

Supplement

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

dated 18 November 2013

to base prospectuses 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 prospectuses as indicated in the table (page 6)

Subject of this supplement (the "**Supplement**") is the Report on Form 8-K dated 14 November 2013 (the "**Report**"), which has been filed with the US Securities and Exchange Commission (the "**SEC**") by the Guarantor on 15 November 2013 and which is incorporated by reference into the base prospectuses (the "**Prospectuses**") as indicated in the table on page 6 (the "**Table**"). The Report has been published on 15 November 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 Prospectuses shall be supplemented as described in the following:

In the Prospectus all references to the "Registration Document of Goldman, Sachs & Co. Wertpapier GmbH and of The Goldman Sachs Group, Inc. dated 20 September 2013 (as supplemented by the supplements dated 23 October 2013 and dated 11 November 2013)" shall be read as reference to the "Registration Document of Goldman, Sachs & Co. Wertpapier GmbH and of The Goldman Sachs Group, Inc. dated 20 September 2013 (as supplemented by the supplements dated 23 October 2013, dated 11 November 2013 and dated 15 November 2013)".

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

"

- the Annual Report on Form 10-K for the fiscal year ended 31 December 2012 (the "**Form 10-K 2012**", containing financial statements relating to the fiscal years ended 31 December 2012 and 31 December 2011, including Exhibit 21.1 thereto), filed with the SEC on 28 February 2013;
- the Current Report on Form 8-K dated 14 March 2013 (the "**Form 8-K 14 March 2013**"), filed with the SEC on 15 March 2013;
- the Proxy Statement relating to the Annual Meeting of Shareholders on 23 May 2013 (the "**Proxy Statement 2013**"), filed with the SEC on 12 April 2013;
- the Current Report on Form 8-K dated 16 April 2013 (the "**Form 8-K 16 April 2013**"), filed with the SEC on 16 April 2013;
- the Quarterly Report on Form 10-Q for the fiscal quarter ended 31 March 2013 (the "**Form 10-Q First Quarter 2013**"), filed with the SEC on 9 May 2013;
- the Current Report on Form 8-K dated 16 July 2013 (the "**Form 8-K 16 July 2013**"), filed with the SEC on 16 July 2013;
- the Quarterly Report on Form 10-Q for the fiscal quarter ended 30 June 2013 (the "**Form 10-Q Second Quarter 2013**"), filed with the SEC on 8 August 2013;
- the Current Report on Form 8-K dated 17 October 2013 (the "**Form 8-K 17 October 2013**"), filed with the SEC on 17 October 2013;
- the Quarterly Report on Form 10-Q for the fiscal quarter ended 30 September 2013 (the "**Form 10-Q Third Quarter 2013**"), filed with the SEC on 7 November 2013; and
- the Current Report on Form 8-K dated 14 November 2013 (the "**Form 8-K 14 November 2013**"), filed

with the SEC on 15 November 2013."

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

"

- the Form 10-K 2012, filed with the SEC on 28 February 2013;
- the Form 8-K 14 March 2013, filed with the SEC on 15 March 2013;
- the Proxy Statement 2013, filed with the SEC on 12 April 2013;
- the Form 8-K 16 April 2013, filed with the SEC on 16 April 2013;
- the Form 10-Q First Quarter 2013, filed with the SEC on 9 May 2013;
- the Form 8-K 16 July 2013, filed with the SEC on 16 July 2013;
- the Form 10-Q Second Quarter 2013, filed with the SEC on 8 August 2013;
- the Form 8-K 17 October 2013, filed with the SEC on 17 October 2013;
- the Form 10-Q Third Quarter 2013, filed with the SEC on 7 November 2013;
- the Form 8-K 17 October 2013, filed with the SEC on 17 October 2013; and
- the Form 8-K 14 November 2013, filed with the SEC on 15 November 2013."

3. In the Prospectus designated with number 2 in the Table below in the section "**I. Summary**" under "**Element B.17**" in sub-section "**2. Information relating to The Goldman Sachs Group, Inc. as Guarantor**" on the page indicated in **Item 3** of the Table the whole text shall be deleted and replaced by the following:

"The long-term debt of GSG has been rated A by Fitch, Baa1 by Moody's and A- by S&P.¹

¹ The rating scale for long-term debt ranges from Aaa (Fitch)/AAA (Moody's)/AAA (S&P) (highest quality, lowest risk) to D (Fitch and S&P) / C (Moody's) (payment difficulties, delay)."

4. In the Prospectuses in the section "**I. Summary**" under "**Element D.2**" on the page indicated in **Item 4** of the Table the following paragraph shall be added:

"On 14 November 2013 Moody's Investors Service downgraded the Credit Rating of the Guarantor for long-term from "A3" to "Baa1"."

