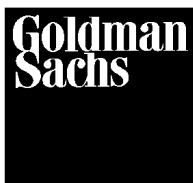


PROSPECTUS SUPPLEMENT NO. 4 TO THE BASE PROSPECTUS DATED 2 MARCH 2017



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 2 March 2017 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 22 March 2017, Prospectus Supplement No.2 to the Base Prospectus, dated 21 April 2017 and Prospectus Supplement No.3 to the Base Prospectus, dated 5 May 2017 (the Original Base Prospectus as so supplemented, the "**Base Prospectus**"). On 2 March 2017, 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.

Information being supplemented

Incorporation by reference

This Prospectus Supplement supplements the Base Prospectus by incorporating by reference Goldman Sachs

International's unaudited quarterly report for the quarter ended 31 March 2017 ("**GSI's 2017 First Quarter Report**").

A copy of GSI's 2017 First Quarter Report has been filed with the CSSF in its capacity as competent authority under the Prospectus Directive.

GSI's 2017 First Quarter Report is incorporated by reference into, and forms part of, this Prospectus Supplement, and the information contained in this Prospectus Supplement and GSI's 2017 First Quarter Report, set out in "Information incorporated by reference" below, 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*.

Amendments to the Summary

Element B.12 (*Selected historical key financial information of the Issuer*) (pages 3 to 4 of the Original Base Prospectus) shall be deleted in its entirety 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 GSI:																									
		<table border="1"> <thead> <tr> <th></th> <th colspan="2">As at and for the three months ended (unaudited)</th> <th colspan="2">As at and for the year ended (audited)</th> </tr> <tr> <th><i>(in USD millions)</i></th> <th>31 March 2017</th> <th>31 March 2016</th> <th>31 December 2016</th> <th>31 December 2015</th> </tr> </thead> <tbody> <tr> <td>Operating Profit</td> <td style="text-align: right;">676</td> <td style="text-align: right;">603</td> <td style="text-align: right;">2,280</td> <td style="text-align: right;">2,939</td> </tr> <tr> <td>Profit on ordinary activities before taxation</td> <td style="text-align: right;">584</td> <td style="text-align: right;">521</td> <td style="text-align: right;">1,943</td> <td style="text-align: right;">2,661</td> </tr> <tr> <td>Profit for the financial year</td> <td style="text-align: right;">428</td> <td style="text-align: right;">368</td> <td style="text-align: right;">1,456</td> <td style="text-align: right;">2,308</td> </tr> </tbody> </table>		As at and for the three months ended (unaudited)		As at and for the year ended (audited)		<i>(in USD millions)</i>	31 March 2017	31 March 2016	31 December 2016	31 December 2015	Operating Profit	676	603	2,280	2,939	Profit on ordinary activities before taxation	584	521	1,943	2,661	Profit for the financial year	428	368	1,456	2,308
			As at and for the three months ended (unaudited)		As at and for the year ended (audited)																						
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		Current Assets	912,563	934,129	850,219																						
		Total Shareholder's funds	27,934	27,533	26,353																						
		[The following table shows selected key historical financial information in relation to GSW:																									

		As at and for the year ended (audited)	
<i>(in EUR)</i>	31 December 2016	31 December 2015	
Operating income	787,784.88	677,585.76	
Taxation on income	-270,600.86	-216,316.24	
Net Income	517,184.02	461,269.52	
		As at (audited)	
<i>(in EUR)</i>	31 December 2016	31 December 2015	
Total assets	6,047,710,358.96	4,975,138,387.11	
Total capital and reserves	3,851,963.16	3,334,779.14	
<p>[Save for certain 'test' trades, GSFCI has not commenced operations since the date of its incorporation (19 October 2016) and has not produced any financial statements.]</p> <p>[There has been no material adverse change in the prospects of GSI since 31 December 2016.]</p> <p>[There has been no material adverse change in the prospects of GSW since 31 December 2016.]</p> <p>[There has been no material adverse change in the prospects of GSFCI since 19 October 2016 (the date of its incorporation).]</p> <p>[Not applicable: there has been no significant change in the financial or trading position of GSI since 31 March 2017.]</p> <p>[Not applicable: there has been no significant change in the financial or trading position of GSW since 31 December 2016.]</p> <p>[Not applicable: there has been no significant change in the financial or trading position of GSFCI since 19 October 2016 (the date of its incorporation).]"</p>			

Amendments to the Base Prospectus

The Base Prospectus shall be amended by virtue of this Prospectus Supplement as follows:

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

The information in the section entitled "Documents Incorporated by Reference" of the Base Prospectus shall be supplemented by deleting paragraph 1 entitled "Goldman Sachs International" (page 105 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 Unaudited Quarterly Financial Report of GSI for the period ended 31 March 2017 ("**GSI's 2017 First Quarter Financial Report**"), containing, in Part II, the

Unaudited Financial Statements of GSI for the period ended 31 March 2017 ("**GSI's 2017 First Quarter Financial Statements**").

