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INDEX SUPPLEMENT NO. IS-01-04

(To the prospectus and prospectus supplement each dated May 14, 2018)

Citigroup Global Markets Holdings Inc.

Medium-Term Senior Notes, Series N

Payments Due from Citigroup Global Markets Holdings Inc.

Fully and Unconditionally Guaranteed by Citigroup Inc.

Notes Linked to the Citi ETF Market Pilot 5 Excess Return Index

This index supplement sets forth terms that will apply generally to notes that we may offer from time to time using this index supplement. The specific terms of a particular issuance of notes will be set forth in a pricing supplement that we will deliver in connection with that issuance. If the terms specified in any pricing supplement are inconsistent with the terms specified in this index supplement or in the accompanying prospectus supplement or prospectus, the terms specified in the applicable pricing supplement will control. We refer to all notes offered under this index supplement as the "notes."

- **Underlying Index.** The notes will be linked to the performance of the Citi ETF Market Pilot 5 Excess Return Index (the "Index"). The Index was developed by Citigroup Global Markets Limited (the "Index Sponsor"), an affiliate of Citigroup Global Markets Holdings Inc. You should carefully review the sections "Description of the Citi ETF Market Pilot 5 Excess Return Index" and "Risk Factors Relating to the Notes" in this index supplement for more information about the Index and for a discussion of important risks relating to the Index.

- **Payment at Maturity.** The notes provide for the repayment of the stated principal amount at maturity, regardless of the performance of the Index. If so specified in the applicable pricing supplement, the notes offer the possibility of an additional payment at maturity based on the performance of the Index.

- **Coupon.** The notes will not pay a coupon unless the applicable pricing supplement specifically provides otherwise. If the applicable pricing supplement provides for the payment of a coupon, the coupon rate, which may be fixed or may vary depending on the performance of the Index or otherwise, and the coupon payment date(s) will be specified in the applicable pricing supplement.

- **No Guaranteed Return on Your Investment.** The notes do not guarantee any positive return on your investment, unless otherwise specified in the applicable pricing supplement. Any potential payment on the notes that depends on the performance of the Index may be zero, unless otherwise specified in the applicable pricing supplement. In that event, you will only receive the stated principal amount at maturity of the notes and will not be compensated for the time value of money.

- **Credit Risk.** The notes are unsecured senior debt securities of Citigroup Global Markets Holdings Inc., and the guarantee of the notes is an unsecured obligation of Citigroup Inc. Accordingly, all payments on the notes are subject to the credit risk of Citigroup Global Markets Holdings Inc. and Citigroup Inc. If Citigroup Global Markets Holdings Inc. and Citigroup Inc. default on their obligations, you may not receive any payment owed to you under the notes, including the repayment of principal at maturity.

- **No Listing.** The notes will not be listed on any securities exchange, unless otherwise specified in the applicable pricing supplement. Accordingly, unless otherwise specified, the notes may have limited or no liquidity, and you should not invest in the notes unless you are willing to hold them until maturity. You are entitled to the repayment of the stated principal amount (and any other amount that may be payable at maturity) only if you hold the notes at maturity.

- **Not Equivalent to Investing in the Index**. Investing in the notes is not equivalent to investing directly in the constituents of the Index. You will not have any ownership interest or any other right with respect to the constituents of the Index.

- **Tax Consequences.** For important information regarding certain tax consequences of investing in the notes, see "United States Federal Tax Considerations" beginning on page IS-52.

You should carefully review the specific terms of the notes described in the applicable pricing supplement together with the information contained in this index supplement and the accompanying prospectus supplement and prospectus before investing in the notes.

Investing in the notes is subject to risks not associated with an investment in conventional debt securities. See "Risk Factors Relating to the Notes" beginning on page IS-7.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the notes or determined if this index supplement, the accompanying prospectus supplement and prospectus or any pricing supplement is truthful or complete. Any representation to the contrary is a criminal offense.

The notes, and the guarantee of the notes by Citigroup Inc., are not deposits or savings accounts but are, respectively, unsecured debt obligations of Citigroup Global Markets Holdings Inc. and unsecured obligations of Citigroup Inc. The notes are not insured or guaranteed by the Federal Deposit Insurance Corporation or by any other governmental agency or instrumentality.

Investment Products Not FDIC Insured May Lose Value No Bank Guarantee

Citigroup

March April 3, 2019

We are responsible for the information contained or incorporated by reference in this index supplement, the accompanying prospectus supplement and prospectus and any applicable pricing supplement. We have not authorized anyone to give you any other information, and we take no responsibility for any other information that others may give you. You should not assume that the information contained or incorporated by reference in this index supplement, the accompanying prospectus supplement and prospectus or any applicable pricing supplement is accurate as of any date other than the date on the front of such document. We are not making an offer of these notes in any state where the offer is not permitted.

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About this INDEX Supplement

The pricing supplement for a particular issuance of notes will describe certain specific terms of those notes, but will not describe all of the material terms of those notes or contain all of the other material disclosures that you should consider before investing in those notes. The material terms of the notes and other material disclosures that are not contained in the applicable pricing supplement are set forth in this index supplement and, to the extent not set forth in this index supplement, in the accompanying prospectus supplement and prospectus. Accordingly, it is important that you read the applicable pricing supplement together with this index supplement and the accompanying prospectus supplement and prospectus and before investing in the notes.

You may find the prospectus and prospectus supplement each dated May 14, 2018 here:
https://www.sec.gov/Archives/edgar/data/200245/000119312518162183/d583728d424b2.htm

References in this index supplement, the applicable pricing supplement and the accompanying prospectus supplement and prospectus, to “we,” “our” or “us” are to Citigroup Global Markets Holdings Inc., and not any of its subsidiaries, unless the context indicates otherwise.

Summary Description of the Index

The Citi ETF Market Pilot 5 Excess Return Index (the "Index") is published by Citigroup Global Markets Limited (the "Index Sponsor"), which is an affiliate of ours. The Index tracks the hypothetical performance of a rules-based investment methodology that, once each month, selects a hypothetical investment portfolio to track for the next month (referred to as the "Selected Portfolio" for that month). The Selected Portfolio for each month is selected from a universe of eligible constituents consisting of 12 exchange-traded funds ("ETFs") representing the following asset classes: global equities, fixed income, commodities, real estate equities and preferred stock. In certain circumstances, the Selected Portfolio may also include (or be composed solely of) a hypothetical money market instrument with a return equal to 3-month U.S. dollar LIBOR, which we refer to as the "Cash Constituent". The Index was launched on June 30, 2015 and, therefore, has a limited performance history.

