

**PROSPECTUS SUPPLEMENT NO. 3
TO THE BASE PROSPECTUS DATED 18 JULY 2019**



GOLDMAN, SACHS & CO. WERTPAPIER GMBH
(Incorporated with limited liability in Germany)

as Issuer

GOLDMAN SACHS FINANCE CORP INTERNATIONAL LTD
(Incorporated with limited liability in Jersey)

as Issuer

GOLDMAN SACHS INTERNATIONAL
(Incorporated with unlimited liability in England)

as Issuer and, in respect of certain Securities only, as Guarantor

THE GOLDMAN SACHS GROUP, INC.
(A corporation organised under the laws of the State of Delaware)

in respect of certain Securities only, as Guarantor

**SERIES P PROGRAMME FOR THE ISSUANCE OF
WARRANTS, NOTES AND CERTIFICATES**

This Prospectus Supplement

This prospectus supplement (the "**Prospectus Supplement**") to the base prospectus dated 18 July 2019 prepared by Goldman, Sachs & Co. Wertpapier GmbH ("**GSW**") as issuer, Goldman Sachs Finance Corp International Ltd ("**GSFCI**") as issuer, Goldman Sachs International ("**GSI**") as issuer and as guarantor in respect of certain Securities only and The Goldman Sachs Group, Inc. ("**GSG**") as guarantor in respect of certain Securities only (the "**Original Base Prospectus**") under their Series P programme for the issuance of warrants, notes and certificates with respect to the securities (the "**Programme**"), constitutes a supplement to the base prospectus for the purposes of Article 13 of Chapter 1 of Part II of the Luxembourg Law on Prospectuses for Securities dated 10 July 2005, as amended on 3 July 2012, 21 December 2012 and 10 May 2016, which remains applicable pursuant to Article 64 of the Luxembourg Law dated 16 July 2019 on prospectuses for securities (the "**Luxembourg Law**"), and should be read in conjunction therewith and with Prospectus Supplement No. 1 to the Original Base Prospectus, dated 14 August 2019 and Prospectus Supplement No. 2 to the Original Base Prospectus, dated 19 September 2019 (the Original Base Prospectus as so supplemented, the "**Base Prospectus**"). On 18 July 2019, the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") approved the Original Base Prospectus for the purposes of Article 7 of the Luxembourg Law.

Terms defined in the Base Prospectus have the same meaning when used in this Prospectus Supplement unless otherwise defined herein. This Prospectus Supplement shall form part of and be read in conjunction with the Base Prospectus.

Right of withdrawal

In accordance with Article 13 paragraph 2 of the Luxembourg Law, investors who have already agreed to purchase or subscribe for the securities before this Prospectus Supplement is published have the right exercisable until 7 October 2019, which is two working days after the publication of this Prospectus Supplement, to withdraw their acceptances.

Purpose of this Prospectus Supplement

The purpose of this Prospectus Supplement is to (a) incorporate by reference GSI's Regulatory Ratios, 31 August

2019 (as defined below), (b) incorporate by reference GSFICI's 2019 Interim Financial Report (as defined below) and (c) make certain changes to the information in the "Summary", "Documents Incorporated by Reference", "General Terms and Conditions of the Instruments", "Supplementary Provisions for Belgian Instruments", "General Terms and Conditions of the Notes", "Supplementary Provisions for Belgian Notes", "Form of Final Terms (Instruments)", "Form of Final Terms (Notes)", "Goldman Sachs Finance Corp International Ltd" and "General Information" sections of the Base Prospectus.

This Prospectus Supplement and the documents incorporated by reference into this Prospectus Supplement will be available on the website of the Luxembourg Stock Exchange at www.bourse.lu.

Information being supplemented

Incorporation by reference

This Prospectus Supplement supplements the Base Prospectus by incorporating by reference (a) the report on the Regulatory Ratios of Goldman Sachs International for the fiscal quarter ended 31 August 2019 ("**GSI's Regulatory Ratios, 31 August 2019**") and (b) certain information contained in the Unaudited Interim Financial Report of Goldman Sachs Finance Corp International Ltd for the period ended 30 June 2019 ("**GSFICI's 2019 Interim Financial Report**").

Copies of GSI's Regulatory Ratios, 31 August 2019 and GSFICI's 2019 Interim Financial Report have been filed with the CSSF in its capacity as competent authority under the Luxembourg Law.

GSI's Regulatory Ratios, 31 August 2019 and GSFICI's 2019 Interim Financial Report are incorporated by reference into, and form part of, this Prospectus Supplement, and the information contained in this Prospectus Supplement, GSI's Regulatory Ratios, 31 August 2019 and GSFICI's 2019 Interim Financial Report shall be deemed to update and, where applicable, supersede any information contained in the Base Prospectus, or any documents incorporated by reference therein.

