

Supplement

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

dated 23 August 2013

to a base prospectus of

Goldman, Sachs & Co. Wertpapier GmbH
Frankfurt am Main

("Issuer")

unconditionally guaranteed by

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

("Guarantor")

This supplement of Goldman, Sachs & Co. Wertpapier GmbH is related to the base prospectus as indicated in the table (page 9)

Subject of this supplement (the "**Supplement**") is the Quarterly Report on Form 10-Q for the fiscal quarter ended 30 June 2013 (the "**Report**"), which has been filed with the US Securities and Exchange Commission (the "**SEC**") by the Guarantor on 8 August 2013 and which is incorporated by reference into the base prospectus (the "**Prospectus**") as indicated in the table on page 9 (the "**Table**"). The Report has been published on 8 August 2013. In connection with the Supplement also information relating to U.S. taxation is amended.

The Report is available free of charge at Goldman Sachs International, Frankfurt Branch, Messe Turm, Friedrich-Ebert-Anlage 49, 60308 Frankfurt am Main.

The Prospectus shall be supplemented as described in the following:

In the Prospectus all references to the "Registration Document of Goldman, Sachs & Co. Wertpapier GmbH with information about the Guarantor The Goldman Sachs Group, Inc. dated 5 March 2013 (as supplemented by the supplement dated 6 June 2013 and the supplement dated 23 July 2013)" shall be read as reference to the "Registration Document of Goldman, Sachs & Co. Wertpapier GmbH with information about the Guarantor The Goldman Sachs Group, Inc. dated 5 March 2013 (as supplemented by the supplements dated 6 June 2013, 23 July 2013 and 23 August 2013)".

*1. In the Prospectus the information contained in section "**VIII. Important information about the Guarantor**" on the page indicated in **Item 1** of the Table shall be deleted and replaced as follows:*

"With respect to the required information about The Goldman Sachs Group, Inc. as Guarantor of the Securities, reference is made pursuant to Section 11 German Securities Prospectus Act to the Registration Document which has been filed with the Competent Authority (detailed information regarding the pages in the Registration Document, to which reference is made with respect to the required information about the Guarantor, can be found in section "XIII. Documents incorporated by reference"). The Guarantor files documents and reports with the US Securities and Exchange Commission (the "**SEC**"). With respect to further substantial information in respect of The Goldman Sachs Group, Inc. as the Guarantor of the Securities reference is made pursuant to Section 11 German Securities Prospectus Act to the following documents, which supplement the information above:

- the Annual Report on Form 10-K for the fiscal year ended 31 December 2012, containing also information for the fiscal year ended 31 December 2011 of the Guarantor (the "**2012 Form 10-K**"),
- the Current Report on Form 8-K dated 14 March 2013 in which the Guarantor announced that the Board of Governors of the Federal Reserve System (Federal Reserve) did not object to the Guarantor's proposed capital actions, but, as required by the Federal Reserve, the Guarantor will resubmit its capital plan by the end of the third quarter, incorporating certain enhancements to its stress test processes (the "**14 March 2013 Form 8-K**"),
- Item 1 of the Proxy Statement relating to the Annual Meeting of Shareholders on 23 May 2013, which contains in particular information on the administration, management and supervisory bodies as well as the practices of the Guarantor's business management (the "**2013 Proxy Statement**"),
- the Current Report on Form 8-K dated 16 April 2013, which contains in particular initial information on the quarterly results for the Guarantor's first quarter as well as on current developments in the Guarantor's business operations (the "**16 April 2013 Form 8-K**"),

- the Quarterly Report on Form 10-Q for the fiscal quarter ended 31 March 2013, which was filed with the SEC on 9 May 2013 and contains in particular the Guarantor's unaudited quarterly results (the "**2013 First Quarter Form 10-Q**"),
- the Current Report on Form 8-K dated 16 July 2013, which contains in particular initial information on the quarterly results for the Guarantor's second quarter as well as on current developments in the Guarantor's business operations (the "**16 July 2013 Form 8-K**"), and
- the Quarterly Report on Form 10-Q for the fiscal quarter ended 30 June 2013, which was filed with the SEC on 8 August 2013 and contains in particular the Guarantor's unaudited quarterly results (the "**2013 Second Quarter Form 10-Q**").