The Index selects the Selected Portfolio for each month using certain concepts drawn from the "modern portfolio theory" approach to asset allocation. One tenet of modern portfolio theory is that an optimal investment portfolio is one that maximizes expected return for any given level of risk, where "risk" is measured by the expected volatility of the portfolio. The Index seeks to implement this concept by selecting as the Selected Portfolio to track for each month, out of all possible Eligible Market Portfolios, the portfolio that has the highest expected return without exceeding the Index's target volatility of 5%. The "Eligible Market Portfolios" are all of the possible hypothetical investment portfolios that could be constructed using the eligible ETFs and that comply with the applicable maximum weights listed in the table below.

Although expected return and expected volatility are key concepts in modern portfolio theory, the theory does not prescribe how expected return and expected volatility should be determined. The approach taken by the Index is to determine the expected return and volatility of the Eligible Market Portfolios using **historical** measures of the returns and volatility of, and the correlation among, the ETFs included in the Eligible Market Portfolios. Accordingly, the Index's Selected Portfolio for each month will be the Eligible Market Portfolio that, out of all Eligible Market Portfolios, had the greatest historical return while having a historical volatility that did not exceed 5%. The historical measures used by the Index are based on the exponentially weighted moving average of daily returns of the eligible ETFs over a historical period of approximately one year. The exponentially weighted moving average of daily returns is a type of average that gives greater weight to more recent returns. The Index uses this exponential weighting in an attempt to give the greatest weight to the most recent trends in the performances of the eligible ETFs.

There can be no assurance that the historical measures used by the Index to select the Selected Portfolio for each month will be indicative of the future performance and volatility of the Selected Portfolio. If future performance and volatility differ significantly from the historical measures used by the Index, the Selected Portfolio tracked by the Index for any given month may, in hindsight, turn out to have been far from the optimal hypothetical investment portfolio for that month.

If there is no Eligible Market Portfolio with a historical volatility less than or equal to 5%, the Selected Portfolio will not be selected in the manner described above and, instead, will be the Eligible Market Portfolio with the lowest historical volatility (with a pro rata allocation to the Cash Constituent to the extent necessary to reduce historical volatility to 5%). Furthermore, if the Selected Portfolio otherwise selected would have had a historical performance that is less than 3-month U.S. dollar LIBOR, then the Selected Portfolio will not be selected in the manner described above and instead will be allocated 100% to the Cash Constituent. In addition, if the Selected Portfolio declines in value by more than 8% over any period of 21 Index Business Days, an "extraordinary rebalancing" will occur and the Selected Portfolio will be reallocated out of its eligible ETFs and 100% into the Cash Constituent. Any portion of the Index that is allocated to the Cash Constituent will experience a net decline as a result of the excess return deduction and index fee described below.

Although the Selected Portfolio may be constructed from eligible ETFs representing a number of different asset classes and market sectors, there is no requirement that the Selected Portfolio be diversified, and it may be concentrated in one or a small number of asset classes and/or market sectors. The Selected Portfolio may consist of as few as two eligible ETFs.

The Index's target volatility of 5% is a relatively low volatility level for most of the eligible ETFs, which means that the Selected Portfolio for each month may need to have a significant allocation to the fixed income asset class in order to meet the requirement that its historical volatility not exceed 5%. Although the fixed income asset class is typically less volatile than other asset classes such as global equities, commodities, real estate equities and preferred stock, it may also have lower return potential. As a result, in bull markets for the other asset classes, a Selected Portfolio with a significant allocation to the fixed income asset class may significantly underperform an alternative portfolio with a greater allocation to those other asset classes.

The Index is an "excess return" index, which means that the performance of the Cash Constituent is deducted from the performance of the Selected Portfolio in calculating the performance of the Index. The performance of the Index is also reduced by an index fee of 0.75% per annum. **The excess return deduction and the index fee will place a drag on the performance of the Index, offsetting any appreciation of the Selected Portfolio, exacerbating any depreciation of the Selected Portfolio and causing the level of the Index to decline steadily if the value of the Selected Portfolio remains relatively constant.** In addition, the Index is a "volatility target" index, which means that the Index adjusts its exposure to the excess return performance of the Selected Portfolio, as often as daily, in an attempt to maintain a 20-Day Realized Volatility of 5%.

This section contains only a summary description of the Index and does not describe all of its important features in detail. Before investing in the notes, you should carefully review the more detailed description of the Index contained in the section "Description of the Citi ETF Market Pilot 5 Excess Return Index".

Although the Index uses certain concepts drawn from modern portfolio theory, it is important to understand that the Index contains a number of features that are not found in modern portfolio theory or that may be inconsistent with modern portfolio theory, and that the Index may not effectively implement modern portfolio theory. For further information about this and other important risks relating to the Index, see "Risk Factors Relating to the Notes".

The table below lists the eligible ETFs (referred to below as "Eligible Market Constituents") that may be used to construct the Selected Portfolio to be tracked by the Index for any month as well as the Cash Constituent. We refer to the Eligible Market Constituents, together with the Cash Constituent, as the "Eligible Constituents". The table also indicates the NYSE Arca ticker and the maximum percentage weight for each Eligible Constituent.

Asset Class	**Eligible Constituent**	**Market Sector**	**Ticker**	**Max. % Weight**
Eligible Market Constituents				
	iShares Core S&P 500 ETF	Large-cap U.S. equities	IVV	50%
	Vanguard FTSE Europe ETF	Large-, mid- and small-cap developed European equities	VGK	25%
Global Equities	iShares MSCI Japan ETF	Large- and mid-cap Japanese equities	EWJ	25%
	Vanguard FTSE Emerging Markets ETF	Large-, mid- and small-cap emerging market equities	VWO	50%
	iShares 20+ Year Treasury Bond ETF	U.S. Treasury bonds with >20-year maturities	TLT	50%

Fixed Income

	iShares TIPS Bond ETF	Inflation-protected U.S. Treasury bonds	TIP	10%
	iShares iBoxx $ Investment Grade Corporate Bond ETF	U.S. dollar investment-grade corporate bonds	LQD	25%
	SPDR Barclays High Yield Bond ETF	U.S. dollar below-investment grade corporate bonds	JNK	25%
Real Estate Equities	iShares U.S. Real Estate ETF	Real estate sector of U.S. equity market	IYR	10%
Preferred Stock	iShares U.S. Preferred Stock ETF	U.S.-listed preferred stocks	PFF	10%
Commodities	PowerShares DB Commodity Index Tracking Fund	Selected commodity futures	DBC	10%
	SPDR Gold Trust	Gold bullion	GLD	50%
Cash Constituent				
Money Market	Citi 3M Cash Constituent	Money market	N/A	100%

You should carefully review the sections “Description of the Citi ETF Market Pilot 5 Excess Return Index” and “Risk Factors Relating to the Notes” in this index supplement for more information about the Index and for a discussion of important risks relating to the Index.

