

PROSPECTUS SUPPLEMENT NO. 2 TO THE BASE PROSPECTUS DATED 1 MARCH 2018



GOLDMAN SACHS INTERNATIONAL
(Incorporated with unlimited liability in England)

as Issuer

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

Securities issued by Goldman Sachs International, Goldman, Sachs & Co. Wertpapier GmbH and Goldman Sachs Finance Corp International Ltd are guaranteed by

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

as Guarantor

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

This Prospectus Supplement

This prospectus supplement (the "**Prospectus Supplement**") to the base prospectus dated 1 March 2018 prepared by Goldman Sachs International ("**GSI**") as issuer, Goldman, Sachs & Co. Wertpapier GmbH ("**GSW**") as issuer, Goldman Sachs Finance Corp International Ltd ("**GSFCI**") as issuer and The Goldman Sachs Group, Inc. ("**GSG**") as guarantor in respect of Securities issued by GSI, GSW and GSFCI (the "**Original Base Prospectus**") under their 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 (the "**Luxembourg Law**") and should be read in conjunction therewith and with Prospectus Supplement No. 1 to the Base Prospectus, dated 28 March 2018 (the Original Base Prospectus as so supplemented, the "**Base Prospectus**"). On 1 March 2018, the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") approved the 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.

Rights 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 9 April 2018, 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 incorporate by reference GSG's 2018 Proxy Statement (as defined below).

Information being supplemented

Incorporation by reference

This Prospectus Supplement supplements the Base Prospectus by incorporating by reference the Proxy Statement relating to the 2018 Annual Meeting of Shareholders of the Goldman Sachs Group, Inc. on 2 May 2018 ("**GSG's 2018 Proxy Statement**"), as filed with the U.S. Securities and Exchange Commission ("**SEC**") on 23 March 2018.

A copy of GSG's 2018 Proxy Statement has been filed with the CSSF in its capacity as competent authority under the Prospectus Directive.

GSG's 2018 Proxy Statement is incorporated by reference into, and forms part of, this Prospectus Supplement, and the information contained in this Prospectus Supplement and GSG's 2018 Proxy Statement shall be deemed to update and, where applicable, supersede any information contained in the Base Prospectus, or any documents incorporated by reference therein.

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

Information incorporated by reference

GSG's 2018 Proxy Statement

<i>Executive Summary</i>	<i>Pages 1-14</i>
<i>Corporate Governance</i>	<i>Pages 15-36</i>
<i>Compensation Matters</i>	<i>Pages 37-81</i>
<i>Audit Matters</i>	<i>Pages 82-83</i>
<i>Certain Relationships and Related Transactions</i>	<i>Pages 88-90</i>
<i>Beneficial Ownership</i>	<i>Pages 91-93</i>

Amendments to the Base Prospectus

The Base Prospectus 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 deleting paragraph 4 entitled "The Goldman Sachs Group, Inc." (pages 114 to 116 of the Original Base Prospectus) and replacing it with the following:

"4. The Goldman Sachs Group, Inc.

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

- (a) The Proxy Statement relating to the 2018 Annual Meeting of Shareholders on 2 May 2018 ("**GSG's 2018 Proxy Statement**"), as filed with the SEC on 23 March 2018;

- (b) The Annual Report on Form 10-K for the fiscal year ended 31 December 2017 of The Goldman Sachs Group, Inc. ("**GSG's 2017 Form 10-K**"), containing financial statements relating to the fiscal years ended 31 December 2017, 31 December 2016 and 31 December 2015, including Exhibit 21.1, as filed with the SEC on 26 February 2018;
- (c) The Current Report on Form 8-K dated 28 December 2017 of The Goldman Sachs Group, Inc. ("**GSG's 28 December 2017 Form 8-K**"), as filed with the SEC on 28 December 2017;
- (d) The Current Report on Form 8-K dated 12 September 2017 of The Goldman Sachs Group, Inc. ("**GSG's 12 September 2017 Form 8-K**"), including Exhibit 99.1 ("**Exhibit 99.1 to GSG's 12 September 2017 Form 8-K**"), as filed with the SEC on 12 September 2017;
- (e) The Current Report on Form 8-K dated 28 June 2017 of The Goldman Sachs Group, Inc. ("**GSG's 28 June 2017 Form 8-K**"), as filed with the SEC on 28 June 2017;
- (f) The Current Report on Form 8-K dated 18 April 2017 of The Goldman Sachs Group, Inc. ("**GSG's 18 April 2017 Form 8-K**"), including Exhibit 99.1 ("**Exhibit 99.1 to GSG's 18 April 2017 Form 8-K**"), as filed with the SEC on 18 April 2017;
- (g) The Proxy Statement relating to the 2017 Annual Meeting of Shareholders on 28 April 2017 ("**GSG's 2017 Proxy Statement**"), as filed with the SEC on 17 March 2017;
- (h) The Current Report on Form 8-K dated 20 May 2016 of The Goldman Sachs Group, Inc. ("**GSG's 20 May 2016 Form 8-K**"), as filed with the SEC on May 20, 2016; and
- (i) The Proxy Statement relating to the 2016 Annual Meeting of Shareholders on 20 May 2016 ("**GSG's 2016 Proxy Statement**"), as filed with the SEC on 8 April 2016.