Information incorporated by reference

<i>GSI's Regulatory Ratios, 31 August 2019</i>		
	<i>Introduction</i>	<i>Page 1</i>
	<i>Regulatory Ratios</i>	<i>Page 1</i>

<i>GSFICI's 2019 Interim Financial Report</i>		
<i>Part I</i>	<i>Management Report</i>	<i>Pages 3 to 4</i>
<i>Part II</i>	<i>Unaudited Financial Statements</i>	
	<i>Profit and Loss Account</i>	<i>Page 5</i>
	<i>Balance Sheet</i>	<i>Page 6</i>
	<i>Statement of Changes in Equity</i>	<i>Page 7</i>
	<i>Statement of Cash Flows</i>	<i>Page 7</i>
	<i>Notes to the Financial Statements</i>	<i>Pages 8 to 15</i>

Amendments to the Summary

The Summary, as supplemented prior to this Prospectus Supplement, is amended and supplemented as follows:

- (a) The paragraphs relating to GSFCI in Element B.12 (*Selected historical key financial information of the Issuer*), on page 4 of the Original Base Prospectus shall be deleted and replaced with the following:

"B.12	Selected historical key financial information of the Issuer	[The following table shows selected key historical financial information in relation to GSFCI:																									
		<table border="1"> <thead> <tr> <th></th> <th colspan="2">As at and for the six months ended (unaudited)</th> <th colspan="2">As at and for the year ended (audited)</th> </tr> <tr> <th>(in thousands)</th> <th>30 June 2019</th> <th>30 June 2018</th> <th>31 December 2018</th> <th>31 December 2017</th> </tr> </thead> <tbody> <tr> <td>Operating profit</td> <td>-27,880</td> <td>-2,746</td> <td>19,429</td> <td>35,570</td> </tr> <tr> <td>Profit for the financial period</td> <td>-27,880</td> <td>-2,746</td> <td>19,429</td> <td>35,570</td> </tr> </tbody> </table>		As at and for the six months ended (unaudited)		As at and for the year ended (audited)		(in thousands)	30 June 2019	30 June 2018	31 December 2018	31 December 2017	Operating profit	-27,880	-2,746	19,429	35,570	Profit for the financial period	-27,880	-2,746	19,429	35,570					
			As at and for the six months ended (unaudited)		As at and for the year ended (audited)																						
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[There has been no material adverse change in the prospects of GSFCI since 31 December 2018.]																											
[Not applicable: there has been no significant change in the financial or trading position of GSFCI since 30 June 2019.]";																											

- (b) The definition of "Coupon Barrier Reference Value" in Element C.18 (*Return on the Securities*), on pages 26 to 27 of the Original Base Prospectus shall be deleted and replaced with the following:

"C.18	Return on the Securities¹	<ul style="list-style-type: none"> Coupon Barrier Reference Value: <p>[If Coupon Barrier Closing Price applies, insert: [in respect of an Underlying Asset and [the] [each] Coupon Observation Date[(s) scheduled to fall [on [●]] [in the period commencing on, and including, [●] and ending on, and including, [●]]],] the Reference Price of the Underlying Asset on the relevant Coupon Observation Date.]</p> <p>[If Coupon Barrier Basket Value applies, insert: [in respect of [the] [each] Coupon Observation Date[(s) scheduled to fall [on [●]] [in the period commencing on, and including, [●] and ending on, and including, [●]]],] the sum of the weighted performance of each Underlying Asset in the Basket, which is calculated as the sum of (a) the product of the Weighting for the Underlying Asset, multiplied by (b) the Coupon Barrier Asset Performance of such Underlying Asset for the relevant Coupon Observation Date.]</p> <p>[If Coupon Barrier Asset Performance applies, insert: [in respect of an Underlying Asset and [the] [each] Coupon Observation Date[(s) scheduled to fall [on [●]] [in the period commencing on, and including, [●] and ending on, and including, [●]]],] the Coupon Barrier Asset Performance of the Underlying Asset for the relevant Coupon Observation Date.]</p> <p>[If Coupon Barrier Observation Period and Coupon Barrier Closing Price</p>
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		<p><i>applies, insert:</i> [in respect of an Underlying Asset and [the] [each] Coupon Observation Date[(s) scheduled to fall [on [●]] [in the period from, and including, [●] and ending on, and including, [●]]],] the Reference Price of [the] [such] Underlying Asset on [each/any] relevant day falling in the Coupon Barrier Observation Period corresponding to the relevant Coupon Observation Date.]</p> <p><i>[If Coupon Barrier Observation Period and Coupon Barrier Intraday Price applies, insert:</i> [in respect of an Underlying Asset and [the] [each] Coupon Observation Date[(s) scheduled to fall [on [●]] [in the period commencing on, and including, [●] and ending on, and including, [●]]],] the [price] [level] of [the] [such] Underlying Asset [at all times / at any time] [during the Observation Hours] on [each / any] relevant day falling in the Coupon Barrier Observation Period corresponding to the relevant Coupon Observation Date.];" and</p>
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- (c) The definition of "Autocall Reference Value" in Element C.18 (*Return on the Securities*), on pages 30 to 31 of the Original Base Prospectus shall be deleted and replaced with the following:

"C.18	Return on the Securities¹	<ul style="list-style-type: none"> • Autocall Reference Value: <p><i>[If Autocall Closing Price or Autocall Averaging Price applies, insert:</i> [in respect of an Underlying Asset and [the] [each] Autocall Observation Date[(s) scheduled to fall [on [●]] [in the period commencing on, and including, [●] and ending on, and including, [●]]],] the [average of the] Reference Price of [the] [such] Underlying Asset on [the relevant Autocall Observation Date] / [each of the [Autocall Averaging Dates / Autocall Pricing Dates] corresponding to the relevant Autocall Observation Date.]</p> <p><i>[If Autocall Basket Value applies, insert:</i> [in respect of] [the] [each] Coupon Observation Date[(s) scheduled to fall [on [●]] [in the period commencing on, and including, [●] and ending on, and including, [●]]],] the sum of the weighted performance of each Underlying Asset in the Basket, which is calculated as the sum of (a) the product of the Weighting for the Underlying Asset, multiplied by (b) the Autocall Asset Performance of such Underlying Asset for the relevant Autocall Observation Date.]</p> <p><i>[If Autocall Asset Performance applies, insert:</i> [In respect of an Underlying Asset and [the] [each] Coupon Observation Date[(s) scheduled to fall [on [●]] [in the period commencing on, and including, [●] and ending on, and including, [●]]],] the Autocall Asset Performance of [the] [such] Underlying Asset for the relevant Autocall Observation Date.]"</p>
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Amendments to the Base Prospectus