The following table indicates where information regarding the Guarantor, which is required by the Prospectus Regulation, 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 2012, 31 December 2011 and 31 December 2010	2012 Form 10-K (p. 230)
Risk factors relating to the Guarantor	2012 Form 10-K (pp. 24-37)
Information about the Guarantor	
History and development of the Guarantor	2012 Form 10-K (p. 1) 14 March 2013 Form 8-K (p. 2)
Investments	2012 Form 10-K (pp. 83-84) 2013 First Quarter Form 10-Q (pp. 148-149) 2013 Second Quarter Form 10-Q (pp. 162-163)
Business overview	
Principal activities	2012 Form 10-K (pp. 1-6, 8-22, 122)
Principal markets	2012 Form 10-K (pp. 1, 40, 45-46, 205-208)
Organisational structure	2012 Form 10-K (p. 29, Exhibit 21.1)
Trend information	2012 Form 10-K (pp. 43-112) 2013 First Quarter Form 10-Q (pp. 112 - 114) 2013 Second Quarter Form 10-Q (pp. 117-120)
Administrative, management and supervisory bodies, including conflicts of interest	2012 Form 10-K (pp. 39) 2013 Proxy Statement (pp. 1, 4-5, 6-24, 70-73)
Audit committee	2013 Proxy Statement (pp. 24, 60-61)
Major shareholders	2013 Proxy Statement (p. 75)

Financial information	
Audited historical financial information for the fiscal years ended 31 December 2012, 31 December 2011 and 31 December 2010	2012 Form 10-K (pp. 117-227)
Auditor's report	2012 Form 10-K (p. 116)
Balance sheet	2012 Form 10-K (p. 119)
Income statement	2012 Form 10-K (pp.117-118)
Cash flow statement	2012 Form 10-K (p. 121)
Accounting policies and explanatory notes	2012 Form 10-K (pp. 47-50, 122-227)
Financial or trading position	2012 Form 10-K (pp. 117-127) 16 April 2013 Form 8-K (pp. 2-6) 16 July 2013 Form 8-K (pp. 3-6)
Unaudited historical financial information	16 April 2013 Form 8-K (pp. 7-10) 2013 First Quarter Form 10-Q (pp. 2 - 110) 16 July 2013 Form 8-K (pp. 8-13) 2013 Second Quarter Form 10-Q (pp. 2-215)
Legal and arbitration proceedings	2012 Form 10-K (pp. 38, 210-222) 2013 First Quarter Form 10-Q (pp. 95-107, 179) 2013 Second Quarter Form 10-Q (pp. 104-111)
Additional information	
Share capital	2012 Form 10-K (pp. 119, 191-193) 2013 First Quarter Form 10-Q (pp. 4-5, 79-81) 2013 Second Quarter Form 10-Q (pp. 4-5; 87-89)
Ratings	2012 Form 10-K (pp. 94-95)* 2013 First Quarter Form 10-Q (pp. 159 - 160) 2013 Second Quarter Form 10-Q (pp. 174-175)

*) As far as information in relation to ratings concern ratings issued by Rating and Investment Information, Inc. such information is not incorporated by reference.

The documents specified above are produced in English. They have been filed with the SEC by the Guarantor and are available from the SEC website at <http://www.sec.gov>. In addition, they have been filed with the Commission de Surveillance du Secteur Financier (CSSF) in Luxembourg and are available from the website of the Luxembourg stock exchange at <http://www.bourse.lu>. In addition, the documents are available free of charge from Goldman Sachs International, Frankfurt Branch, MesseTurm, Friedrich-Ebert-Anlage 49, 60308 Frankfurt am Main.