Summary Payment Terms

The particular payment terms of the notes will be set forth in the applicable pricing supplement and will be linked to the performance of the Index. The notes provide for the repayment of the stated principal amount at maturity, regardless of the performance of the Index. The notes may pay coupon payments at a rate that varies based on the performance of the Index, or the notes may not pay interest and may instead provide for a single payment at maturity based on the performance of the Index. The specific terms of the notes will be specified in the applicable pricing supplement.

Any potential payment on the notes that depends on the performance of the Index may be positive, or it may be zero, depending on the specific terms of the notes. You should carefully read the applicable pricing supplement to understand the payment terms of the notes and the circumstances in which you may not receive any return on your investment in the notes. The specific terms of the notes will be determined on the date we price the notes for initial sale to the public, which we refer to as the "Pricing Date."

Any potential payment on the notes that depends on the performance of the Index will be based on the Closing Level of the Index on one or more dates specified in the applicable pricing supplement (each, a "Valuation Date"), subject to the specific terms set forth in the applicable pricing supplement.

In addition to the risks associated with the performance of the Index, all payments due on the notes are subject to the credit risk of Citigroup Global Markets Holdings Inc. and Citigroup Inc., as guarantor of the obligations of Citigroup Global Markets Holdings Inc. If Citigroup Global Markets Holdings Inc. and Citigroup Inc. default on their obligations under the notes, you may not receive any payment owed to you, including the repayment of the stated principal amount of your notes at maturity.

Before deciding whether to invest in the notes, you should carefully read and understand the sections "Risk Factors Relating to the Notes" and "Description of the Citi ETF Market Pilot 5 Excess Return Index" in this index supplement as well as the particular terms and risk factors described in the applicable pricing supplement.

Certain events may happen that could affect any payment owed to you under the notes, such as the occurrence of market disruption events or other events affecting the Index. Those events are described in this index supplement under "Description of the Notes" and "Description of the Citi ETF Market Pilot 5 Excess Return Index" and will not be repeated in the applicable pricing supplement. As a result, you should carefully review and understand the section "Description of the Notes" and "Description of the Citi ETF Market Pilot 5 Excess Return Index" in this index supplement.

Risk Factors Relating to the Notes

An investment in the notes is significantly riskier than an investment in conventional debt securities. The notes are subject to all of the risks associated with an investment in our conventional debt securities, including the risk that we may default on our obligations under the notes, and are also subject to risks associated with the Index because your return on the notes will depend on the performance of the Index.

Risk Factors Relating to All Notes

You May Not Receive Any Return On Your Investment in the Notes, in Which Case You Will Suffer a Loss On Your Investment in Real Value Terms. Your return on the notes, if any, will depend on the performance of the Index. If the Index does not perform favorably (which will depend on the specific terms of the notes set forth in the applicable pricing supplement), you may not receive any return on your investment in the notes. Although the notes provide for the repayment of the stated principal amount at maturity regardless of the performance of the Index, you may nevertheless suffer a loss on your investment in the notes, in real value terms, if you do not receive a positive return on the notes. This is because inflation may cause the real value of the stated principal amount to be less at maturity than it is at the time you invest, and because an investment in the notes represents a forgone opportunity to invest in an alternative asset that does generate a positive return. The potential loss in real value terms will be greater the longer the term of the notes.

Even if you do receive a positive return on your investment in the notes, there can be no assurance that your total return at maturity on the notes will compensate you for the effects of inflation or be as great as the return you could have achieved on a conventional debt security of Citigroup Global Markets Holdings Inc. (guaranteed by Citigroup Inc.) of comparable maturity. You should carefully consider whether an investment that may not provide for any return on your investment, or may provide a return that is lower than the return on conventional debt securities, is appropriate for you.

The Notes Will Not Pay Any Coupon Unless Otherwise Specified in the Applicable Pricing Supplement. Unless the applicable pricing supplement specifies that the notes will pay a coupon, the notes will not pay any interest or provide for any other payments prior to maturity. Accordingly, unless the applicable pricing supplement specifically provides for a coupon payment, you should not invest in the notes if you seek current income during the term of the notes.

If the Notes Provide For a Coupon That Depends on the Performance of the Index, the Coupon Payment May Be Zero on One or More Coupon Payment Dates. If the applicable pricing supplement provides for a coupon payment but the amount of such payment varies depending on the performance of the Index or otherwise, you should understand that you may not receive any payment on one or more (or any) coupon payment dates during the term of the notes. You should not invest in notes with such terms if you seek certainty of receiving current income during the term of the notes.

If a Maximum Return Applies to the Notes, Your Return on the Notes Will Be Limited. If applicable, the maximum return will be a percentage of the stated principal amount of the notes that will be determined on the Pricing Date and set forth in the applicable pricing supplement. Your total return at maturity on notes with a maximum return will be limited to the specified maximum return (excluding any coupon payments, if applicable), even if the return of the Index is significantly greater. You should not invest in notes that have a maximum return if you seek to participate in the full appreciation of the Index.

The Notes are Subject to the Credit Risk of Citigroup Global Markets Holdings Inc. and Citigroup Inc., the Guarantor of any Payments Due on the Notes. You are subject to the credit risk of Citigroup Global Markets Holdings Inc. and Citigroup Inc. The notes are not guaranteed by any entity other than Citigroup Inc. Any actual or anticipated changes to Citigroup Global Markets Holdings Inc.'s or Citigroup Inc.'s credit ratings or credit spreads may adversely affect the value of the notes. If Citigroup Global Markets Holdings Inc. defaults on its obligations and Citigroup Inc. defaults on its guarantee obligations under the notes, your investment will be at risk and you could lose some or all of your investment. As a result, the value of the notes prior to maturity will be affected by changes in the market's view of Citigroup Global Markets Holdings Inc.'s and Citigroup Inc.'s creditworthiness. Any decline, or anticipated decline, in either of their credit ratings or increase, or anticipated increase, in the credit spreads charged by the market for taking either of their credit risk is likely to adversely affect the value of the notes.