The Base Prospectus, as supplemented prior to this Prospectus Supplement, is amended and supplemented as follows:

1. Amendments to the section entitled "Documents Incorporated by Reference"

The information in the section entitled "Documents Incorporated by Reference" is amended and supplemented by:

- (a) deleting the first paragraph of sub-section 1 entitled "Goldman Sachs International" on page 147 of the Original Base Prospectus and replacing it with the following:

"1. Goldman Sachs International

GSI files documents and information with the *Commission de Surveillance du Secteur Financier* (the "CSSF"). The following documents, which GSI has filed with the CSSF, are hereby incorporated by reference into this Base Prospectus:

- (a) The report on the Regulatory Ratios of Goldman Sachs International for the fiscal quarter ended 31 August 2019 ("**GSI's Regulatory Ratios, 31 August 2019**");
 - (b) The Unaudited Quarterly Financial Report of GSI for the period ended 31 May 2019 ("**GSI's 2019 Second Quarter Financial Report**"), containing, in Part II, the Unaudited Financial Statements of GSI for the period ended 31 May 2019 ("**GSI's 2019 Second Quarter Financial Statements**");
 - (c) The report on the Regulatory Ratios of Goldman Sachs International for the fiscal quarter ended 31 May 2019 ("**GSI's Regulatory Ratios, 31 May 2019**");
 - (d) The Unaudited Quarterly Financial Report of GSI for the period ended 28 February 2019 ("**GSI's 2019 First Quarter Financial Report**"), containing, in Part II, the Unaudited Financial Statements of GSI for the period ended 28 February 2019 ("**GSI's 2019 First Quarter Financial Statements**");
 - (e) The report on the Regulatory Ratios of GSI for the fiscal quarter ended 28 February 2019 ("**GSI's Regulatory Ratios, 28 February 2019**");
 - (f) The Annual Report for the fiscal year ended 30 November 2018 of GSI ("**GSI's 2018 Annual Report**"), containing, in Part II, the Directors' Report and Audited Financial Statements of GSI for the period ended 30 November 2018 ("**GSI's 2018 Financial Statements**"); and
 - (g) The Annual Report for the fiscal year ended 31 December 2017 of GSI ("**GSI's 2017 Annual Report**"), containing, in Part II, the Directors' Report and Audited Financial Statements of GSI for the period ended 31 December 2017 ("**GSI's 2017 Financial Statements**").";
- (b) deleting the information that appears in sub-section 1 entitled "Goldman Sachs International" under the sub-heading "Cross-Reference List" on pages 147 to 148 of the Original Base Prospectus and replacing it with the following:

"Cross-Reference List

GSI Information in the Financial Statements	GSI's 2019 Second Quarter Financial Report	GSI's 2019 First Quarter Financial Report	GSI's 2018 Annual Report	GSI's 2017 Annual Report
Management Report/ Strategic Report	pp. 2-17	pp. 2-16	pp. 2-41	pp. 2-38
Report of the Directors	N/A	N/A	pp. 42-43	pp. 39-40
Balance Sheet	p. 19	p. 18	p. 50	p. 47
Profit and Loss Account	p. 18	p. 17	p. 49	p. 46
Statement of Cash Flows	p. 21	p. 20	p. 52	p. 49
Notes to the Financial Statements	pp. 22-40	pp. 21-38	pp. 53-94	pp. 50-85

Independent Report	Auditors'	N/A	N/A	pp. 44-48	pp. 41-45
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GSI's Regulatory Ratios, 28 February 2019

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GSI's Regulatory Ratios, 31 May 2019

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Any information included in the documents incorporated by reference that is not included in the cross-reference list is considered to be additional information and is not required by the relevant schedules of Commission Regulation (EC) No 809/2004, as amended (the "**Prospectus Regulation**")."; and

- (c) deleting sub-section 3 entitled "Goldman Sachs Finance Corp International Ltd" on pages 148 to 149 of the Original Base Prospectus and replacing it with the following:

3. Goldman Sachs Finance Corp International Ltd

The following documents, which have previously been published and have been filed with the CSSF, shall be deemed to be incorporated in, and to form part of, this Base Prospectus:

- (a) The unaudited interim financial report of GSFCI for the period ended 30 June 2019 ("**GSFCI's 2019 Interim Financial Report**"), which includes the management report and the unaudited financial statements of GSFCI for the period ended 30 June 2019 ("**GSFCI's 2019 Interim Financial Statements**").
- (b) The Annual Report for the fiscal year ended 31 December 2018 of GSFCI ("**GSFCI's 2018 Annual Report**"), which includes the management report and the audited financial statements of GSFCI for the period ended 31 December 2018 ("**GSFCI's 2018 Financial Statements**").
- (c) The Annual Report for the fiscal year ended 31 December 2017 of GSFCI ("**GSFCI's 2017 Annual Report**"), which includes the management report and the audited financial statements of GSFCI for the period ended 31 December 2017 ("**GSFCI's 2017 Financial Statements**").

