

# Supplement

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

dated 21 October 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 6)*

Subject of this supplement (the "**Supplement**") is the Current Report on Form 8-K (the "**Report**"), which has been filed with the US Securities and Exchange Commission (the "**SEC**") by the Guarantor on 17 October 2013 and which is incorporated by reference into the base prospectus (the "**Prospectus**") as indicated in the table on page 6 (the "**Table**"). The Report has been published on 17 October 2013.

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 supplements dated 6 June 2013, 23 July 2013 and 23 August 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, 23 August 2013 and 21 October 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**"),
- 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**"), and
- the Current Report on Form 8-K dated 17 October 2013, which contains in particular initial information on the quarterly results for the Guarantor's third quarter as well as on current developments in the Guarantor's business operations (the "**17 October 2013 Form 8-K**").

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

| <b>Information required by the Prospectus Regulation</b>  | <b>Document (Location)</b>   |
|---|--|
| 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)   |
| <b>Information about the Guarantor</b>  |  |
| History and development of the Guarantor  | 2012 Form 10-K (p. 1)<br>14 March 2013 Form 8-K (p. 2)   |
| Investments   | 2012 Form 10-K (pp. 83-84)<br>2013 First Quarter Form 10-Q (pp. 148-149)<br>2013 Second Quarter Form 10-Q (pp. 162-163)    |
| <b>Business overview</b>  |  |
| 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)<br>2013 First Quarter Form 10-Q (pp. 112 - 114)<br>2013 Second Quarter Form 10-Q (pp. 117-120) |
| Administrative, management and supervisory bodies, including conflicts of interest                                | 2012 Form 10-K (pp. 39)<br>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)   |

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|---|--|
| <b>Financial information</b>  |  |
| 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)<br>16 April 2013 Form 8-K (pp. 2-6)<br>16 July 2013 Form 8-K (pp. 3-6)<br>Exhibit 99.1 to the 17 October 2013 Form 8-K (pp. 2-4)  |
| Unaudited historical financial information  | 16 April 2013 Form 8-K (pp. 7-10)<br>2013 First Quarter Form 10-Q (pp. 2 - 110)<br>16 July 2013 Form 8-K (pp. 8-13)<br>2013 Second Quarter Form 10-Q (pp. 2-215)<br>Exhibit 99.1 to the 17 October 2013 Form 8-K (pp. 6-9) |
| Legal and arbitration proceedings   | 2012 Form 10-K (pp. 38, 210-222)<br>2013 First Quarter Form 10-Q (pp. 95-107, 179)<br>2013 Second Quarter Form 10-Q (pp. 104-111)  |
| <b>Additional information</b>   |  |
| Share capital   | 2012 Form 10-K (pp. 119, 191-193)<br>2013 First Quarter Form 10-Q (pp. 4-5, 79-81)<br>2013 Second Quarter Form 10-Q (pp. 4-5; 87-89)   |
| Ratings   | 2012 Form 10-K (pp. 94-95)*<br>2013 First Quarter Form 10-Q (pp. 159 - 160)<br>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,
- the Quarterly Report on Form 10-Q for the fiscal quarter ended 30 June 2013, and
- the Current Report on Form 8-K dated 17 October 2013."

| No. | Name of the Base Prospectus  | Issuer                               | Supplement No. | Date of the Base Prospectus | Item 1          | Item 2          |
|-----|--|--------------------------------------|----------------|-----------------------------|-----------------|-----------------|
| 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 | 4              | 4 July 2013                 | pages 357 - 360 | pages 431 - 432 |

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](http://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, 21 October 2013

Goldman Sachs International, Frankfurt Branch

signed by Tanja Grüner

Goldman, Sachs & Co. Wertpapier GmbH

signed by Tanja Grüner

signed by Gencer Alp