Sale of the Notes Prior to Maturity May Result In a Loss of Principal. You will be entitled to receive at least the full stated principal amount of your notes, subject to the credit risk of Citigroup Global Markets Holdings Inc. and Citigroup Inc., only if you hold the notes to maturity. The value of the notes may fluctuate during the term of the notes, and if you are able to sell your notes prior to maturity, you may receive less than the full stated principal amount of your notes.

The Notes Will Not Be Listed on a Securities Exchange and You May Not Be Able To Sell Your Notes Prior To Maturity. Unless otherwise specified in the applicable pricing supplement, the notes will not be listed on a securities exchange. Accordingly, the notes may have limited or no liquidity, and you should not invest in the notes unless you are willing to hold them to maturity.

Citigroup Global Markets Inc. ("CGMI") or, if applicable, any other entity named as underwriter or agent in the applicable pricing supplement may, but is not obligated to, make a market in the notes. If CGMI or such other underwriter or agent does make a market in the notes, it may discontinue doing so at any time. Because we do not expect that other broker-dealers will participate significantly in any secondary market for the notes, the price at which you may be able to sell your notes prior to maturity is likely to depend on the price, if any, at which CGMI or such other underwriter or agent is willing to transact. If at any time CGMI or such other underwriter or agent were not to make a market in the notes, it is likely that there would be no secondary market at all for the notes. The price, if any, at which CGMI, such other underwriter or agent or any other buyer may be willing to purchase your notes in any secondary market that may develop may be significantly less than the stated principal amount; therefore, any sale of the notes prior to maturity may result in a substantial loss. As a result, you should be prepared to hold your notes to maturity.

The Value Of Your Notes Prior To Maturity Will Fluctuate Based On Many Unpredictable Factors. The value of your notes prior to maturity will fluctuate based on the level of the Index and a number of other factors, including those described below. Some of these factors are interrelated in complex ways. As a result, the effect of any one factor may be offset or magnified by the effect of one or more other factors. The paragraphs below describe what we expect to be the impact on the value of the notes of a change in a specific factor, assuming all other conditions remain constant. You should understand that the value of your notes at any time prior to maturity may be significantly less than the stated principal amount.

- *Level of the Index*. We expect that the value of the notes at any time will depend substantially on the level of the Index at that time. If the level of the Index declines following the Pricing Date, the value of your notes will also likely decline, perhaps significantly. Even at a time when the level of the Index exceeds its level on the Pricing Date, the value of your notes may nevertheless be significantly less than the stated principal amount of your notes because of expectations that the level will continue to fluctuate over the term of the notes, among other reasons.

The level of the Index will be influenced by the value and volatility of its Eligible Market Constituents, as well as by complex and interrelated political, economic, financial and other factors that affect the capital markets generally. Hedging by us or our counterparties (which may include our affiliates), the issuance of other securities similar to the notes and other trading activities by our affiliates may also affect the level, which could negatively affect the value of the notes.

- *Volatility of the Index*. Volatility refers to the magnitude and frequency of changes in level over any given period. Any change in the expected volatility of the Index may adversely affect the value of the notes.

- *Interest Rates*. We expect that the value of the notes will be affected by changes in U.S. interest rates. In general, if U.S. interest rates increase, the value of the notes may decrease.

- *Time Remaining to Maturity*. At any given time, a portion of the value of the notes will be attributable to time value, which is based on the amount of time then remaining to maturity. You should understand that the value of the notes may be adversely affected solely as a result of the passage of time.

- *Creditworthiness of Citigroup Global Markets Holdings Inc. and Citigroup Inc*. The notes are subject to the credit risk of Citigroup Global Markets Holdings Inc. and Citigroup Inc., the guarantor of any payments due on the notes. Therefore, actual or anticipated changes in either of their credit ratings or credit spreads may affect the value of the notes.

It is important for you to understand that the impact of one of the factors discussed above may offset, or magnify, some or all of any change in the value of the notes attributable to one or more of the other factors.

Our Affiliates May Have Published Research, Expressed Opinions or Provided Recommendations that are Inconsistent With Investing in the Notes and May Do So in the Future, and any such Research, Opinions or Recommendations Could Adversely Affect the Level of the Index. CGMI and other of our affiliates may publish research from time to time relating to the financial markets, any of the Eligible Market Constituents of the Index or the hypothetical investment methodology of the Index. Any research, opinions or recommendations provided by CGMI may influence the price of any Eligible Market Constituent, and they may be inconsistent with purchasing or holding the notes. CGMI and other of our affiliates may have published or may publish research or other opinions that call into question the investment view implicit in an investment in the notes. Any research, opinions or recommendations expressed by such affiliates of ours may not be consistent with each other and may be modified from time to time without notice. Investors should make their own independent investigation of the constituents of the Index, the Index itself and the merits of investing in the notes.

The Price of an Eligible Market Constituent or the Level of the Index May Be Affected by Our or Our Affiliates' Hedging and Other Trading Activities. In anticipation of the sale of the notes, we expect to hedge our obligations under the notes directly or through one of our affiliates, which may involve taking positions directly in the Eligible Market Constituents of the Index or other instruments that may affect the price of the Eligible Market Constituents. We or our counterparties may also adjust this hedge during the term of the notes and close out or unwind this hedge on or before any Valuation Date, which may involve, among other things, us or our counterparties purchasing or selling the Eligible Market Constituents or such other instruments. This hedging activity on or prior to the Pricing Date could potentially affect the price of the Eligible Market Constituents or underlying assets on the Pricing Date and, accordingly, potentially increase the Initial Index Level, which may adversely affect your return on the notes. Additionally, this hedging activity during the term of the notes, including on or near any Valuation Date, could negatively affect the level of the Index and, therefore, adversely affect your return on the notes. This hedging activity may present a conflict of interest between your interests as a holder of the notes and the interests we and/or our counterparties, which may be our affiliates, have in executing, maintaining and adjusting hedging transactions. These hedging activities could also affect the price, if any, at which CGMI or, if applicable, any other entity may be willing to purchase your notes in a secondary market transaction.