Cross-Reference List

GSFCI Information in the Financial Statements	GSFCI's 2019 Interim Financial Report	GSFCI's 2018 Annual Report	GSFCI's 2017 Annual Report
Management Report	pp.3-4	pp.3-5	pp.3-4
Profit and Loss Account	p.5	p.11	p.10
Balance Sheet	p.6	p.12	p.11
Statement of Changes in Equity	p.7	p.13	p.12
Statement of Cash Flows	p.7	p.13	pp.12
Notes to the Financial Statements	pp.8-15	pp.14-29	pp.13-24
Independent Auditors' Report	N/A	pp.7-10	pp.6-9

Any information included in the documents incorporated by reference that is not included in the cross-reference list is considered to be additional information and is not required by the relevant schedules of the Prospectus Regulation."

2. **Amendments to the section entitled "General Terms and Conditions of the Instruments"**

The information in the section entitled "General Terms and Conditions of the Instruments" is amended and supplemented by deleting General Instrument Condition 14(a) (*Postponement or Payment in USD*) on page 222 of the Original Base Prospectus in its entirety and replacing it with the following:

"(a) *Postponement or Payment in USD*: If the Calculation Agent has determined that (1) an FX Disruption Event, a CNY FX Disruption Event or a Currency Conversion Disruption Event, as the case may be, has occurred and is continuing and (2) such FX Disruption Event, CNY FX Disruption Event or Currency Conversion Disruption Event, as the case may be, is material in relation to the Issuer's payment obligations under the Instruments (including in relation to the Issuer's hedge position under the Instruments) in respect of any forthcoming Interest Payment Date, Maturity Date or other date on which amounts are payable under the Instruments by the Issuer under the Conditions (each such date, an "**Affected Payment Date**"), then:

- (i) if the relevant Final Terms specify that "**FX Disruption Event**" or "**Currency Conversion Disruption Event**" is applicable to the Instruments, the Affected Payment Date shall be postponed until the earlier of (A) the Adjusted Affected Payment Date and (B) the Affected Payment Cut-off Date. The amount payable on such postponed date shall not be adjusted from the amount originally payable; or
- (ii) if the relevant Final Terms specifies that "**CNY FX Disruption Event**" is applicable to the Instruments, then the Issuer may, on giving not less than five days' and not more than 30 days' irrevocable notice to Holders prior to the relevant Affected Payment Date, make payment (in whole or in part) of the USD Equivalent Amount of the relevant Interest Amount, Settlement Amount or other amount payable (if applicable) on the relevant Affected Payment Date in full and final settlement of its obligations to pay such Interest Amount, Settlement Amount or other amount in respect of the Instruments."

3. **Amendments to the section entitled "Supplementary Provisions for Belgian Instruments"**

The information in the section entitled "Supplementary Provisions for Belgian Instruments" is amended and supplemented by inserting, immediately after paragraph 1 entitled "General Instrument Condition 2 (*Definitions and Interpretation*)" on pages 241 to 244 of the Original Base Prospectus, the following new paragraph 2, and the subsequent paragraphs will be renumbered accordingly:

"2. **General Instrument Condition 14 (Consequences of an FX Disruption Event, a CNY FX Disruption Event or a Currency Conversion Disruption Event)**

General Instrument Condition 14 (*Consequences of an FX Disruption Event, a CNY FX Disruption Event or a Currency Conversion Disruption Event*) is amended by deleting sub-section (a) in its entirety and replacing it with the following:

"(a) *Postponement or Payment in USD*: If the Calculation Agent has determined that (1) an FX Disruption Event, a CNY FX Disruption Event or a Currency Conversion Disruption Event, as the case may be, has occurred and is continuing and (2) such FX Disruption Event, CNY FX Disruption Event or Currency Conversion Disruption Event, as the case may be, is material in relation to the Issuer's payment obligations under the Instruments in respect of any forthcoming Interest Payment Date, Maturity Date or other date on which amounts are payable under the Instruments by the Issuer under the Conditions (each such date, an "**Affected Payment Date**"), then:

- (i) if the relevant Final Terms specify that "**FX Disruption Event**" or "**Currency Conversion Disruption Event**" is applicable to the Instruments, the Affected Payment Date shall be postponed until the earlier of (A) the Adjusted Affected Payment Date and (B) the Affected Payment Cut-off Date. The amount payable on such postponed date shall not be adjusted from the amount originally payable; or
- (ii) if the relevant Final Terms specifies that "**CNY FX Disruption Event**" is applicable to the Instruments, then the Issuer may, on giving not less than five days' and not more than 30 days' irrevocable notice to Holders prior to the relevant Affected Payment Date, make payment (in whole or in part) of the USD Equivalent Amount of the relevant Interest Amount, Settlement Amount or other amount payable (if applicable) on the relevant Affected Payment Date in full and final settlement of its obligations to pay such Interest Amount, Settlement Amount or other amount in respect of the Instruments."

