

Supplement

pursuant to Section 16 para. 1 of the German Securities Prospectus Act
(*Wertpapierprospektgesetz*)

dated 5 November 2014

to base prospectus of

Goldman, Sachs & Co. Wertpapier GmbH
Frankfurt am Main

(the "Issuer")

unconditionally guaranteed by

The Goldman Sachs Group, Inc.
New York, United States of America

(the "Guarantor")

This supplement of Goldman, Sachs & Co. Wertpapier GmbH is related to the base prospectus as indicated in the table (page 5)

Subject of this supplement (the "**Supplement**") is the Quarterly Report on Form 10-Q for the fiscal quarter ended 30 September 2014 (the "**Report**"), which has been filed with the US Securities and Exchange Commission (the "**SEC**") by the Guarantor on 4 November 2014 and which is incorporated by reference into the base prospectus (the "**Prospectus**") as indicated in the table on page 5 (the "**Table**"). The Report has been published on 5 November 2014. The Report is available free of charge at Goldman Sachs International, Frankfurt Branch, MesseTurm, Friedrich-Ebert-Anlage 49, 60308 Frankfurt am Main.

The information contained in the Prospectus (in the form as lastly supplemented) shall be supplemented as follows:

In the Prospectus all references to the "Registration Document of Goldman, Sachs & Co. Wertpapier GmbH and The Goldman Sachs Group, Inc. dated 6 March 2014 (as supplemented by the supplements dated 27 March 2014, 8 April 2014, 17 April 2014, 12 May 2014, 16 July 2014, 8 August 2014, 27 August 2014 and 21 October 2014)" shall be read as reference to the "Registration Document of Goldman, Sachs & Co. Wertpapier GmbH and The Goldman Sachs Group, Inc. dated 6 March 2014 (as supplemented by the supplements dated 27 March 2014, 8 April 2014, 17 April 2014, 12 May 2014, 16 July 2014, 8 August 2014, 27 August 2014, 21 October 2014 and 5 November 2014)".

1. In the Prospectus in the section "I. Summary" under "Element B.12" in subsection "2. Information relating to The Goldman Sachs Group, Inc. as Guarantor" on the page indicated in Item 1 of the Table the whole text shall be deleted and replaced by the following:

"The following table shows selected key historical financial information in relation to the Guarantor which is derived from the unaudited condensed consolidated financial statements as of 30 September 2014 and for the nine months ended 30 September 2014 and 2013 and from the audited consolidated financial statements as of 31 December 2013 and 2012 and for each of the two years in the period ended 31 December 2013 and 2012:

Earnings information				
	Nine months ended		As of and for the Year ended	
	30 September 2014	30 September 2013	31 December 2013	31 December 2012
	<i>(in USD millions)</i>			
Total non-interest revenues	23,754	22,833	30,814	30,283
Net revenues, including net interest income	26,840	25,424	34,206	34,163
Pre-tax earnings	9,147	8,185	11,737	11,207

Balance sheet information			
	30 September 2014	31 December 2013	31 December 2012
	<i>(in USD millions)</i>		
Total assets	868,933	911,507	938,555
Total liabilities	786,658	833,040	862,839
Total shareholders' equity	82,275	78,467	75,716

There has been no significant change in the financial or trading position of the Guarantor since the date of the last interim financial information (30 September 2014) which would impair its capability to fulfill its obligations under the Guarantee.

There has been no material adverse change in the prospects (trend information) of the Guarantor since the date of the last published audited financial statements (31 December 2013) which would impair its capability to fulfill its obligations under the Guarantee."