5. In the Prospectus designated with number 2 in the Table below in the German translation of the summary (Deutsche Übersetzung der Zusammenfassung) in the section "**I. Summary**" under "**Punkt B.17**" in subsection "**2. Informationen bezüglich der The Goldman Sachs Group, Inc. als Garantin**" on the page indicated in **Item 5** of the Table the whole text shall be deleted and replaced by the following:

"Die langfristigen Verbindlichkeiten der GSG haben die Ratings A von Fitch, Baa1 von Moody's und A- von S&P erhalten.¹

¹ Die Ratingskala für langfristige Verbindlichkeiten reicht von Aaa (Fitch)/AAA (Moody's)/AAA (S&P) (beste Qualität, geringstes Ausfallrisiko) bis D (Fitch und S&P) / C (Moody's) (Zahlungsschwierigkeiten, Verzug)."

6. In the Prospectuses in the German translation of the summary (Deutsche Übersetzung der Zusammenfassung) in the section "**I. Summary**" under "**Punkt D.2**" on the page indicated in **Item 6** of the Table the following paragraph shall be added:

"Am 14. November 2013 hat Moody's Investors Service das Kreditrating der Garantin für langfristige vorrangige Verbindlichkeiten (long-term-debt) von "A3" auf "Baa1" herabgestuft."

7. In the Prospectus designated with number 2 in the Table below in the section "**II. Risk factors – B. Risk Factors relating to the Guarantor**" on the page indicated in **Item 7** of the Table the following paragraph shall be added before the last paragraph of such section:

"On 14 November 2013 Moody's Investors Service downgraded the Credit Rating of the Guarantor for long-term from "A3" to "Baa1"¹.

¹ The rating scale for long-term debt ranges from Aaa (Fitch)/AAA (Moody's)/AAA (S&P) (highest quality, lowest risk) to D (Fitch and S&P) / C (Moody's) (payment difficulties, delay)."

8. In the Prospectus designated with number 1 in the Table below in the subsection with the heading "**Risks associated with foreign exchange rates as Underlying**" of the section "**II. Risk factors relating to the Securities – 3. Risk factors associated with certain types of Underlyings**" on the page indicated in **Item 8** of the Table the following paragraph shall be added:

"Furthermore, it should be noted that it has been reported that the U.K. Financial Conduct Authority and regulators from other countries are in the process of investigating the potential manipulation of published currency exchange rates. If such manipulation has occurred or is continuing, certain published exchange rates may have been, or may be in the future, artificially lower (or higher) than they would otherwise have been. Any such manipulation could have an adverse impact on any payments on, and the value of, the Securities and the trading market for the Securities. In addition, we cannot predict whether any changes or reforms affecting the determination or publication of exchange rates or the supervision of currency trading will be implemented in connection with these investigations. Any such changes or

reforms could also adversely impact the Securities."

9. In the Prospectus designated with number 2 in the Table below in the subsection with the heading "Risks associated with foreign exchange rates as Underlying or Basket Component" of the section "II. Risk factors – C. Risk Factors relating to the Securities – 3. Risk factors associated with certain types of Underlyings" on the page indicated in Item 9 of the Table the following paragraph shall be added:

"Furthermore, it should be noted that it has been reported that the U.K. Financial Conduct Authority and regulators from other countries are in the process of investigating the potential manipulation of published currency exchange rates. If such manipulation has occurred or is continuing, certain published exchange rates may have been, or may be in the future, artificially lower (or higher) than they would otherwise have been. Any such manipulation could have an adverse impact on any payments on, and the value of, the Securities and the trading market for the Securities. In addition, we cannot predict whether any changes or reforms affecting the determination or publication of exchange rates or the supervision of currency trading will be implemented in connection with these investigations. Any such changes or reforms could also adversely impact the Securities."

No.	Name of the Base Prospectus	Issuer	Supplement No.	Date of the Base Prospectus	Item 1	Item 2	Item 3	Item 4	Item 5	Item 6	Item 7	Item 8	Item 9
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	6	4 July 2013	page 357	pages 431-432	N/A	pages 30-32	N/A	pages 78-80	N/A	page 129	N/A
2	Base Prospectus for Securities (issued in the form of Certificates, Notes or Warrants)	Goldman, Sachs & Co. Wertpapier GmbH	2	24 October 2013	page 646	page 717	page 17	pages 79-80	page 130	pages 199-201	pages 255-257	N/A	page 331

The Supplement and the Prospectuses 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 Prospectuses 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, 18 November 2013

Goldman Sachs International, Frankfurt Branch

signed by Lennart Wilhelm

Goldman, Sachs & Co. Wertpapier GmbH

signed by Lennart Wilhelm

signed by Gabriele Christ