The ratings have been issued by DBRS, Inc. ("**DBRS**"), Fitch, Inc. ("**Fitch**"), Moody's Investors Service ("**Moody's**") and Standard & Poor's Rating Services ("**S&P**"), each of which is established in the United States but is itself not registered pursuant to the Credit Rating Agency Regulation (as defined below) (together, the "**US Credit Rating Agencies**").

In general, certain European regulated entities are restricted from using a rating for regulatory purposes if such rating is not either (i) issued or validly endorsed by a credit rating agency established in the European Union (an "**EU Credit Rating Agency**") and registered with the European Securities and Markets authority ("**ESMA**") under Regulation (EU) No.

1060/2009 (as amended by Regulation (EU) No. 513/2011, the "**Credit Rating Agency Regulation**") or (ii) issued by a credit rating agency established outside the European Union which is certified under the Credit Rating Regulation.

The EU affiliates of DBRS, Fitch, Moody's and S&P are registered EU Credit Rating Agencies on the official list, available at <http://www.esma.europa.eu/popup2.php?id=7692>. The ESMA has approved the endorsement by such EU affiliates of ratings issued by the corresponding US Credit Rating Agencies. Accordingly, ratings issued by the US Credit Rating Agencies may be used for regulatory purposes in the EU.

The Guarantor is organised under the laws of the State of Delaware with registration number 2923466.

The business purpose of the Guarantor (as stipulated in writing in the third clause of the revised and restated Certificate of Incorporation of the Guarantor) covers all lawful acts and activities of corporations according to the laws of the State of Delaware.

The Guarantor is in compliance in all material respects with the corporate governance standards of the New York Stock Exchange which are applicable to the Guarantor as a corporation organised in the USA and whose shares are listed on such exchange.

Throughout the validity of this Base Prospectus, among others the following corporate governance documents may be inspected on the website of the Guarantor (<http://www2.goldmansachs.com/our-firm/investors/index.html>) or at its offices:

- the Restated Certificate of Incorporation of the Guarantor dated 20 November 2012 or in its respective current version and
- the Amended and Restated By-laws of The Goldman Sachs Group, Inc. of the Guarantor dated 28 February 2013 or in its respective current version."

*2. In the Prospectus the list contained in paragraph five of the section "**XIII. Documents incorporated by reference**" on the page indicated in **Item 2** of the Table shall be deleted and replaced as follows:*

- "• the annual report pursuant to Form 10-K for the fiscal year ended 31 December 2012,
- the Current Report on Form 8-K dated 14 March 2013,
- Item 1 of the Proxy Statement relating to the Annual Meeting of Shareholders on 23 May 2013,
- the Current Report on Form 8-K dated 16 April 2013,
- the Quarterly Report on Form 10-Q for the fiscal quarter ended 31 March 2013,
- the Current Report on Form 8-K dated 16 July 2013, and
- the Quarterly Report on Form 10-Q for the fiscal quarter ended 30 June 2013."

*3. In the Prospectus in the section "**I. Summary**" under "**Element B.12**" on the page indicated in **Item 3** 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 June 2013 and 2012 and for the six months

ended 30 June 2013 and 2012 and from the audited consolidated financial statements as of 31 December 2012 and 2011 and for each of the two years in the period ended 31 December 2012 and 2011:

Earnings information				
	Six months ended		As of and for the Year ended	
	30 June 2013	30 June 2012	31 December 2012	31 December 2011
	<i>(in USD millions)</i>			
Total non-interest revenues	16,951	14,505	30,283	23,619
Net revenues, including net interest income	18,702	16,576	34,163	28,811
Pre-tax earnings	6,018	4,596	11,207	6,169

Balance sheet information				
	30 June 2013	30 June 2012	31 December 2012	31 December 2011
	<i>(in USD millions)</i>			
Total assets	938,456	948,638	938,555	923,225
Total liabilities	860,413	875,783	862,839	852,846
Total shareholders' equity	78,043	72,855	75,716	70,379

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 June 2013) 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 2012) which would impair its capability to fulfill its obligations under the Guarantee."