The following table indicates where information required by the Prospectus Regulation is to be disclosed in, and incorporated by reference into, this Base Prospectus can be found in the documents referred to above:

Information required by the Prospectus Regulation	Document/Location
Selected financial information for the fiscal years ended 31 December 2017 and 31 December 2016 (<i>Annex IV, Section 3.1 of the Prospectus Regulation</i>)	GSG's 2017 Form 10-K (p.197)
Risk factors relating to GSG (<i>Annex IV, Section 4 of the Prospectus Regulation</i>)	GSG's 2017 Form 10-K (pp.23-42)
Information about GSG	
History and development of the company (<i>Annex IV, Section 5.1 of the Prospectus Regulation</i>)	GSG's 2017 Form 10-K (p.1)
Investments (<i>Annex IV, Section 5.2 of the Prospectus Regulation</i>)	GSG's 2017 Form 10-K (pp.75-77, 162-164)
Business overview	
GSG's principal activities (<i>Annex IV, Section 6.1 of the Prospectus Regulation</i>)	GSG's 2017 Form 10-K (pp.1-5, 109)
GSG's principal markets (<i>Annex IV, Section 6.2 of the Prospectus Regulation</i>)	GSG's 2017 Form 10-K (pp.1-7, 44, 47-48, 182-184)
Organisational Structure (<i>Annex IV, Section 7 of the Prospectus Regulation</i>)	GSG's 2017 Form 10-K (pp.33, Exhibit 21.1)
Trend information (<i>Annex IV, Section 8 of the Prospectus Regulation</i>)	GSG's 28 June 2017 Form 8-K (p.2) GSG's 12 September 2017 Form 8-K (p.2)

Information required by the Prospectus Regulation	Document/Location
	GSG's 28 December 2017 Form 8-K (p.2)
	GSG's 2017 Form 10-K (pp.45-101)
Administrative, management and supervisory bodies, including conflicts of interest (<i>Annex IV, Section 10 of the Prospectus Regulation</i>)	GSG's 2018 Proxy Statement (pp.1, 7-8, 15-36, 88-90)
	GSG's 2017 Proxy Statement (pp.1, 5-7, 13-32, 74-76)
	GSG's 2016 Proxy Statement (pp.1, 4, 11-32, 72-74)
	GSG's 18 April 2017 Form 8-K (p.2)
	GSG's 20 May 2016 Form 8-K (p.2)
	GSG's 2017 Form 10-K (p.43)
Audit committee (<i>Annex IV, Section 11.1 of the Prospectus Regulation</i>)	GSG's 2018 Proxy Statement (pp.25-26, 82-83)
	GSG's 2017 Proxy Statement (pp.23-24, 72-73)
Beneficial owners of more than five per cent. (<i>Annex IV, Section 12 of the Prospectus Regulation</i>)	GSG's 2018 Proxy Statement (p. 93)
	GSG's 2017 Proxy Statement (p.79)
	GSG's 2016 Proxy Statement (p.77)
Financial information	
Audited historical financial information for the fiscal years ended 31 December 2017 and 31 December 2016 (<i>Annex IV, Section 13.1-13.4 of the Prospectus Regulation</i>)	GSG's 2017 Form 10-K (pp.104-195)
Audit report (<i>Annex IV, Section 13.1 of the Prospectus Regulation</i>)	GSG's 2017 Form 10-K (p.103)
Balance sheet (<i>Annex IV, Section 13.1 of the Prospectus Regulation</i>)	GSG's 2017 Form 10-K (p.106)
Income statement (<i>Annex IV, Section 13.1 of the Prospectus Regulation</i>)	GSG's 2017 Form 10-K (pp.104-105)
Cash flow statement (<i>Annex IV, Section 13.1 of the Prospectus Regulation</i>)	GSG's 2017 Form 10-K (p.108)
Accounting policies and explanatory notes (<i>Annex IV, Section 13.1 of the Prospectus Regulation</i>)	GSG's 2017 Form 10-K (pp.48-50, 109-195)
Legal and arbitration proceedings (<i>Annex IV, Section 13.6 of the Prospectus Regulation</i>)	GSG's 2017 Form 10-K (pp.43, 185-191)
Additional information	
Share capital (<i>Annex IV, Section 14.1 of the Prospectus Regulation</i>)	GSG's 2017 Form 10-K (pp.106, 166-168)"

2. Amendments to the section entitled "General Information"

The information in the section entitled "General Information" is amended and supplemented by deleting subsection 5 entitled "Availability of Documents" (pages 727 to 728 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 GSFICI;
- (iv) the certificate of incorporation of GSG;
- (v) GSI's 2017 Annual Report;
- (vi) GSI's 2016 Annual Report;
- (vii) GSI's 2015 Annual Report;
- (viii) GSI's Regulatory Ratios, 31 December 2017;
- (ix) GSI's 2017 Third Quarter Financial Report;
- (x) GSW's 2017 Financial Statements;
- (xi) GSW's 2016 Financial Statements;
- (xii) GSFICI's Audited Financial Information;
- (xiii) GSFICI's 2017 Interim Financial Report;
- (xiv) GSG's 2018 Proxy Statement;
- (xv) GSG's 2017 Form 10-K;
- (xvi) GSG's 28 December 2017 Form 8-K;
- (xvii) GSG's 12 September 2017 Form 8-K;
- (xviii) GSG's 28 June 2017 Form 8-K;
- (xix) GSG's 18 April 2017 Form 8-K;
- (xx) GSG's 2017 Proxy Statement;
- (xxi) GSG's 20 May 2016 Form 8-K;
- (xxii) GSG's 2016 Proxy Statement;
- (xxiii) the Guaranty;
- (xxiv) the Programme Agency Agreement;
- (xxv) the Deed of Covenant and the Cayman Deed of Covenant;
- (xxvi) 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;
- (xxvii) a copy of the Base Prospectus;

(xxviii) a copy of any supplement to the Base Prospectus and Final Terms; and

(xxix) 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."

Responsibility

Each of GSI, GSW, GSFCI 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 5 April 2018