

Supplement

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

dated 28 February 2017

to base prospectuses of

Goldman, Sachs & Co. Wertpapier GmbH
Frankfurt am Main

(the "Issuer")

unconditionally guaranteed by

The Goldman Sachs Group, Inc.
United States of America

(the "Guarantor")

This supplement of Goldman, Sachs & Co. Wertpapier GmbH is related to the base prospectuses as indicated in the table (page 17).

Subject of this supplement (the "**Supplement**") is the publication of the Annual Report on Form 10-K for the fiscal year ended 31 December 2016 (the "**Report**") on 27 February 2017 and the newly approved registration document of Goldman, Sachs & Co. Wertpapier GmbH and The Goldman Sachs Group, Inc. dated 28 February 2017 (the "**Registration Document**"). The Report has been filed with the US Securities and Exchange Commission (the "**SEC**") by the Guarantor on 27 February 2017. The Registration Document and the Report are incorporated by reference into the base prospectuses (the "**Prospectuses**") as indicated in the table on page 17 (the "**Table**"). The Registration Document and the Report are available free of charge at Goldman Sachs International, Frankfurt Branch, MesseTurm, Friedrich-Ebert-Anlage 49, 60308 Frankfurt am Main.

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

In the Prospectuses all references to the "Registration Document of Goldman, Sachs & Co. Wertpapier GmbH and The Goldman Sachs Group, Inc. dated 29 February 2016 (as supplemented by the supplements dated 20 April 2016, 17 May 2016, 6 July 2016, 19 July 2016, 4 August 2016, 21 September 2016, 20 October 2016, 4 November 2016, 23 November 2016, 16 December 2016 and 19 January 2017)" shall be read as reference to the "Registration Document of Goldman, Sachs & Co. Wertpapier GmbH and The Goldman Sachs Group, Inc. dated 28 February 2017".

*1. In the Prospectuses in section "I. Summary" under "Element B.4b" in subsection "I. Information relating to Goldman, Sachs & Co. Wertpapier GmbH as Issuer" on the page indicated in **Item 1** of the Table (page 17) the whole text shall be replaced as follows:*

"The Issuer's objective in 2017 is a further increase in the issuance activity. This is due to increased client demand in warrants and structured products, particularly in the German market. Also further enhancements to the issuance process now allow the issuance of new warrants and certificates to be almost fully automated. Furthermore, it is expected that in a volatile market there will be a multitude of follow-up issuances in the area of turbo warrants and bonus certificates. In addition, it is planned to extend the product portfolio of warrants and other leveraged products. The issuance activity in the Netherlands is expected to remain at the current level as the securities issued into the Dutch market do not have a fixed maturity date and since a need for follow-up issuances in the field of low leverages is not expected. The Issuer is part of the firmwide considerations on the UK-Brexit, in particular focusing on potential impacts on the Issuer's business model."

*2. In the Prospectuses in section "I. Summary" under "Element B.12" in subsection "I. Information relating to Goldman, Sachs & Co. Wertpapier GmbH as Issuer" on the page indicated in **Item 2** of the Table (page 17) the whole text shall be replaced as follows:*

"The following table shows selected key historical financial information in relation to the Issuer which is derived from the audited financial statements as of 31 December 2016 and 31 December 2015 for each of the two years in the period ended 31 December 2016 and 31 December 2015:

Information in relation to the Profit and Loss Account Statement		
	As of and for the Year ended	
	31 December 2016	31 December 2015
	<i>(EUR)</i>	
Operating income	787,784.88	677,585.76
Income taxes	-270,600.86	-216,316.24
Net income	517,184.02	461,269.52

Balance sheet information		
	31 December 2016	31 December 2015
	<i>(EUR)</i>	
Total assets	6,047,710,358.96	4,975,138,387.11
Total capital and reserves	3,851,963.16	3,334,779.14

There has been no material adverse change in the prospects of the Issuer since the date of the last published audited financial statements (31 December 2016).

Not applicable. Since the end of the last financial period for which audited financial information have been published (31 December 2016) no significant change in the Issuer's financial or trading position has occurred."