- (b) The Annual Report for the fiscal year ended 31 December 2016 of GSI ("**GSI's 2016 Annual Report**"), containing, in Part II, the Directors' Report and Audited Financial Statements of GSI for the period ended 31 December 2016 ("**GSI's 2016 Financial Statements**").
- (c) The Unaudited Quarterly Financial Report of GSI for the period ended 30 September 2016 ("**GSI's 2016 Third Quarter Financial Report**"), containing, in Part II, the Unaudited Financial Statements of GSI for the period ended 30 September 2016 ("**GSI's 2016 Third Quarter Financial**").
- (d) The Annual Report for the fiscal year ended 31 December 2015 of GSI ("**GSI's 2015 Annual Report**"), containing, in Part II, the Directors' Report and Audited Financial Statements of GSI for the period ended 31 December 2015 ("**GSI's 2015 Financial Statements**").
- (e) The Annual Report for the fiscal year ended 31 December 2014 of GSI ("**GSI's 2014 Annual Report**"), containing, in Part II, the Directors' Report and Audited Financial Statements of GSI for the period ended 31 December 2014 ("**GSI's 2014 Financial Statements**").

The following table indicates where information required by Commission Regulation (EC) No. 809/2004 (as amended) (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:

Cross-Reference List

GSI Information in the Financial Statements	GSI's 2017 First Quarter Financial Report	GSI's 2016 Annual Report	GSI's 2015 Annual Report
Management Report/ Strategic Report	pp. 2-22	pp. 2-48	pp. 2-48
Report of the Directors	Not Applicable	pp. 49-50	pp. 49-50
Balance Sheet	p. 24	p. 54	p. 54
Profit and Loss Account	p. 23	p. 53	p. 53
Statement of Cash Flows	p. 26	p. 56	p. 56
Notes to the Financial Statements	pp. 27-43	pp. 57-91	pp. 57-94

Any information 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.

Additional Information relating to "Alternative Performance Measures" (as defined in the Guidelines published by the European Securities and Markets Authority) contained in GSI's 2015 Annual Report and GSI's 2014 Annual Report is set out in the section "Important Legal Information" on pages 695 to 696 of this Base Prospectus."

2. Amendments to the section entitled "Goldman Sachs International"

The information in the section entitled "Goldman Sachs International" of the Base Prospectus shall be supplemented by:

- (a) deleting the fourth paragraph under the sub-heading "General Information on Goldman Sachs International" (page 603 of the Original Base Prospectus) and replacing it with the following:

"There have been no principal investments made by GSI since the date of its last published financial statements. A description of GSI's principal future investments on which its management body has already made firm commitments may be found in Note 14. of the "Notes to Financial Statements" at page 33 of GSI's 2017 First Quarter Financial Report, which has been incorporated by reference into this Base Prospectus as set out above."; and

- (b) deleting the sub-section entitled "Selected Financial Information" (pages 605 to 606 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) GSI's 2016 Financial Statements, (ii) GSI's 2015 Financial Statements, which have been audited by PricewaterhouseCoopers LLP and on which PricewaterhouseCoopers LLP issued an unqualified audit report and (iii) GSI's 2017 First Quarter Financial Statements, which have not been audited.

GSI's 2016 Financial Statements have been prepared in accordance with FRS 101. GSI's 2015 Financial Statements have been prepared in accordance with FRS 101. GSI's 2017 First Quarter Financial Statements have been prepared in accordance with FRS 104. GSI's 2016 Financial Statements, GSI's 2015 Financial Statements and GSI's First Quarter Financial Statements are incorporated by reference into this Base Prospectus. The financial information presented below should be read in conjunction with the financial statements included in such documents, the notes thereto and report thereon.