We and our affiliates may also trade the Eligible Market Constituents, the underlying assets held by the Eligible Market Constituents and/or other instruments that may affect the price of the Eligible Market Constituents on a regular basis (taking long or short positions or both), for our or their accounts, for other accounts under management or to facilitate transactions, including block transactions, on behalf of customers. As with our or our affiliates' hedging activity, this trading activity could affect the price of the Eligible Market Constituents on any Valuation Date and, therefore, adversely affect the performance of the Index and the notes.

It is possible that these hedging or trading activities could result in substantial returns for us or our affiliates while the value of the notes declines.

We and Our Affiliates May Have Economic Interests That Are Adverse to Those of the Holders of the Notes as a Result of Our or Our Affiliates' Business Activities. We or our affiliates may currently or from time to time engage in business with a company whose securities are held by an Eligible Market Constituent of the Index (each, a "relevant company"). These activities may include extending loans to, making equity investments in or providing advisory services to a relevant company, including merger and acquisition advisory services. In the course of this business, we or our affiliates may acquire non-public information about a relevant company and we will not disclose any such information to you. We do not make any representation or warranty to any purchaser of the notes with respect to any matters whatsoever relating to our or our affiliates' business with any relevant company. If we or any of our affiliates are or become a creditor of a relevant company or otherwise enter into any transaction with a relevant company in the regular course of business, we or such affiliate may exercise remedies against that relevant company without regard to the impact on your interests as a holder of the notes. In addition, we or our affiliates may make equity investments in a relevant company, which may have a dilutive impact on, and therefore reduce, that relevant company's share price.

The Notes Calculation Agent, Which is an Affiliate of Ours, Will Make Important Determinations With Respect to the Notes. As Notes Calculation Agent, CGMI, our affiliate, will determine, among other things, any level or price required to be determined under the notes and the amount of any payment owed to you under the terms of the notes that depends on the performance of the Index. In addition, if certain events occur, CGMI will be required to make certain discretionary judgments that could significantly affect one or more payments owed to you under the notes. In making these judgments, CGMI's interests as an affiliate of ours could be adverse to your interests as a holder of the notes. Such judgments could include, among other things:

- determining whether a Market Disruption Event exists on any Valuation Date with respect to any Eligible Market Constituent then included in the Index;
- if the Index Level is not published by the Index Calculation Agent or if a Market Disruption Event exists with respect to any Eligible Market Constituent then included in the Index on any Valuation Date, determining the Closing Level of the Index with respect to that date, which may require us to make a good faith estimate of the closing price of one or more underlying Eligible Market Constituents if the Market Disruption Event is continuing on the Backstop Date; and
- selecting a Successor Index or performing an alternative calculation of the Closing Level of the Index if the Index is discontinued.

Any of these determinations made by the Notes Calculation Agent may adversely affect any payment owed to you under the notes.

Discontinuance of the Index Could Adversely Affect the Value of the Notes. The Index Sponsor is not required to publish the Index throughout the term of the notes. The Index Sponsor may determine to discontinue the Index, among other reasons, as a result of the occurrence of a Regulatory Event. See "Description of the Citi ETF Market Pilot 5 Excess Return Index" for more information. If the Index is discontinued, the Notes Calculation Agent will have the sole discretion to substitute a successor index that is comparable to the discontinued Index and is not precluded from considering other indices that are calculated and published by the Notes Calculation Agent or any of its affiliates. Any such successor index may not perform favorably.

If the Notes Calculation Agent does not select a successor index, then the Closing Level of the Index will be calculated from and after the time of discontinuance based on the Eligible Constituents that are included in the Index at the time of discontinuance, without any rebalancing or substitution of such Eligible Constituents after such discontinuance and without giving effect to the Index's extraordinary rebalancing feature. In such an event, the level that is used as the Closing Level of the Index will cease to reflect the Index's portfolio selection methodology and instead will track the excess return performance of a fixed portfolio of notional assets, which will consist of the Eligible Constituents included in the Index (or those Eligible Constituents that would have been included the Index but for the event that resulted in such discontinuance of the Index) immediately prior to such discontinuance, each having the weight it had (or would have had) immediately prior to such discontinuance. That level may perform unfavorably after the discontinuance. In addition, in such an event, even though the Index will no longer apply its portfolio selection methodology, the index fee will continue to be deducted. If the Index was allocated 100% to the Cash Constituent at the time of discontinuance, then the level that is used as the Closing Level of the Index thereafter would be based on the performance of the Cash Constituent less the excess return deduction and the index fee. Since the excess return deduction will offset the return on the Cash Constituent, and since the index fee would also continue to be deducted, the level that is used as the Closing Level of the Index in this circumstance would continually decline through to the Maturity Date.

Risk Factors Relating to All Notes

Certain U.S. Federal Tax Consequences of an Investment in the Notes are Uncertain. The notes may be assumed by Citigroup Inc., as provided in the accompanying prospectus. The law regarding whether or not such an assumption would be considered a "significant modification" of the notes is not entirely clear and, if the Internal Revenue Service (the "IRS") were to treat the assumption as a significant modification, a U.S. holder would generally be required to recognize gain (if any) on the notes and the timing and character of income recognized with respect to the notes, as well as the withholding tax consequences to a non-U.S. holder of the notes, after the assumption could be affected significantly. You should read carefully the discussion under "United States Federal Tax Considerations" in this index supplement. You should also consult your tax adviser regarding the U.S. federal tax consequences of an assumption of the notes.

In addition, non-U.S. investors should review the discussion in "United States Federal Tax Considerations—Tax Consequences to Non-U.S. Holders—Possible Withholding Under Section 871(m) of the Code" regarding potential withholding tax risks under Section 871(m) of the Internal Revenue Code of 1986, as amended (the "Code").

Risk Factors Relating to the Index

The following discussion of risks relating to the Index should be read together with the section "Description of the Citi ETF Market Pilot 5 Excess Return Index" below, which defines and further describes a number of the terms and concepts referred to in this section.