4. **Amendments to the section entitled "General Terms and Conditions of the Notes"**

The information in the section entitled "General Terms and Conditions of the Notes" is amended and supplemented by deleting General Note Condition 13(a) (*Postponement or Payment in USD*) on page 295 of the Original Base Prospectus in its entirety and replacing it with the following:

"(a) *Postponement or Payment in USD*: If the Calculation Agent has determined that (1) an FX Disruption Event, a CNY FX Disruption Event or a Currency Conversion Disruption Event, as the case may be, has occurred and is continuing and (2) such FX Disruption Event, CNY FX Disruption Event or Currency Conversion Disruption Event, as the case may be, is material in relation to the Issuer's payment obligations under the Notes (including, for the avoidance of doubt, in relation to the Issuer's hedge position under the Notes) in respect of any forthcoming Interest Payment Date, Maturity Date or other date on which amounts are payable under the Notes by the Issuer under the Conditions (each such date, an "**Affected Payment Date**"), then:

- (i) if the relevant Final Terms specify that "**FX Disruption Event**" or "**Currency Conversion Disruption Event**" is applicable to the Notes, the Affected Payment Date shall be postponed until the earlier of (A) the Adjusted Affected Payment Date and (B) the Affected Payment Cut-off Date. The amount payable on such postponed date shall not be adjusted from the amount originally payable; or
- (ii) if the relevant Final Terms specifies that "**CNY FX Disruption Event**" is applicable to the Notes, unless otherwise specified in the relevant Final Terms, then the Issuer may, on giving not less than five days' and not more than 30 days' irrevocable notice to Holders prior to the relevant Affected Payment Date, make payment (in whole or in part) of the USD Equivalent Amount of the relevant Interest Amount, Redemption Amount or other amount payable (if applicable) on the relevant Affected Payment Date in full and final settlement of its obligations to pay such Interest Amount, Redemption Amount or other amount in respect of the Notes."

5. **Amendments to the section entitled "Supplementary Provisions for Belgian Notes"**

The information in the section entitled "Supplementary Provisions for Belgian Notes" is amended and supplemented by inserting, immediately after paragraph 2 entitled "General Note Condition 10 (*Redemption and Purchase*)" on pages 316 to 317 of the Original Base Prospectus, the following new paragraph 3, and the subsequent paragraphs will be renumbered accordingly:

"3. **General Note Condition 13 (*Consequences of an FX Disruption Event, a CNY FX Disruption Event or a Currency Conversion Disruption Event*)**

General Note Condition 13 (*Consequences of an FX Disruption Event, a CNY FX Disruption Event or a Currency Conversion Disruption Event*) is amended by deleting sub-section (a) in its entirety and replacing it with the following:

"(a) *Postponement or Payment in USD*: If the Calculation Agent has determined that (1) an FX Disruption Event, a CNY FX Disruption Event or a Currency Conversion Disruption Event, as the case may be, has occurred and is continuing and (2) such FX Disruption Event, CNY FX Disruption Event or Currency Conversion Disruption Event, as the case may be, is material in relation to the Issuer's payment obligations under the Notes in respect of any forthcoming Interest Payment Date, Maturity Date or other date on which amounts are payable under the Notes by the Issuer under the Conditions (each such date, an "**Affected Payment Date**"), then:

- (i) if the relevant Final Terms specify that "**FX Disruption Event**" or "**Currency Conversion Disruption Event**" is applicable to the Notes, the Affected Payment Date shall be postponed until the earlier of (A) the Adjusted Affected Payment Date and (B) the Affected Payment Cut-off Date. The amount payable on such postponed date shall not be adjusted from the amount originally payable; or
- (ii) if the relevant Final Terms specifies that "**CNY FX Disruption Event**" is applicable to the Notes, unless otherwise specified in the relevant Final Terms, then the Issuer may, on giving not less than five days' and not more than 30 days' irrevocable notice to Holders prior to the relevant Affected Payment Date, make payment (in whole or in part) of the USD Equivalent Amount of the relevant Interest Amount, Redemption Amount or other amount payable (if applicable) on the relevant Affected Payment Date in full and final settlement of its obligations to pay such Interest Amount, Redemption Amount or other amount in respect of the Notes."

6. **Amendments to the section entitled "Form of Final Terms (Instruments)"**

The information in the section entitled "Form of Final Terms (Instruments)" is amended and supplemented by:

- (a) deleting paragraph 29(iv) (*Coupon Barrier Reference Value*) of the Contractual Terms, on page 596 of the Original Base Prospectus in its entirety and replacing it with the following:

"(iv) Coupon Barrier Reference Value: [Coupon Barrier Closing Price] [Coupon Barrier Basket Value] [Coupon Barrier Asset Performance] [Coupon Barrier Intraday Price] [is applicable in respect of each Coupon Observation Date] [In respect of each Coupon Observation Date, the Coupon Barrier Reference Value applicable to such Coupon Observation Date is set forth in the Contingent Coupon Table in the column entitled "Coupon Barrier Reference Value" in the row corresponding to such Coupon Observation Date]. (*If Coupon Barrier Basket Value is not specified, delete the remaining sub-paragraph of this paragraph (iv)*)

– Weight (i): [In respect of each Underlying Asset, [●] (specify amount) [as set forth in the Underlying Asset Table in the column entitled "Weighting" in the row corresponding to such Underlying Asset].";

(b) deleting the Contingent Coupon Table of the Contractual Terms, on pages 599 to 600 of the Original Base Prospectus in its entirety and replacing it with the following:

