

SUPPLEMENT NO. 12 TO PRIVATE PLACEMENT MEMORANDUM

Cityfunds Portfolio Fund, LLC

1315 Manufacturing St
Dallas, TX 75207
cityfunds.com

Best Efforts Offering of Membership Interests

This Supplement No. 12 (the “Supplement”), which amends and supplements certain information originally set forth in the Private Placement Offering Memorandum dated June 21, 2023 (the “Original Offering Memorandum”), previously distributed to prospective investors, is incorporated by reference into, and constitutes part of, the Original Memorandum. Prospective investors should read the Original Offering Memorandum, this Supplement, and the Subscription Agreement before making a decision to invest in the Interests offered thereby. Unless provided otherwise herein, section references are to the particular section in the Original Memorandum.

We are offering the following membership interests in our Company:

- up to \$100,000,000 in membership interests at a price of \$112.85 per membership interest

This Supplement is being filed to disclose the updated net asset value per membership interest (“NAV/Interest”) as of September 30, 2024. The NAV/Interest has been revised to reflect new NAV/Interest calculated as of September 30, 2024, which NAV/Interest for this Company will become the offering price per membership interest for the next three months (unless the Manager determines, in its sole discretion, to update the NAV earlier or later), effective as of October 29, 2024, as indicated below:

- up to \$100,000,000 in membership interests at a price of \$116.35 per membership interest

NAV is determined using a process that reflects, among other matters, (1) an estimated value of the Company’s investments, including related liabilities, based upon reports of the underlying residential real estate assets provided by an independent valuation expert or automated valuation models, (2) the price of Cityfunds I, LLC assets for which quotes are available, (3) accruals of our periodic distributions on interests in the Company and (4) estimated accruals of the revenues, fees and expenses of the Company.

This Supplement should be read in conjunction with Original Offering Memorandum and is qualified by reference to the Original Offering Memorandum except to the extent that the information contained herein supplements or supersedes the information contained in the Original Offering Memorandum and may not be delivered without the Original Offering Memorandum.

INVESTING IN OUR SECURITIES INVOLVES A HIGH DEGREE OF RISK. YOU SHOULD CAREFULLY READ AND CONSIDER THE “RISK FACTORS” BEGINNING ON PAGE 19 OF THE ORIGINAL OFFERING MEMORANDUM.

The date of this Supplement No. 12 to the Original Offering Memorandum is October 21, 2024.