3. In the Prospectuses in section **"I. Summary"** under **"Element B.4b"** (for the Prospectus which is indicated as Prospectus No. 1 in the Table (page 17)) and/or **"Element B.19 (B.4b)"** (for the Prospectus which is indicated as Prospectus No. 2 in the Table (page 17)) in subsection **"2. Information relating to The Goldman Sachs Group, Inc. as Guarantor"** on the page indicated in **Item 3** of the Table (page 17) the whole text shall be replaced as follows:

"The Guarantor's prospects for the remainder of 2017 will be affected, potentially adversely, by developments in global, regional and national economies, including in the U.S., movements and activity levels, in financial, commodities, currency and other markets, interest rate movements, political and military developments throughout the world, client activity levels and legal and regulatory developments in the United States and other countries where the Guarantor does business."

4. In the Prospectuses in section "I. Summary" under "Element B.12" (for the Prospectus which is indicated as Prospectus No. 1 in the Table (page 17)) and/or "Element B.19 (B.12)" (for the Prospectus which is indicated as Prospectus No. 2 in the Table (page 17)) in subsection "2. Information relating to The Goldman Sachs Group, Inc. as Guarantor" on the page indicated in **Item 4** of the Table (page 17) the whole text shall be replaced as follows:

"The following table shows selected key historical financial information in relation to the Guarantor which is derived from the audited consolidated financial statements as of 31 December 2016 for each of the two years in the period ended 31 December 2016 and 31 December 2015:

Earnings information		
	As of and for the Year ended	
	31 December 2016	31 December 2015
	<i>(in USD millions)</i>	
Total non-interest revenues	28,021	30,756
Net revenues, including net interest income	30,608	33,820
Pre-tax earnings	10,304	8,778

Balance sheet information		
	31 December 2016	31 December 2015
	<i>(in USD millions)</i>	
Total assets	860,165	861,395
Total liabilities	773,272	774,667
Total shareholders' equity	86,893	86,728

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 2016) which would impair its capability to fulfill its obligations under the Guarantee.

Not applicable. There has been no significant change in the financial or trading position of the Goldman Sachs Group since the date of the last published audited financial information (31 December 2016)."

5. In the Prospectuses in section "I. Summary" under "Element D.3 [D.6]" in subsection "I. Risk factors relating to the Guarantor" (for the Prospectus which is indicated as Prospectus No. 1 in the Table (page 17)) and/or "Element D.2" in subsection "Risk factors relating to the Guarantor" (for the Prospectus which is indicated as Prospectus No. 2 in the Table (page 17)) on the page indicated in **Item 5** of the Table (page 17) the whole text shall be replaced as follows:

"As part of a global financial services group the Guarantor is subject to a number of key risks:

- Goldman Sachs' businesses have been and may continue to be adversely affected by conditions in the global financial markets and economic conditions generally.
- Goldman Sachs' businesses and those of its clients are subject to extensive and pervasive regulation around the world.
- Goldman Sachs' businesses have been and may be adversely affected by declining asset values. This is particularly true for those businesses in which Goldman Sachs has net "long" positions, receives fees based on the value of assets managed, or receives or posts collateral.
- Goldman Sachs' businesses have been and may be adversely affected by disruptions in the credit markets, including reduced access to credit and higher costs of obtaining credit.
- Goldman Sachs' market-making activities have been and may be affected by changes in the levels of market volatility.
- Goldman Sachs' investment banking, client execution and investment management businesses have been adversely affected and may in the future be adversely affected by market uncertainty or lack of confidence among investors and CEOs due to general declines in economic activity and other unfavourable economic, geopolitical or market conditions.
- Goldman Sachs' investment management business may be affected by the poor investment performance of its investment products or a client preference for products other than those which Goldman Sachs offers.
- Goldman Sachs may incur losses as a result of ineffective risk management processes and strategies.
- Goldman Sachs' liquidity, profitability and businesses may be adversely affected by an inability to access the debt capital markets or to sell assets or by a reduction in its credit ratings or by an increase in its credit spreads.
- A failure to appropriately identify and address potential conflicts of interest could adversely affect Goldman Sachs' businesses.
- A failure in Goldman Sachs' operational systems or infrastructure, or those of third parties, as well as human error, could impair Goldman Sachs' liquidity, disrupt Goldman Sachs' businesses, result in the disclosure of confidential information, damage Goldman Sachs' reputation and cause losses.
- A failure to protect Goldman Sachs' computer systems, networks and information, and Goldman Sachs' clients' information, against cyber attacks and similar threats could impair Goldman Sachs' ability to conduct Goldman Sachs' businesses, result in the disclosure, theft or destruction of confidential information, damage Goldman Sachs' reputation and cause losses
- The Guarantor is a holding company and is dependent for liquidity on payments from its subsidiaries, many of which are subject to restrictions.
- The application of regulatory strategies and requirements in the United States and non-U.S. jurisdictions to facilitate the orderly resolution of large financial institutions could create greater risk of loss for the Guarantor's security holders and the Securities guaranteed by the Guarantor.