The Index May Not Be Successful and May Underperform Alternative Investment Strategies. There can be no assurance that the Index will achieve positive returns. The Index tracks the performance of a rules-based investment methodology that, once each month, selects a hypothetical investment portfolio (the Selected Portfolio) to track for the next month. The performance of the Index over that next month will depend on the performance of the Selected Portfolio over that time period, *minus* an excess return deduction and an index fee, and subject to a volatility targeting feature that may adjust the Index's exposure to the excess return performance of the Selected Portfolio on a daily basis in an attempt to maintain a 20-Day Realized Volatility of 5%. If the Selected Portfolio declines in value, the Index level will also decline. Even if the Selected Portfolio increases in value, the Index level will nevertheless decline if the excess return deduction and index fee are greater than the increase in value of the Selected Portfolio. The performance of the Index may be less favorable than alternative investment strategies that could have been implemented, including an investment in a passive index fund.

The Hypothetical Investment Methodology Tracked by the Index May Not Produce Favorable Returns. Once each month, the Index selects as the Selected Portfolio to track for the next month the Eligible Market Portfolio that, out of all possible Eligible Market Portfolios, had the greatest historical performance without exceeding the Index's target volatility of 5% (except as otherwise described below). The performance of the Index over the next month will then be based on the performance of that Selected Portfolio, *minus* an excess return deduction and an index fee, and subject to a volatility targeting feature that may adjust the Index's exposure to the excess return performance of the Selected Portfolio on a daily basis in an attempt to maintain a 20-Day Realized Volatility of 5%. This hypothetical investment methodology may not produce favorable returns for a number of reasons, including the following:

- *Historical Performance May Be a Poor Indicator of Future Performance.* A fundamental assumption of the Index is that the historical performance of the Eligible Market Portfolios, as measured by the Index, may be an accurate predictor of their future performance. Accordingly, each month, the Index seeks to select as the Selected Portfolio to track for the next month the Eligible Market Portfolio that had the greatest exponentially weighted moving average of daily returns over the relevant Look-Back Period, while having an exponentially weighted moving average volatility over the Look-Back Period not in excess of 5%. The Look-Back Period for each monthly Selection Day is the historical period of 252 Index Business Days (approximately one year) ending on that Selection Day.

However, the fact that the Selected Portfolio performed favorably over the relevant Look-Back Period does not mean that it will necessarily continue to perform favorably over the next month. Future market conditions may differ from past market conditions, and the conditions that may have caused the favorable performance over the Look-Back Period may no longer exist. Moreover, past appreciation may not necessarily be an indicator of future appreciation even if future market conditions do not differ materially from past market conditions. The efficient market hypothesis, a well-known theory in academic financial literature, states that the market is efficient and that current asset prices reflect all available relevant information. If true, the efficient market hypothesis implies that any perceived historical trend in the performance of any Eligible Market Portfolio should not be an accurate predictor of its future performance. If the past performance of the Selected Portfolio proves not to be an accurate indicator of its actual performance over the next month, then the Selected Portfolio followed by the Index for any given month may, in hindsight, turn out to have been far from the optimal hypothetical investment portfolio for that month, and the Index may perform poorly.

By continually seeking to track the last year's optimal portfolio, the Index may perpetually "buy high". By the time the Index hypothetically invests in a Selected Portfolio each month, the Selected Portfolio may already have experienced significant appreciation, and the Index may therefore perpetually make hypothetical investments in portfolios when they are expensive, which may lead to poor returns.

- *Historical Volatility May be a Poor Indicator of Future Volatility and Risk.* The Index seeks to take on a defined and limited degree of expected risk by selecting as the Selected Portfolio an Eligible Market Portfolio with an expected risk that does not exceed a pre-defined level. The Index measures the expected risk of an Eligible Market Portfolio based on its historical volatility. However, there can be no assurance that the historical volatility of the Selected Portfolio will be indicative of its future volatility. As circumstances change, a Selected Portfolio that had a relatively low volatility over the Look-Back Period may have significant volatility over the next month. The volatility of a Selected Portfolio may increase as a result of an increase in the volatilities of its Eligible Market Constituents or, even if the volatilities of the Eligible Market Constituents remain the same, as a result of the Eligible Market Constituents becoming more highly correlated with each other than they were in the Look-Back Period. Other potential measures of volatility might be more predictive of future volatility than historical volatility. For example, "implied volatility" derived from the prices of listed options on the Eligible Market Constituents would reflect current market expectations about future volatility and might prove to be a more accurate indicator of future volatility than historical volatility. As a result, the measure of expected risk used by the Index may be less accurate than other measures that could have been used.

Moreover, it is important to understand that, although the Index uses historical volatility as a measure of expected risk, historical volatility is **not** an indication of how likely it is that any Eligible Market Portfolio will decline over the next month. The fact that the Selected Portfolio may have had a historical volatility of 5% over the Look-Back Period does not mean that there is a 5% chance that the Selected Portfolio will decline over the next month. Volatility is simply a statistical measure of the degree of variability in daily returns over a given historical period. It is not possible to predict the likelihood of a future decline in the value of the Selected Portfolio. Even a Selected Portfolio with a low historical volatility may experience significant declines in the future.

- *The Particular Ways in Which the Index Measures Historical Performance and Volatility May Not Accurately Capture any Trend in the Performance and Volatility of the Eligible Market Portfolios*. The Index uses a Look-Back Period of 252 Index Business Days, which is approximately one year, to measure the historical performance and volatility of the Eligible Market Portfolios. That time period may be too long, and performance earlier in the Look-Back Period may mask more recent trends in performance and volatility. Although the Index uses an exponentially weighted moving average of daily returns to determine the historical performance and volatility of the Eligible Market Portfolios, which gives more weight to more recent performance in an attempt to capture more recent trends, there can be no assurance that this will be successful.

Furthermore, it is important to understand what the exponentially weighted moving average of daily returns does, and does not, measure. The exponentially weighted moving average of daily returns of an Eligible Market Portfolio is simply the average of daily returns of the Eligible Market Portfolio over the relevant Look-Back Period, where more recent daily returns have exponentially greater weight than daily returns earlier in the Look-Back Period. This measure is not a measure of total performance over the relevant Look-Back Period or any other period. The exponentially weighted moving average of daily returns could show positive historical performance even if the relevant Eligible Market Portfolio has declined overall from the beginning to the end of the Look-Back Period, or over any more recent period, and vice versa. Therefore, the exponentially weighted moving average of daily returns could indicate that an Eligible Market Portfolio is in a positive trend even if other measures would indicate a negative trend. If the Index fails to correctly identify the trend in the performance of the Eligible Market Portfolios, then the Selected Portfolio followed by the Index for any given month may, in hindsight, turn out to have been far from the optimal hypothetical investment portfolio for that month, and the Index may perform poorly.

