cc) reserves required by 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			9.345.121.709,25	8.690.077

	EUR	EUR	11/30/2011 TEUR
1. Contingent liabilities			
a) Contingent liabilities from credited but uncleared bills of exchange	-,-		-
b) Contingent liabilities from guarantees and warranty commitments	584.872.809,52		495.232
c) Contingent liabilities from security provided on behalf of third parties	-,-	584.872.809,52	-
2. Other obligations			
a) Commitment under fictitious repurchase (repo) agreements	-,-		-
b) Placement and underwriting commitments	-,-		-
c) Irrevocable lines of credit previously granted	1.092.533.344,00	1.092.533.344,00	977.359

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"Income Statement

for the period of December 1, 2011 through May 31, 2012

Citigroup Global Markets Deutschland AG, Frankfurt am Main

	EUR	EUR	EUR	12/1/2010- 5/31/2011 TEUR
1. Interest income from				
a) Loans and money market transactions	18.402.293,74			28.802
b) Fixed-income securities and debt registered claims	425.614,80	18.827.908,54		11.469
2. Interest expenses		11.637.710,28	7.190.198,26	33.088
3. Current income from				
a) Shares and other variable-yield securities		-		-
b) Equity investments		3.740,00		5
c) Interests in affiliated enterprises		-	3.740,00	-
4. Commission income		58.410.542,48		63.652
5. Commission expenses		7.512.116,11	50.898.426,37	937
6. Net income from financial trading operations			16.166.030,36	37.235
7. Other operating income			16.313.846,11	4.673
8. General administrative expenses				
a) Personnel expenses				
aa) wages and salaries	32.127.162,76			21.699
ab) social security contributions, pension and welfare expenses of which: for pensions	4.691.180,30	36.818.343,06		3.397
b) Other administrative expenses	EUR 2.015.447,28 (12/1/2010-5/31/2011 TEUR 1,233)	32.975.918,61	69.794.261,67	27.773
9. Depreciation, amortization and write-down of tangible and intangible assets			668.728,90	1.284
10. Other operating expenses			642.020,94	39
11. Write-downs of, and provisions for, receivables and certain securities and additions to loan reserves		93.600,00		12.364
12. Income from reversal of write-downs of receivables and certain securities, and income from reversal of loan reserves		481.060,00	387.460,00	16
13. Income from the reversal of write-downs of equity investments, interests in affiliated enterprises and long-term securities		-	-	-
14. Results from ordinary operations			19.854.689,59	45.271

	EUR	EUR	EUR	12/1/2010- 5/31/2011 TEUR
15. Extraordinary income		-1.00		36.199
16. Extraordinary expenses		-1.00		29.730
17. Extraordinary results		-1.00	-1.00	6.469
18. Taxes on income and earnings		56.562,15		399
19. Other taxes, to the extent not included under item 10		-1.00	56.562,15	-
20 Profits transferred pursuant to a profit pooling, profit transfer or partial profit transfer agreement			19.798.127,44	51.341
21 Annual net income			-	-
22 Profit carried forward/loss carried forward from prior year			-1.00	-
			-1.00	-
23 Transfers from capital reserves			-1.00	-
			-1.00	-
24 Transfers from earnings reserves				
a) From legal reserve		-1.00		-
b) From reserve for treasury shares		-1.00		-
c) From reserves required by the Bank's articles of association		-1.00		-
d) From earnings reserves		-1.00	-1.00	-
			-1.00	-
25 Transfers from capital with participation rights			-1.00	-
			-1.00	-
26 Transfers to earnings reserve				
a) To legal reserve		-1.00		-
b) To reserve for treasury shares		-1.00		-
c) To reserve required by the Bank's articles of association		-1.00		-
d) To other earnings reserve		-1.00	-1.00	-
			-1.00	-
27 Replenishment capital with participation rights			-1.00	-
28 Unappropriated earnings (balance sheet profit)			-1.00	-

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Frankfurt am Main, 01 October 2012

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

signed by
Steffen Thomas

signed by
Tobias Späth