"[Delete table or columns if not required]

Contingent Coupon Table

[Coupon Observation Date]	[Coupon Payment Date]	[Coupon Payment Event]	[Coupon Barrier Reference Value]	[Coupon Observation Period Start Date]	[Coupon Observation Period End Date]	[Coupon Barrier Level]	[Coupon Barrier Level [1]]	[Coupon Barrier Level [2]]	[Coupon Value] [Multi-Coupon Value 1]	[Multi-Coupon Value 2]	[Multi-Coupon Barrier Level]	[Adjusted as a Coupon Payment Date]
[The [Valuation Date / Pricing Date] scheduled to fall on [●] (Specify applicable date) (repeat as required)]	(Specify applicable date) [The Maturity Date] (repeat as required)	[Coupon Barrier Reference Value [greater than] [less than] [or equal to] the Coupon Barrier Level] [Coupon Barrier Reference Value less than [or equal to] Coupon Barrier Level 1 and greater than [or equal to] Coupon Barrier Level 2] is applicable. [Coupon Payment Event (Inverse) is applicable.] (repeat as required)	[Coupon Barrier Closing Price] [Coupon Barrier Value] [Coupon Barrier Asset Performance] [Coupon Barrier Intraday Price] is applicable. (repeat as required)	The [Valuation Date / Pricing Date] scheduled to fall on [●] (repeat as required)	The [Valuation Date / Pricing Date] scheduled to fall on [●] (repeat as required)	[In respect of [●],] [Specify amount] [or] [[●] per cent. of the Asset Initial Price] (repeat as required)	[In respect of [●],] [Specify amount] [or] [[●] per cent. of the Asset Initial Price] (repeat as required)	[In respect of [●],] [Specify amount] [or] [[●] per cent. of the Asset Initial Price] (repeat as required)	[●] (repeat as required)	[●] (repeat as required)	[In respect of [●],] [Specify amount] [or] [[●] per cent. of the Asset Initial Price] (repeat as required)	[Applicable] [Not Applicable]";

(c) deleting paragraph 33(iii) (Autocall Reference Value) of the Contractual Terms, on page 606 of the Original Base Prospectus in its entirety and replacing it with the following:

"(iii) Autocall Reference Value: [Autocall Closing Price] [Autocall Average Price] [Autocall Basket Value] [Autocall Asset Performance] [In respect of each Autocall Observation Date, the Autocall Reference Value applicable to such Autocall Observation Date is set forth in the Autocall Table in the column entitled "Autocall Reference Value" in the row corresponding to such Autocall Observation Date]. (If Autocall Basket Value is not specified or the definition of Autocall Reference Value does not require the determination of the Autocall Asset Performance, delete the remaining sub-paragraphs of this sub-paragraph)

(a) Autocall Asset Price: [Autocall Closing Price] [Autocall Average Price] [Not

Applicable].

(b) Weight: [In respect of [each/the] Underlying Asset, [●] (*specify amount*)] [In respect of [●], [●] (*specify amount*)] [as set forth in the Underlying Asset Table in the column entitled "Weighting" in the row corresponding to such Underlying Asset] [Not Applicable]."; and

(d) deleting the Autocall Table of the Contractual Terms, on page 607 of the Original Base Prospectus in its entirety and replacing it with the following:

"[Delete table or columns if not required]"

AUTOCALL TABLE

[Autocall Observation Date]	[Underlying Asset]	[Autocall Observation Period Start Date]	[Autocall Observation Period End Date]	[Specified Number of] [Scheduled Trading Days/Scheduled Commodity Business Days]	[Automatic Early Exercise Date]	[Autocall Payment Event]	[Autocall Reference Value]	[Autocall Level] [TARN Amount]	[Autocall Event Amount]
[The [Valuation Date / Pricing Date] / [Averaging Date] scheduled to fall on] [●] [<i>Specify applicable date</i>] (<i>repeat as required</i>)	[●] (repeat as necessary)	[●] (specify date)	[●] (specify date)	[●] [Scheduled Trading Days] [Scheduled Commodity Business Days]	[Specify applicable dates] (<i>repeat as required</i>)	[Best-of] [Worst-of] [Autocall Reference Value] [less than] [greater than] [or equal to] [[the] [its] Autocall Level] [Targeted Accrual Autocall] is applicable (<i>repeat as required</i>)	[Autocall Closing Price] [Autocall Average Price] [Autocall Basket Value] [Autocall Asset Performance] is applicable (<i>repeat as required</i>)	[In respect of [●],] [<i>Specify amount</i>] [or] [[●] of the Asset Initial Price] [of such Asset] (<i>repeat as required</i>)	[Specify amount] (<i>repeat as required</i>)"

7. Amendments to the section entitled "Form of Final Terms (Notes)"

The information in the section entitled "Form of Final Terms (Notes)" is amended and supplemented by:

(a) deleting paragraph 30(iv) (*Coupon Barrier Reference Value*) of the Contractual Terms, on page 688 of the Original Base Prospectus in its entirety and replacing it with the following:

"(iv) Coupon Barrier Reference Value: [Coupon Barrier Closing Price] [Coupon Barrier Basket Value] [Coupon Barrier Asset Performance] [Coupon Barrier Intraday Price] [is applicable in respect of each Coupon Observation Date] [In respect of each Coupon Observation Date, the Coupon Barrier Reference Value applicable to such Coupon Observation Date is set forth in the Contingent Coupon Table in the column entitled "Coupon Barrier Reference Value" in the row corresponding to such Coupon Observation Date]. (*If Coupon Barrier Basket Value is not specified, delete the remaining sub-paragraph of this paragraph (iv)*)

