

Supplement

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

dated 12 May 2014

to the **Tripartite Base Prospectuses**

listed below

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")

Affected Prospectuses:

The following prospectuses are subject of this supplement:

- (i) the Tripartite Base Prospectus dated 24 May 2013, as lastly supplemented by the supplements dated 10 June 2013, 26 August 2013, 14 November 2013, 18 November 2013 and 6 March 2014 which comprises the summary dated 24 May 2013, the securities note dated 24 May 2013 and the registration document of Goldman, Sachs & Co. Wertpapier GmbH and The Goldman Sachs Group, Inc. dated 6 March 2014, as lastly supplemented by the supplements dated 27 March 2014, 8 April 2014 and 17 April 2014 (together the "Tripartite Base Prospectus dated 24 May 2013"), and

- (ii) the Tripartite Base Prospectus dated 18 June 2013, as lastly supplemented by the supplement dated 26 August 2013, 14 November 2013, 18 November 2013 and 6 March 2014 which comprises the summary dated 18 June 2013, the securities note dated 18 June 2013 and the registration document of Goldman, Sachs & Co. Wertpapier GmbH and The Goldman Sachs Group, Inc. dated 6 March 2014, as lastly supplemented by the supplements dated 27 March 2014, 8 April 2014 and 17 April 2014 (together the "Tripartite Base Prospectus dated 18 June 2013")

(each a "Tripartite Base Prospectus" and together the "Tripartite Base Prospectuses").

1. General information on the supplement

This supplement to the Tripartite Base Prospectuses has been drawn up in connection with the publication on 9 May 2014 of the Quarterly Report on Form 10-Q for the fiscal quarter ended 31 March 2014 (the "**Report**"), which has been filed with the US Securities and Exchange Commission (the "**SEC**") by the Guarantor on 8 May 2014.

2. Supplement to the Tripartite Base Prospectuses

Amendments to the Summary

The information contained in Section "A. Summary" of the Tripartite Base Prospectuses shall be supplemented as described in the following:

1. The information contained in "**Element B.12**" in subsection "**2. Information relating to The Goldman Sachs Group, Inc. as Guarantor**" in "**Section B - Issuer and any guarantor**" on page 14 of the Tripartite Base Prospectus dated 24 May 2013 and on page 14 of the Tripartite Base Prospectus dated 18 June 2013 shall be deleted and replaced by the following information:

"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 31 March 2014 and 2013 and for the three months ended 31 March 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				
	Three months ended		As of and for the Year ended	
	31 March 2014	31 March 2013	31 December 2013	31 December 2012
	<i>(in USD millions)</i>			
Total non-interest revenues	8,291	9,165	30,814	30,283
Net revenues, including net interest income	9,328	10,090	34,206	34,163
Pre-tax earnings	3,021	3,373	11,737	11,207

Balance sheet information			
	31 March 2014	31 December 2013	31 December 2012
	<i>(in USD millions)</i>		
Total assets	915,665	911,507	938,555
Total liabilities	836,566	833,040	862,839
Total shareholders' equity	79,099	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 (31 March 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 German translation of the summary (*Deutsche Übersetzung der Zusammenfassung*) the information contained in "Element B.12" in subsection "2. Informationen bezüglich der The Goldman Sachs Group, Inc. als Garantin" in "Abschnitt B - Emittent und etwaige Garantiegeber" on pages 71 et seq. of the Tripartite Base Prospectus dated 24 May 2013 and on pages 75 et seq. of the Tripartite Base Prospectus dated 18 June 2013 shall be deleted and replaced by the following information:

"Die folgende Tabelle enthält ausgewählte Finanzinformationen bezüglich der Garantin, die den ungeprüften, verkürzten Konzernzwischenabschlüssen vom 31. März 2014 bzw. 31. März 2013 jeweils für die am 31. März 2014 bzw. 31. März 2013 geendeten drei 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 drei Monate endend am		Für das Geschäftsjahr endend am	
	31. März 2014	31. März 2013	31. Dezember 2013	31. Dezember 2012
	<i>(in Mio. USD)</i>			
Gesamtumsatz (ohne Zinserträge)	8.291	9.165	30.814	30.283
Umsatz einschließlich Zinserträgen	9.328	10.090	34.206	34.163

Ergebnis vor Steuern	3.021	3.373	11.737	11.207
Bilanzinformationen				
	31. März 2014	31. Dezember 2013	31. Dezember 2012	
	<i>(in Mio. USD)</i>			
Summe der Aktiva	915.665	911.507	938.555	
Summe der Verbindlichkeiten	836.566	833.040	862.839	
Summe Eigenkapital	79.099	78.467	75.716	

Seit dem Stichtag der letzten Zwischenfinanzinformationen (31. März 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."

The Supplement and the documents comprising the Tripartite Base Prospectuses, i.e. the respective summary, the respective securities note and the Registration Document are available free of charge at the offices of Goldman Sachs International, Frankfurt Branch, Messe Turm, 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 Tripartite Base Prospectuses 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, 12 May 2014

Goldman Sachs International, Frankfurt Branch

signed by Tanja Grüner

Goldman, Sachs & Co. Wertpapier GmbH

signed by Tanja Grüner

signed by Gencer Alp