4. In the Prospectus in the German translation of the summary (Deutsche Übersetzung der Zusammenfassung) in the section "I. Summary" under "Punkt B.12" on the page indicated in Item 4 of the Table the whole text shall be deleted and replaced by the following:

"Die folgende Tabelle enthält ausgewählte Finanzinformationen bezüglich der Garantin, die den ungeprüften, verkürzten Konzernzwischenabschlüssen vom 30. Juni 2013 bzw. 30. Juni 2012 jeweils für die am 30. Juni 2013 bzw. 30. Juni 2012 geendeten sechs Monate sowie den geprüften Konzernabschlüssen vom 31. Dezember 2012 bzw.

31. Dezember 2011 jeweils für das am 31. Dezember 2012 bzw. 31. Dezember 2011 geendete Geschäftsjahr entnommen sind:

Informationen zur Ertragslage				
	Für die sechs Monate endend am		Für das Geschäftsjahr endend im	
	30. Juni 2013	30. Juni 2012	31. Dezember 2012	31. Dezember 2011
	<i>(in Mio. USD)</i>			
Gesamtumsatz (ohne Zinserträge)	16.951	14.505	30.283	23.619
Umsatz einschließlich Zinserträgen	18.702	16.576	34.163	28.811
Ergebnis vor Steuern	6.018	4.596	11.207	6.169

Bilanzinformationen				
	30. Juni 2013	30. Juni 2012	31. Dezember 2012	31. Dezember 2011
	<i>(in Mio. USD)</i>			
Summe der Aktiva	938.456	948.638	938.555	923.225
Summe der Verbindlichkeiten	860.413	875.783	862.839	852.846
Summe Eigenkapital	78.043	72.855	75.716	70.379

Seit dem Stichtag der letzten Zwischenfinanzinformationen (30. Juni 2013) 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 2012) 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."

5. In the Prospectus in the section "**X. Taxation**" at the end of the subsection "**United States Tax Considerations**" on the page indicated in **Item 5** of the Table the following paragraph shall be added:

"Recent U.S. Tax Development

On July 12, 2013, the U.S. Internal Revenue Service issued a notice to change the date from which the withholding tax under FATCA described in the prospectus shall apply from January 1, 2014 to July 1, 2014. As a result, Notes issued and outstanding as of June 30, 2014 generally should not be subject to this withholding tax, provided that after June 30, 2014, the terms of the notes are not modified in a way that would cause the notes to be treated as reissued for U.S. tax purposes."

No.	Name of the Base Prospectus	Issuer	Supplement No.	Date of the Base Prospectus	Item 1	Item 2	Item 3	Item 4	Item 5
1	Base Prospectus for Warrants relating to Indices / Shares or Securities representing Shares / Foreign Exchange Rates / Commodities / Futures Contracts / Interest Rates / Dividend Future Contracts or a Basket consisting of Indices / Shares or Securities representing Shares / Foreign Exchange Rates / Commodities / Futures Contracts / Interest Rates / Dividend Future Contracts	Goldman, Sachs & Co. Wertpapier GmbH	2	4 July 2013	pages 357 - 360	pages 431 - 432	page 11	page 56	page 408

The Supplement and the Prospectus are available free of charge at the offices of Goldman Sachs International, Frankfurt Branch, Messe Turm, Friedrich-Ebert-Anlage 49, 60308 Frankfurt am Main. Furthermore, the Supplement and the Prospectus 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 (or such longer period as may be required by a relevant jurisdiction) 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, 23 August 2013

Goldman Sachs International, Frankfurt Branch

signed by Lennart Wilhelm

Goldman, Sachs & Co. Wertpapier GmbH

signed by Lennart Wilhelm

signed by Gencer Alp