Pricing Supplement dated November 15, 2017

to Preliminary Offering Memorandum dated November 10, 2017

Strictly Confidential

CITADEL LIMITED PARTNERSHIP

$500,000,000 5.375% Senior Notes due 2023

The information in this Pricing Supplement supplements the Preliminary Offering Memorandum dated November 10, 2017 (as supplemented through and including the date hereof, the "Preliminary Offering Memorandum") and updates and supersedes the information in the Preliminary Offering Memorandum to the extent inconsistent with the information in the Preliminary Offering Memorandum. Terms used herein and not defined herein have the meanings assigned in the Preliminary Offering Memorandum.

The notes have not been registered under the Securities Act of 1933, as amended (the "Securities Act"), or the securities laws of any other jurisdiction. The notes may not be offered or sold in the United States or to U.S. persons (as defined in Regulation S under the Securities Act ("Regulation S")) except in transactions exempt from, or not subject to, the registration requirements of the Securities Act. Accordingly, the notes are being offered only to persons reasonably believed to be qualified institutional buyers under Rule 144A under the Securities Act and to non-U.S. persons outside the United States under Regulation S under the Securities Act.

Issuer:	Citadel Limited Partnership
Security Description:	5.375% Senior Notes due 2023 (the "notes")
Distribution:	144A / Regulation S, in each case, for life
Principal Amount:	$500,000,000
Gross Proceeds:	$499,930,000
Coupon:	5.375%
Maturity:	January 17, 2023
Offering Price:	99.986% of the face amount of the notes
Yield to Maturity:	5.375%
Spread to Treasury:	+ 332.8 basis points
Benchmark:	UST 2.00% due October 31, 2022
Benchmark Yield	2.047%
Rating*:	BBB (Standard & Poor's Financial Services LLC)
Record Dates:	January 2 and July 2
Interest Payment Dates:	January 17 and July 17
First Interest Payment Date:	July 17, 2018

Optional Redemption:	Make-whole call at Treasury Rate + 50 basis points prior to December 17, 2022, plus accrued and unpaid interest On and after December 17, 2022, at 100% of the principal amount redeemed, plus accrued and unpaid interest
Change of Control Triggering Event:	Putable at 101% of principal amount thereof, plus accrued and unpaid interest
Trade Date:	November 15, 2017
Settlement:	November 20, 2017 (T+3) Delivery of the notes will be made to investors on or about the third business day following the date of this offering memorandum (such settlement being referred to as "T+3"). Under Rule 15c6-1(a) promulgated under the Exchange Act, trades in the secondary market are required to settle in two business days, unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade notes on the date of pricing will be required, by the virtue of the fact that the notes initially settle T+3, to specify an alternate settlement arrangement at the time of any such trade to prevent a failed settlement. Purchasers of the notes who wish to trade the notes prior to their date of delivery hereunder should consult their advisors.
CUSIP:	Rule 144A: 17288X AA2 Regulation S: U1569X AA3
ISIN:	Rule 144A: US17288XAA28 Regulation S: USU1569XAA38
Denominations/Multiple:	$2,000/$1,000
Book-Running Managers:	UBS Securities LLC J.P. Morgan Securities LLC
Co-Managers:	Merrill Lynch, Pierce, Fenner & Smith Incorporated Morgan Stanley & Co. LLC
Trustee:	The Bank of New York Mellon Trust Company, N.A.

This material is confidential and is for your information only and is not intended to be used by anyone other than you. This information does not purport to be a complete description of these securities or the offering. Please refer to the Preliminary Offering Memorandum for additional information.

This communication is being distributed solely to persons reasonably believed to be qualified institutional buyers, as defined in Rule 144A under the Securities Act, and outside the United States solely to non-U.S. persons as defined under Regulation S.

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities in any jurisdiction to any person to whom it is unlawful to make such offer or solicitation in such jurisdiction.

***A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision, suspension or withdrawal at any time.**

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