– Weight (i): [In respect of each Underlying Asset, [●] (*specify amount*)] [as set forth in the Underlying Asset Table in the

column entitled "Weighting" in the row corresponding to such Underlying Asset].";

- (b) deleting the Contingent Coupon Table of the Contractual Terms, on page 691 of the Original Base Prospectus in its entirety and replacing it with the following:

"[Delete table or columns if not required]

Contingent Coupon Table

[Coupon Observation Date]	[Coupon Payment Date]	[Coupon Payment Event]	[Coupon Barrier Reference Value]	[Coupon Observation Period Start Date]	[Coupon Observation Period End Date]	[Coupon Barrier Level]	[Coupon Barrier Level [1]]	[Coupon Barrier Level [2]]	[Coupon Value] [Multi-Coupon Value 1]	[Multi-Coupon Value 2]	[Multi-Coupon Value Barrier Level]	[Adjusted as a Coupon Payment Date]
[The [Valuation Date / Pricing Date] scheduled to fall on [●] (Specify applicable date) (repeat as required)]	(Specify applicable date) [The Maturity Date] (repeat as required)	[Coupon Barrier Reference Value [greater than] [less than] [or equal to] the Coupon Barrier Level] [Coupon Barrier Reference Value less than [or equal to] Coupon Barrier Level 1 and greater than [or equal to] Coupon Barrier Level 2] is applicable. [Coupon Payment Event (Inverse) is applicable.] (repeat as required)	[Coupon Barrier Closing Price] [Coupon Barrier Basket Value] [Coupon Barrier Asset Performance] [Coupon Barrier Intraday Price] is applicable. (repeat as required)	The [Valuation Date / Pricing Date] scheduled to fall on [●] (repeat as required)	The [Valuation Date / Pricing Date] scheduled to fall on [●] (repeat as required)	[In respect of [●].] [Specify amount] [or] [[●] per cent. of the Asset Initial Price] (repeat as required)	[In respect of [●].] [Specify amount] [or] [[●] per cent. of the Asset Initial Price] (repeat as required)	[In respect of [●].] [Specify amount] [or] [[●] per cent. of the Asset Initial Price] (repeat as required)	[●] (repeat as required)	[●] (repeat as required)	[In respect of [●].] [Specify amount] [or] [[●] per cent. of the Asset Initial Price] (repeat as required)	[Applicable] [Not Applicable]";

- (c) deleting paragraph 34(iii) (Autocall Reference Value) of the Contractual Terms, on page 698 of the Original Base Prospectus in its entirety and replacing it with the following:

"(iii) Autocall Reference Value:

[Autocall Closing Price] [Autocall Average Price] / [Autocall Basket Value] [Autocall Asset Performance] [In respect of each Autocall Observation Date, the Autocall Reference Value applicable to such Autocall Observation Date is set forth in the Autocall Table in the column entitled "Autocall Reference Value" in the row corresponding to such Autocall Observation Date]. (If Autocall Basket Value is not specified, or the definition of Autocall Reference Value does not require the determination of the Autocall Asset Performance, delete the remaining sub-paragraphs of this sub-paragraph)

- (a) Autocall Asset Price: [Autocall Closing Price] [Autocall Average Price] [Not Applicable].
- (b) Weight: [In respect of [the/each] Underlying Asset, [●] (*specify amount*)] [In respect of [●], [●] (*specify amount*)] [as set forth in the Underlying Asset Table in the column entitled "Weighting" in the row corresponding to such Underlying Asset] [Not Applicable]."; and
- (d) deleting the Autocall Table of the Contractual Terms, on page 699 of the Original Base Prospectus in its entirety and replacing it with the following:

"[Delete table or columns if not required]"

AUTOCALL TABLE

[Autocall Observation Date]	[Specified Number of] [Scheduled Trading Days/Scheduled Commodity Business Days]	[Automatic Early Redemption Date]	[Autocall Payment Event]	[Autocall Reference Value]	[Autocall Level] [TARN Amount]	[Autocall Event Amount]
[The Valuation Date / Pricing Date] / [Averaging Date] scheduled to fall on] [●] (<i>Specify applicable date</i>) (<i>repeat as required</i>)	[●] [Scheduled Trading Days] [Scheduled Commodity Business Days]	[Specify applicable date] (<i>repeat as required</i>)	[Best-of] [Worst-of] [Autocall Reference Value] [less than] [greater than] [or equal to] [[the] [its] Autocall Level] [Targeted Accrual Autocall] is applicable (<i>repeat as required</i>)	[Autocall Closing Price] [Autocall Average Price] / [Autocall Basket Value] [Autocall Asset Performance] is applicable (<i>repeat as required</i>)	[In respect of [●],] [<i>Specify amount</i>] [or] [[●] of the Asset Initial Price] [of such Asset] (<i>repeat as required</i>)	[Specify applicable amount] (<i>repeat as required</i>)

8. Amendments to the section entitled "Goldman Sachs Finance Corp International Ltd"

The information in the section entitled "Goldman Sachs Finance Corp International Ltd" is amended and supplemented by deleting the information under the sub-heading entitled "Selected Financial Information" on page 811 of the Original Base Prospectus and replacing it with the following:

"Selected Financial Information"

The selected financial information set out below has been extracted from (i) GSFCI's 2019 Interim Financial Statements, which have not been audited, and (ii) GSFCI's 2018 Financial Statements and GSFCI's 2017 Financial Statements, which have been audited by PricewaterhouseCoopers LLP, and on which PricewaterhouseCoopers LLP have issued an unqualified audit report.