- The application of the Guarantor's proposed resolution strategy could result in greater losses for the Guarantor's security holders and the Securities guaranteed by the Guarantor, and failure to address shortcomings in its resolution plan could subject the Guarantor to increased regulatory requirements.
- Goldman Sachs' businesses, profitability and liquidity may be adversely affected by deterioration in the credit quality of, or defaults by, third parties who owe Goldman Sachs money, securities or other assets or whose securities or obligations Goldman Sachs holds.
- Concentration of risk increases the potential for significant losses in Goldman Sachs' market-making, underwriting, investing and lending activities.
- The financial services industry is both highly competitive and interrelated. The intense competition may among others negatively affect the ability of Goldman Sachs to expand. The fact that a significant volume of transactions occurs among a limited number of members of the financial industry increases the risk that allegations are raised that such institutions have colluded in order to manipulate markets or market prices, including allegations that antitrust laws have been violated.
- Goldman Sachs faces enhanced risks as new business initiatives lead it to transact with a broader array of clients and counterparties and exposes it to new asset classes and new markets.
- Derivative transactions and delayed settlements may expose Goldman Sachs to unexpected risk and potential losses.
- Goldman Sachs' businesses may be adversely affected if Goldman Sachs is unable to hire and retain qualified employees.
- Goldman Sachs may be adversely affected by increased governmental and regulatory scrutiny or negative publicity.
- Substantial legal liability or significant regulatory action against Goldman Sachs could have material adverse financial effects or cause significant reputational harm to Goldman Sachs, which in turn could seriously harm its business prospects.
- The growth of electronic trading and the introduction of new trading technology may adversely affect Goldman Sachs' business and may increase competition.
- Goldman Sachs' commodities activities, particularly its physical commodities businesses, subject Goldman Sachs to extensive regulation and involve certain potential risks, including environmental, reputational and other risks that may expose it to significant liabilities and costs.
- In conducting its businesses around the world, Goldman Sachs is subject to political, economic, legal, operational and other risks that are inherent in operating in many countries.
- Goldman Sachs may incur losses as a result of unforeseen or catastrophic events, including the emergence of a pandemic, terrorist attacks, extreme weather events or other natural disasters."

6. In the Prospectuses in the German translation of the summary (Deutsche Übersetzung der Zusammenfassung) in section "I. Summary" under "Punkt B.4b" in subsection "I. Informationen bezüglich der Goldman, Sachs & Co. Wertpapier GmbH als Emittentin" on the page indicated in **Item 6** of the Table (page 17) the whole text shall be replaced as follows:

"Die Emittentin geht von einem weiteren Anstieg der Emissionstätigkeit im Geschäftsjahr 2017 aus. Die erwartete

Steigerung der Aktivität, die insbesondere den deutschen Markt betrifft, ist dem weiterhin großen Kundeninteresse an Optionsscheinen und strukturierten Produkten geschuldet. Zusätzliche Automatisierungen im Emissionsprozess sind durchgeführt worden und erlauben die weitgehend vollautomatische Emission neuer Optionsscheine und Zertifikate. Weiterhin wird in einem volatilen Marktumfeld mit einer Vielzahl von Nachemissionen im Turbo-Optionsschein- und Bonus-Zertifikat-Bereich in Folge von Barrierebrüchen gerechnet. Zusätzlich ist die Erweiterung des Produktportfolios von Optionsscheinen und anderen Hebelprodukten geplant. Die Emissionstätigkeit in den Niederlanden wird dagegen eher auf dem aktuellen Niveau erwartet, da hier eine Grundaussstattung von Wertpapieren ausschließlich ohne vorbestimmten Fälligkeitstermin erstellt wurde, und hier nicht mit der Notwendigkeit der Nachemission im niedriggehebelten Bereich gerechnet wird. Die Emittentin ist Teil einer firmenweiten Erörterung des UK-Brexits, insbesondere hinsichtlich der eventuellen Auswirkungen auf das Geschäftsmodell der Emittentin."