In addition, the exponentially weighted moving average volatility used by the Index differs from other measures of historical volatility. Other ways of measuring the historical volatility of the Eligible Market Portfolios (for example, using the standard deviation of daily returns or using a different time period) might have yielded a historical volatility that is more predictive of future volatility than the measure used by the Index.

- *The Index May be Subject to "Whipsaws" in "Choppy" Markets.* Past performance is particularly likely to be a poor indicator of future performance in "choppy" markets, which are characterized by short-term volatility and the absence of consistent long-term performance trends. In such markets, strategies that use past performance as an indicator of future performance, such as that followed by the Index, are subject to "whipsaws," which occur when the market reverses and does the opposite of what is indicated by past performance. In these market conditions, the Index will select a Selected Portfolio assuming a trend in one direction, only to have the trend reverse and move in the other direction. The Index may experience significant declines in such market conditions.

- *The Excess Return Deduction and Index Fee Will Adversely Affect Index Performance*. The Index is an "excess return" index, which means that, in calculating the performance of the Index, the daily performance of the Selected Portfolio tracked by the Index will be reduced by the performance of the Cash Constituent. The Cash Constituent is a hypothetical money market instrument with a return equal to 3-month U.S. dollar LIBOR. Three-month U.S. dollar LIBOR reflects the rate at which banks lend U.S. dollars to each other for a term of 3 months in the London interbank market. Although many factors may affect the level of 3-month U.S. dollar LIBOR, one important factor is the monetary policy of the Federal Reserve. If the Federal Reserve raises its federal funds target rate, the level of 3-month U.S. Dollar LIBOR is very likely to rise. Although the Federal Reserve maintained the federal funds target rate at relatively low levels in recent years, the Federal Reserve has begun to raise the federal funds target rate and may do so further at any time and, as a result, 3-month U.S. dollar LIBOR may rise, perhaps significantly. In the period since January 1, 2006, 3-month U.S. dollar LIBOR has been as high as 5.725% per annum. The level of 3-month U.S. dollar LIBOR may return to or exceed that level in the future. If the Federal Reserve raises interest rates (specifically, its federal funds target rate), or if 3-month U.S. dollar LIBOR rises for any other reason, the excess return performance of the Selected Portfolio (and, therefore, the performance of the Index) will be adversely affected. In addition to the excess return deduction, an index fee of 0.75% per annum is deducted in the calculation of the Index.

The excess return deduction and the index fee will place a drag on the performance of the Index, offsetting any appreciation of the Selected Portfolio, exacerbating any depreciation of the Selected Portfolio and causing the level of the Index to decline steadily if the value of the Selected Portfolio remains relatively constant. The Index will not appreciate unless the performance of the Selected Portfolio is sufficiently great to offset the negative effects of the excess return deduction and the index fee, and then only to the extent that the favorable performance of the Selected Portfolio is greater than the deducted amounts. As a result of these deductions, the level of the Index may decline even if the Selected Portfolio appreciates.

- *In Certain Circumstances, the Index Will Select as the Selected Portfolio for a Given Month the Eligible Market Portfolio with the Lowest Historical Volatility, Without Regard to Historical Performance.* For any given month, if there is no Eligible Market Portfolio with a historical volatility that is less than or equal to 5%, the Selected Portfolio for that month will not be the Eligible Market Portfolio that maximizes historical performance for its level of risk, but rather will be the Eligible Market Portfolio with the lowest historical volatility, regardless of historical performance (and with a pro rata allocation to the Cash Constituent to reduce its historical volatility to 5%). In this circumstance, the Selected Portfolio would not be determined in a way that seeks to maximize expected returns given the volatility target, but instead would be determined in a manner designed to minimize historical volatility. The Selected Portfolio so chosen may have had poor historical performance and may continue to have poor performance in the future.

Any portion of the Selected Portfolio that is allocated to the Cash Constituent in order to reduce its historical volatility to 5% will experience a net decline after giving effect to the excess return deduction and the index fee. The excess return deduction will completely offset the positive accrual on the Cash Constituent, and the deduction of the index fee will then result in a net decline.

· *In Certain Circumstances, the Selected Portfolio Will Consist 100% of the Cash Constituent, and in these Circumstances the Index Will Decline.* If the Eligible Market Portfolio that is otherwise identified as the Selected Portfolio for any given month has a historical performance that is less than 3-month U.S. dollar LIBOR on the relevant monthly Selection Day, that Eligible Market Portfolio will not be the Selected Portfolio and the Selected Portfolio will instead consist of a 100% allocation to the Cash Constituent. If 3-month U.S. dollar LIBOR rises, this provision may be triggered with increasing frequency. In addition, if an Extraordinary Rebalancing Event occurs as a result of a decline of more than 8% in the value of the Selected Portfolio over any 21 Index Business Day period, the Eligible Market Constituents in the Selected Portfolio will be replaced with a 100% allocation to the Cash Constituent. Because the Selected Portfolio during the earlier part of any 21 Index Business Day period may have been different from the current Selected Portfolio, an Extraordinary Rebalancing Event may occur even when the current Selected Portfolio has not experienced so significant a decline over that period.

The Cash Constituent reflects a positive accrual at a rate equal to 3-month U.S. dollar LIBOR. The excess return deduction reflects a deduction at the same rate, completely offsetting the positive accrual of the Cash Constituent. Although the Cash Constituent and the excess return deduction will offset each other, resulting in no net change, the index fee will continue to be deducted. As a result, at any time when the Index has 100% exposure to the Cash Constituent, the Index will steadily decline at a rate equal to the index fee.

One consequence of this is that the reallocation to the Cash Constituent as a result of an Extraordinary Rebalancing Event will lead to continuing declines in the level of the Index. The Index will continue to decline following an Extraordinary Rebalancing Event even in circumstances in which the original Selected Portfolio would have rebounded and recovered from earlier losses, so that the Index would have performed better had the reallocation into the Cash Constituent not occurred.