GSFCI's 2019 Interim Financial Statements, GSFCI's 2018 Financial Statements and GSFCI's 2017 Financial Statements are incorporated by reference into this Base Prospectus. The financial information presented below should be read in conjunction with GSFCI's 2019 Interim Financial Statements, GSFCI's 2018 Financial Statements and GSFCI's 2017 Financial Statements and the notes thereto.

The following table shows selected key historical financial information in relation to GSFCI:

	As at and for the six months ended (unaudited)		As at and for the year ended (audited)	
(in USD thousands)	30 June 2019	30 June 2018	31 December 2018	31 December 2017
Operating profit	-27,880	-2,746	19,429	35,570

Profit for the financial period	-27,880	-2,746	19,429	35,570
	As at six months ended (unaudited)		As at (audited)	
<i>(in thousands)</i>	<i>USD</i>	30 June 2019	31 December 2018	31 December 2017
Current assets		11,543,768	10,131,841	2,923,466
Net assets		86,088	414,186	13,090
Total shareholders' funds		86,088	414,186	13,090

PricewaterhouseCoopers LLP of 7 More London Riverside, London SE1 2RT have been appointed as auditors to GSFCl."

9. Amendments to the section entitled "General Information"

The information in the section entitled "General Information" is amended and supplemented by:

- (a) deleting the no significant change and no material adverse change statements relating to GSFCl in sub-section 3 (*No significant change and no material adverse change*) on page 904 of the Original Base Prospectus and replacing it with the following:

"There has been no significant change in the financial or trading position of GSFCl since 30 June 2019. There has been no material adverse change in the prospects of GSFCl since 31 December 2018."; and

- (b) deleting sub-section 5 entitled "Availability of Documents" on pages 904 to 905 of the Original Base Prospectus and replacing it with the following:

"5. Availability of Documents

For so long as any Securities shall be outstanding or may be issued under the Programme, copies of the following documents may be obtained free of charge upon request during normal business hours from the specified office of the Issuers and the office of the Paying Agent in Luxembourg and each of the Paying Agents:

- (i) the constitutional documents of GSI;
- (ii) the constitutional documents of GSW;
- (iii) the constitutional documents of GSFCl;
- (iv) the certificate of incorporation of GSG;
- (v) GSI's 2019 Second Quarter Financial Report;
- (vi) GSI's 2019 First Quarter Financial Report;
- (vii) GSI's Regulatory Ratios, 31 August 2019;
- (viii) GSI's Regulatory Ratios, 31 May 2019;
- (ix) GSI's Regulatory Ratios, 28 February 2019
- (x) GSI's 2018 Annual Report;
- (xi) GSI's 2017 Annual Report;

- (xii) GSW's 2018 Financial Statements;
- (xiii) GSW's 2017 Financial Statements;
- (xiv) GSFCE's 2019 Interim Financial Report;
- (xv) GSFCE's 2018 Financial Statements;
- (xvi) GSFCE's 2017 Financial Statements;
- (xvii) GSG's 16 July 2019 Form 8-K;
- (xviii) GSG's 2019 First Quarter Form 10-Q;
- (xix) GSG's 2019 Second Quarter Form 10-Q;
- (xx) GSG's 2019 Proxy Statement;
- (xxi) GSG's 2018 Form 10-K;
- (xxii) the GSG Guaranty;
- (xxiii) the GSI Guarantee;
- (xxiv) the GSI (Cayman) Guarantee;
- (xxv) the Programme Agency Agreement;
- (xxvi) the Deed of Covenant and the Cayman Deed of Covenant;
- (xxvii) the Final Terms for each Tranche or Series of Securities that are listed on the Official List of the Luxembourg Stock Exchange or any other stock exchange;
- (xxviii) a copy of the Base Prospectus;
- (xxix) a copy of any supplement to the Base Prospectus and Final Terms; and
- (xxx) all reports, letters and other documents, balance sheets, valuations and statements by any expert any part of which is extracted or referred to in this Base Prospectus."

Applicable Final Terms

The amendments included in this Prospectus Supplement shall only apply to Final Terms, the date of which falls on or after the approval of this Prospectus Supplement.

Responsibility

Each of GSI, GSW, GSFCE and GSG accepts responsibility for the information given in this Prospectus Supplement and confirms that, having taken all reasonable care to ensure that such is the case, the information contained in this Prospectus Supplement is, to the best of their knowledge, in accordance with the facts and does not omit anything likely to affect its import.

Interpretation

To the extent that there is any inconsistency between (a) any statement in this Prospectus Supplement and (b) any other statement in or incorporated by reference into the Base Prospectus, the statements in (a) above will prevail.

References to the Base Prospectus shall hereafter mean the Base Prospectus as supplemented by this Prospectus Supplement.

U.S. notice

This Prospectus Supplement is not for use in, and may not be delivered to or inside, the United States.

The date of this Prospectus Supplement is 3 October 2019