7. In the Prospectuses in the German translation of the summary (Deutsche Übersetzung der Zusammenfassung) in section "I. Summary" under "Punkt B.12" in subsection "I. Informationen bezüglich der Goldman, Sachs & Co. Wertpapier GmbH als Emittentin" on the page indicated in Item 7 of the Table (page 17) the whole text shall be replaced as follows:

"Die folgende Tabelle enthält ausgewählte Finanzinformationen bezüglich der Emittentin, die den geprüften Abschlüssen vom 31. Dezember 2016 bzw. 31. Dezember 2015 jeweils für das am 31. Dezember 2016 bzw. 31. Dezember 2015 geendete Geschäftsjahr entnommen sind:

Informationen zur Gewinn- und Verlustrechnung		
	Für das Geschäftsjahr endend am	
	31. Dezember 2016	31. Dezember 2015
	<i>(EUR)</i>	
Ergebnis der gewöhnlichen Geschäftstätigkeit	787.784,88	677.585,76
Steuern vom Einkommen	-270.600,86	-216.316,24
Jahresüberschuss	517.184,02	461.269,52

Bilanzinformationen		
	31. Dezember 2016	31. Dezember 2015
	<i>(EUR)</i>	
Summe der Aktiva	6.047.710.358,96	4.975.138.387,11
Summe des Eigenkapitals	3.851.963,16	3.334.779,14

Seit dem Stichtag des letzten veröffentlichten geprüften Jahresabschlusses (31. Dezember 2016) hat es keine wesentlichen negativen Veränderungen in den Geschäftsaussichten der Emittentin gegeben.

Nicht anwendbar. Seit dem Stichtag des letzten veröffentlichten geprüften Jahresabschlusses (31. Dezember 2016) sind keine wesentlichen Veränderungen in der Finanzlage oder Handelsposition der Emittentin eingetreten."

8. In the Prospectuses in the German translation of the summary (Deutsche Übersetzung der Zusammenfassung) in section "I. Summary" under "Punkt B.4b" (for the Prospectus which is indicated as Prospectus No. 1 in the Table (page 17)) and/or "Punkt B.19 (B.4b)" (for the Prospectus which is indicated as Prospectus No. 2 in the Table (page 17)) in subsection "2. Informationen bezüglich der The Goldman Sachs Group, Inc. als Garantin" on the page indicated in Item 8 of the Table (page 17) the whole text shall be replaced as follows:

"Die Geschäftsaussichten der Garantin für das restliche Jahr 2017 werden, möglicherweise nachteilig, von Entwicklungen der globalen, regionalen und nationalen Wirtschaft – einschließlich der Vereinigten Staaten – sowie von Kursentwicklungen und Aktivitäten in Finanz-, Rohstoff-, Devisen- und anderen Märkten, Zinsschwankungen, politischen und militärischen Entwicklungen in der ganzen Welt, Kundenaktivitäten und rechtlichen sowie regulatorischen Entwicklungen in den Vereinigten Staaten und anderen Ländern, in denen die Garantin geschäftlich tätig ist, beeinflusst werden."