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

<i>(in USD millions)</i>	As at and for the three months ended (unaudited)		As at and for the year ended	
	31 March 2017	31 March 2016	31 December 2016	31 December 2015
Operating Profit	676	603	2,280	2,939
Profit on ordinary activities before taxation	584	521	1,943	2,661
Profit for the financial period	428	368	1,456	2,308
	As of (unaudited)		As of	
<i>(in USD millions)</i>	31 March 2017		31 December 2016	31 December 2015
Fixed Assets	154		140	12
Current Assets	912,563		934,129	850,219
Total Shareholders' Funds	27,934		27,533	26,353

3. Amendments to the section entitled "General Information"

The information in the section entitled "General Information" of the Base Prospectus shall be supplemented by:

- (a) deleting paragraph 3 entitled "No significant change and no material adverse change" (page 698 of the Original Base Prospectus) and replacing it with the following:

"3. No significant change and no material adverse change

There has been no significant change in the financial or trading position of GSI since 31 March 2017. There has been no material adverse change in the prospects of GSI since 31 December 2016.

There has been no significant change in the financial or trading position of GSW since 31 December 2016. There has been no material adverse change in the prospects of GSW since 31 December 2016.

There has been no significant change in the financial or trading position of GSFCI since 19 October 2016 (the date of its incorporation). There has been no material adverse change in the prospects of GSFCI since 19 October 2016 (the date of its incorporation).

There has been no significant change in the financial or trading position of GSG since 31 March 2017. There has been no material adverse change in the prospects of GSG since 31 December 2016.

In this Base Prospectus, references to the "prospects" and "financial or trading position" of GSI, GSW, GSFCI and GSG are specifically to the respective ability of each of GSI, GSW, GSFCI and GSG to meet its full payment obligations under the Securities (in the case of each of GSI, GSW and GSFCI) or Guaranty (in the case of GSG) in a timely manner. Material information about the respective financial condition and prospects of GSI, GSW, GSFCI and GSG is included in each of GSI's, GSW's and GSG's annual and interim reports, which are incorporated by reference into this Base Prospectus, and will be included in GSFCI's annual and interim reports once published and incorporated by reference into this Base Prospectus.";

- (b) deleting paragraph 4 entitled "Litigation" (page 698 of the Original Base Prospectus) and replacing it with the following:

"4. Litigation

Save as disclosed in (i) "Legal Proceedings" of Note 22 to the Financial Statements (pages 75 and 76) of GSI's 2016 Annual Report (ii) Part II, Item 8: Financial Statements and Supplementary Data - "Note 27. Legal Proceedings" (pages 190 to 196) of GSG's 2016 Form 10-K and (iii) Part II, Item 1: Financial Statements – "Note 27. Legal Proceedings" (pages 80 to 86) of GSG's 2017 First Quarter Form 10-Q and (iv) "Legal Proceedings" of Note 14. to the Financial Statements (pages 33 and 34) of GSI's 2017 First Quarter Financial Report, there have been no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which GSG, GSI, GSW or GSFCI is aware) during the 12 months before the date of this Base Prospectus which may have, or have had in the recent past, significant effects on GSG, GSI, GSW, GSFCI or Goldman Sachs Group's financial position or profitability."; and

- (c) deleting paragraph 5 entitled "Availability of Documents" (pages 698 to 699 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:

- (a) the certificate of incorporation of GSG;

- (b) the constitutional documents of GSI;
- (c) the constitutional documents of GSW;
- (d) the constitutional documents of GSFCI;
- (e) GSG's 2016 Proxy Statement;
- (f) GSG's 2016 Form 10-K;
- (g) GSG's 18 April 2017 Form 8-K;
- (h) GSG's 2017 First Quarter Form 10-Q;
- (i) GSI's First Quarter Financial Report;
- (j) GSI's 2016 Annual Report
- (k) GSI's 2015 Annual Report;
- (l) GSI's 2014 Annual Report;
- (m) GSI's 2016 Third Quarter Financial Report;
- (n) GSW's 2016 Financial Statements;
- (o) GSW's 2015 Financial Statements;
- (p) GSW's 2014 Financial Statements;
- (q) GSW's 2016 Interim Financial Statements;
- (r) the Guaranty;
- (s) the Programme Agency Agreement;
- (t) the Deed of Covenant and the Cayman Deed of Covenant;
- (u) 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;
- (v) a copy of the Base Prospectus;
- (w) a copy of any supplement to the Base Prospectus and Final Terms; and
- (x) 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.

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 18 May 2017, which is two working days after the publication of this Prospectus Supplement, to withdraw their acceptances.

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.

Prospectus Supplement dated 16 May 2017

555825438(Ver4)/Ashurst(MJL/PWILLI)/EA