2. In the Prospectus in the German translation of the summary (Deutsche Übersetzung der Zusammenfassung) in the section "I. Summary" under "Punkt B.12" in subsection "2. Informationen bezüglich der The Goldman Sachs Group, Inc. als Garantin" on the page indicated in Item 2 of the Table the whole text shall be deleted and replaced by the following:

"Die folgende Tabelle enthält ausgewählte Finanzinformationen bezüglich der Garantin, die dem ungeprüften, verkürzten Konzernzwischenabschluss vom 30. September 2014 jeweils für die am 30. September 2014 bzw. 30. September 2013 geendeten neun Monate sowie den geprüften Konzernabschlüssen vom 31. Dezember 2013 bzw. 31. Dezember 2012 jeweils für das am 31. Dezember 2013 bzw. 31. Dezember 2012 geendete Geschäftsjahr entnommen sind:

Informationen zur Ertragslage				
	Für die neun Monate endend am		Für das Geschäftsjahr endend am	
	30. September 2014	30. September 2013	31. Dezember 2013	31. Dezember 2012
	<i>(in Mio. USD)</i>			
Gesamtumsatz (ohne Zinserträge)	23.754	22.833	30.814	30.283
Umsatz einschließlich Zinserträgen	26.840	25.424	34.206	34.163
Ergebnis vor Steuern	9.147	8.185	11.737	11.207

Bilanzinformationen			
	30. September 2014	31. Dezember 2013	31. Dezember 2012
	<i>(in Mio. USD)</i>		
Summe der Aktiva	868.933	911.507	938.555
Summe der Verbindlichkeiten	786.658	833.040	862.839
Summe Eigenkapital	82.275	78.467	75.716

Seit dem Stichtag der letzten Zwischenfinanzinformationen (30. September 2014) sind keine wesentlichen Veränderungen in der Finanzlage oder Handelsposition der Garantin eingetreten, welche die Fähigkeit der Garantin zur Erfüllung ihrer Verbindlichkeiten aus der Garantie gefährden können.

Seit dem Stichtag des letzten geprüften Jahresabschlusses (31. Dezember 2013) sind keine wesentlichen Veränderungen in den Geschäftsaussichten (Trendinformationen) der Garantin eingetreten, welche die Fähigkeit der Garantin zur Erfüllung ihrer Verbindlichkeiten aus der Garantie gefährden können."

3. In the Prospectus in section "**VIII. Important information about the Guarantor**" on the page indicated in **Item 3** of the Table the following point shall be added at the end of the the list contained in the first paragraph:

- "• the Quarterly Report on Form 10-Q for the fiscal quarter ended 30 September 2014 (the "**Form 10-Q Third Quarter 2014**"), filed with the SEC on 4 November 2014."

4. In the Prospectus in section "**XIII. Documents incorporated by reference**" on the page indicated in **Item 4** of the Table the following point shall be added at the end of the list contained in the fifth paragraph:

- "• the Form 10-Q Third Quarter 2014, filed with the SEC on 4 November 2014."

No.	Name of the Base Prospectus	Issuer	Supplement No.	Date of the Base Prospectus	Item 1	Item 2	Item 3	Item 4
1	Base Prospectus for Securities (issued in the form of Certificates, Notes or Warrants)	Goldman, Sachs & Co. Wertpapier GmbH	3	11 August 2014	pages 14-15	pages 91-92	page 563	page 635

The Supplement, the Prospectus and the Report are available free of charge at the offices of Goldman Sachs International, Frankfurt Branch, MesseTurm, Friedrich-Ebert-Anlage 49, 60308 Frankfurt am Main and furthermore are available on the website of Goldman Sachs International at www.gs.de.

Pursuant to article 16 para. 3 of the German Securities Prospectus Act, investors who have already agreed to purchase or subscribe for securities offered under the Prospectus before this Supplement has been published shall have the right, exercisable within a time period of two working days after the publication of this Supplement, to withdraw their acceptances, provided that the new factor, mistake or inaccuracy arose before the final closing of the offer to the public and the delivery of the securities.

Addressee of a withdrawal is Goldman Sachs International, Frankfurt Branch, MesseTurm, Friedrich-Ebert-Anlage 49, 60308 Frankfurt am Main.

Frankfurt am Main, 5 November 2014

Goldman Sachs International, Frankfurt Branch

signed by Lennart Wilhelm

Goldman, Sachs & Co. Wertpapier GmbH

signed by Lennart Wilhelm

signed by Gabriele Christ