9. In the Prospectuses in the German translation of the summary (Deutsche Übersetzung der Zusammenfassung) in section "I. Summary" under "Punkt B.12" (for the Prospectus which is indicated as Prospectus No. 1 in the Table (page 17)) and/or "Punkt B.19 (B.12)" (for the Prospectus which is indicated as Prospectus No. 2 in the Table (page 17)) in subsection "2. Informationen bezüglich der The Goldman Sachs Group, Inc. als Garantin" on the page indicated in Item 9 of the Table (page 17) the whole text shall be replaced as follows:

"Die folgende Tabelle enthält ausgewählte Finanzinformationen bezüglich der Garantin, die dem geprüften Konzernabschluss vom 31. Dezember 2016 jeweils für das am 31. Dezember 2016 bzw. 31. Dezember 2015 geendete Geschäftsjahr entnommen sind:

Informationen zur Ertragslage		
	Für das Geschäftsjahr endend am	
	31. Dezember 2016	31. Dezember 2015
	<i>(in Mio. USD)</i>	
Gesamtumsatz (ohne Zinserträge)	28.021	30.756
Umsatz einschließlich Zinserträgen	30.608	33.820
Ergebnis vor Steuern	10.304	8.778

Bilanzinformationen		
	31. Dezember 2016	31. Dezember 2015
	<i>(in Mio. USD)</i>	
Summe der Aktiva	860.165	861.395

Summe der Verbindlichkeiten	773.272	774.667
Summe Eigenkapital	86.893	86.728

Seit dem Stichtag des letzten veröffentlichten geprüften Jahresabschlusses (31. Dezember 2016) 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.

Nicht anwendbar. Seit dem Stichtag des letzten veröffentlichten geprüften Jahresabschlusses (31. Dezember 2016) sind keine wesentlichen Veränderungen in der Finanzlage oder Handelsposition der Goldman Sachs Gruppe eingetreten."

10. In the Prospectuses in the German translation of the summary (Deutsche Übersetzung der Zusammenfassung) in section "I. Summary" under "Punkt D.3 [D.6]" in subsection "I. Mit der Garantin verbundene Risikofaktoren" (for the Prospectus which is indicated as Prospectus No. 1 in the Table (page 17)) and/or "Punkt D.2" in subsection "Mit der Garantin verbundene Risikofaktoren" (for the Prospectus which is indicated as Prospectus No. 2 in the Table (page 17)) on the page indicated in Item 10 of the Table (page 17) the whole text shall be replaced as follows:

"Als Teil eines globalen Finanzdienstleistungskonzerns ist die Garantin den folgenden Risiken ausgesetzt:

- Das Geschäft von Goldman Sachs wurde und kann auch weiterhin durch Ereignisse auf den globalen Finanzmärkten und durch die allgemeinen wirtschaftlichen Bedingungen negativ beeinflusst werden.
- Die Geschäftstätigkeit von Goldman Sachs und ihrer Kunden sind weltweit Gegenstand weitreichender und einschneidender Regulierungen.
- Das Geschäft von Goldman Sachs wurde und kann von fallenden Anlagewerten negativ beeinflusst werden. Dies trifft insbesondere auf Geschäfte zu, in denen sie netto "Long" Positionen hält oder Gebühren erhält, welche auf dem Wert der verwalteten Vermögenswerte basieren, oder im Fall von Geschäften, bei denen sie Sicherheiten erhält oder stellt.
- Das Geschäft von Goldman Sachs wurde und kann von Störungen an den Kreditmärkten, einschließlich des eingeschränkten Zugangs zu Krediten sowie von erhöhten Kosten für den Erhalt eines Kredits, negativ beeinflusst werden.
- Die Market Making-Aktivitäten von Goldman Sachs wurden und können durch Veränderungen in der Höhe der Marktvolatilität beeinflusst werden.
- Die Geschäftsbereiche Investment Banking (*Investment Banking*), Ausführung von Kundengeschäften (Client Execution) und Anlageverwaltung (*Investment Management*) von Goldman Sachs wurden negativ beeinflusst und können auch in Zukunft aufgrund von Marktunsicherheit und mangelndem Vertrauen unter Investoren und Unternehmensleitern aufgrund des allgemeinen Rückgangs geschäftlicher Aktivitäten und anderer unvoreilhafter wirtschaftlicher bzw. geopolitischer Bedingungen oder unvoreilhafter Marktbedingungen negativ beeinflusst werden.