· *The Index's Target Volatility of 5% May Limit its Appreciation Potential Because it May Result in Selected Portfolios With Significant Allocations to the Fixed Income Asset Class, Which May Underperform Alternative Portfolios More Heavily Weighted Toward Equities, Commodities, Real Estate Equities and/or Preferred Stock.* Each month, the Index will select as the Selected Portfolio an Eligible Market Portfolio with a historical volatility that does not exceed 5% (unless there is no such Eligible Market Portfolio, in which case the Index will select the Eligible Market Portfolio with the lowest historical volatility). You should understand that, by recent historical standards, a 5% volatility would be relatively low for a portfolio of equities, commodities, real estate equities and/or preferred stock, which means that a significant allocation to the fixed income asset class, which is typically less volatile than equities, commodities, real estate equities and preferred stock, may frequently be needed in order for a hypothetical investment portfolio to achieve a historical volatility that does not exceed 5%. Therefore, the 5% target volatility may tend to cause the Selected Portfolio to have a greater allocation to the fixed income asset class than it would if there were a higher target volatility. The Selected Portfolio may allocate up to 100% of its exposure to the fixed income asset class, and as much as 60% of its exposure to Eligible Market Constituents holding U.S. Treasury bonds alone. Although fixed income instruments are typically less volatile than equities, commodities, real estate equities and preferred stock, they may also have lower return potential. As a result, in bull markets for equities, commodities, real estate equities and/or preferred stock, a Selected Portfolio with a significant allocation to the fixed income asset class may significantly underperform an alternative portfolio with a greater allocation to equities, commodities, real estate equities and/or preferred stock.

In addition, if the Selected Portfolio has a relatively high allocation to the fixed income asset class, it will be particularly sensitive to factors that adversely affect the value of fixed income instruments, such as an increase in interest rates or inflation or declining perceptions of credit quality of the U.S. government or the underlying corporate issuers. It is important to understand that a relatively low target volatility does not mean that the Index is less likely to decline than it would be if it had a higher target volatility. In fact, a low-volatility portfolio may decline in value even while a high-volatility portfolio appreciates. For example, in a bull market in equities that is accompanied by rising interest rates, a portfolio heavily weighted toward the fixed income asset class might decline in value as a result of the rising interest rates, while a portfolio heavily weighted toward equities would appreciate.

- *The Selected Portfolio May Not be a Diversified Portfolio, and the Eligible Market Constituents in the Selected Portfolio May Become Correlated in Decline, Especially in Times of Financial Stress.* Although the Eligible Market Constituents cover a number of different asset classes and market sectors, there is no requirement that the Selected Portfolio be a diversified portfolio. The Selected Portfolio may allocate as much as 100% of its exposure to a single asset class at any time, and may consist of as few as only two Eligible Market Constituents. At any time when the Selected Portfolio is concentrated in any one asset class, it will be subject to the risks affecting that asset class on a concentrated basis. Moreover, even when the Selected Portfolio is allocated among a number of different asset classes, these asset classes may prove to be correlated with each other in decline, which means that they may all decline at the same time. In that case, you would not receive any benefits from diversification. Especially in times of financial stress, previously uncorrelated asset classes may suddenly become correlated in decline, which may result in significant declines in the level of the Index.

- *The Selected Portfolio May be Composed of Eligible Market Constituents in a Number of Different Asset Classes and Market Sectors, and They May Offset Each Other.* Over any given period of time, some of the Eligible Market Constituents in the Selected Portfolio may appreciate and others may depreciate. The performance of the depreciating Eligible Market Constituents will offset the performance of any appreciating Eligible Market Constituents. In this circumstance, the performance of the Selected Portfolio overall will be lower than it would have been had the Selected Portfolio only consisted of the appreciating Eligible Market Constituents. The target volatility of 5% is likely to favor Selected Portfolios with a relatively low degree of historical correlation among its Eligible Market Constituents, because lower correlation among Eligible Market Constituents results in lower volatility overall for an Eligible Market Portfolio. If that historical relationship for the Eligible Market Constituents holds in the future, that may increase the likelihood that some Eligible Market Constituents in the Selected Portfolio will have less favorable performance that will significantly dampen more favorable performance by other Eligible Market Constituents in the Selected Portfolio.

- *The Index's Volatility Targeting Feature May Adversely Affect Index Performance.* In addition to selecting a Selected Portfolio with a historical volatility that does not exceed 5%, the Index seeks to maintain a 5% volatility by adjusting its exposure to the excess return performance of the Selected Portfolio on a daily basis. At any time when the 20-Day Realized Volatility of the excess return performance of the Selected Portfolio is greater than 5%, the Index will reduce its exposure to that performance (i.e., its VT Exposure) below 100%. The difference between the VT Exposure and 100% will be effectively uninvested and will not accrue any interest or other return. After giving effect to the deduction of the index fee, that effectively uninvested portion of the Index will experience a net decline. In addition, at any time when the VT Exposure is less than 100%, the Index will not fully participate in any appreciation in the excess return performance of the Selected Portfolio. Alternatively, at any time when 20-Day Realized Volatility is less than 5%, the Index will increase the VT Exposure to an amount greater than 100%, subject to a maximum VT Exposure of 120%. At any time when the VT Exposure is greater than 100%, the Index will participate on a leveraged basis in any decline in the excess return performance of the Selected Portfolio. Moreover, the Selected Portfolio during the earlier part of the relevant 20 Index Business Day period may be different than the current Selected Portfolio, and if the earlier Selected Portfolio was significantly more volatile than the current Selected Portfolio, the Index may calculate a high 20-Day Realized Volatility, resulting in low VT Exposure, even though the current Selected Portfolio may have much lower volatility.

- *The Index May Fail to Maintain a 5% Volatility.* Although the Index aims to maintain a 20-Day Realized Volatility of 5%, there is no guarantee that it will successfully do so. There is a time lag associated with the Index's VT Exposure adjustments. Because realized volatility is measured over the period of 20 Index Business Days ending on the second Index Business Day prior to the current day, it may be some period of time before a recent increase in the volatility of the excess return performance of the Selected Portfolio is sufficiently reflected in the calculation of 20-Day Realized Volatility to cause a compensating adjustment in the VT Exposure. During the intervening period, if the increased volatility is associated with a significant decline in the value of the Selected Portfolio, the Index may in turn experience a significant decline without the reduction in exposure to the Selected Portfolio that the volatility targeting feature is intended to trigger. Moreover, the Selected Portfolio during the earlier part of the relevant 20 Index Business Day period may be different than the current Selected Portfolio, and if the earlier Selected

Portfolio was significantly less volatile than the current Selected Portfolio, the Index may be slow to adjust to significant volatility in the current Selected Portfolio.