- Der Geschäftsbereich Anlageverwaltung (*Investment Management*) von Goldman Sachs kann durch das schlechte Anlageergebnis ihrer Anlageprodukte oder einer Kundenpräferenz für andere Produkte als solche, die Goldman Sachs anbietet, negativ beeinflusst werden.
- Bei Goldman Sachs können Verluste aufgrund von ineffektiven Risikomanagementverfahren und -strategien entstehen.
- Die Liquidität, die Profitabilität und allgemein die Geschäftstätigkeit von Goldman Sachs können negativ beeinflusst werden, falls Goldman Sachs der Zugang zu Fremdkapitalmärkten oder der Verkauf von Vermögen nicht möglich sein sollte oder falls das Credit Rating von Goldman Sachs herabgestuft werden sollte oder falls die Credit Spreads von Goldman Sachs erhöht werden.
- Falls die Identifizierung und eine Adressierung von möglichen Interessenkonflikten nicht angemessen erfolgt, kann das Geschäft von Goldman Sachs negativ beeinflusst werden.
- Ein Ausfall in den operationellen Systemen oder der Infrastruktur dieser Systeme von Goldman Sachs, oder denen von dritten Parteien, als auch menschliches Versagen, können die Liquidität von Goldman Sachs beeinträchtigen, die Geschäftstätigkeit stören, zur Offenlegung vertraulicher Informationen führen, die Reputation von Goldman Sachs schädigen oder zu Verlusten führen.
- Ein Scheitern beim Schutz der Computersysteme, der Netzwerke und von Informationen von Goldman Sachs sowie von Kundeninformationen gegen Internetangriffe und ähnliche Bedrohungen, können die Fähigkeit von Goldman Sachs beeinträchtigen, die Geschäfte zu betreiben, zur Enthüllung, Entwendung oder Vernichtung vertraulicher Informationen führen, die Reputation von Goldman Sachs schädigen oder zu Verlusten führen.
- Die Garantin ist eine Holdinggesellschaft und ist im Hinblick auf ihre Liquidität von Zahlungen ihrer Tochtergesellschaften, die zahlreichen Beschränkungen unterliegen, abhängig.
- Die Anwendung von Regulierungsstrategien und Anforderungen im Zusammenhang mit der Abwicklung von großen Finanzinstituten in den Vereinigten Staaten und Nicht-US-Rechtsordnungen können zu einem erhöhten Verlustrisiko für Inhaber von Wertpapieren der Garantin sowie von Wertpapieren, die durch die Garantin garantiert werden, führen.
- Die Anwendung der Abwicklungsstrategien der Garantin können zu einem erhöhten Verlustrisiko für Inhaber von Wertpapieren der Garantin sowie von Wertpapieren, die durch die Garantin garantiert werden, führen, darüber hinaus kann die Nichtbehebung von Mängeln in ihrem Abwicklungsplan die Garantin erhöhten regulatorischen Anforderungen unterwerfen.
- Das Geschäft, die Profitabilität und die Liquidität von Goldman Sachs könnte durch eine Verschlechterung der Kreditqualität oder den Ausfall von Geschäftspartnern von Goldman Sachs, die Goldman Sachs Geld, Wertpapiere oder andere Vermögenswerte schulden oder deren Wertpapiere und Verpflichtungen Goldman Sachs als Gläubiger hält, negativ beeinflusst werden.
- Die Konzentration von Risiken erhöht die Wahrscheinlichkeit von erheblichen Verlusten in den Tätigkeitsbereichen Market Making, Übernahmen (Underwriting), Investitionen und Darlehensgewährung von Goldman Sachs.
- Die Finanzdienstleistungsindustrie ist einem intensiven Wettbewerb unterworfen und steht auch in Wechselbeziehungen zueinander. Der intensive Wettbewerb untereinander kann sich negativ auf die Möglichkeit der Geschäftsentwicklung von Goldman Sachs auswirken. Der Umstand, dass ein signifikantes Transaktionsvolumen zwischen einer begrenzten Anzahl von Mitgliedern der Finanzindustrie stattfindet, erhöht das Risiko

von Vorwürfen, dass diese Unternehmen unerlaubt zusammengewirkt haben, um Märkte oder Marktpreise zu manipulieren, einschließlich Vorwürfen, dass kartellrechtliche Bestimmungen verletzt worden sind.

- Goldman Sachs ist erhöhten Risiken ausgesetzt, da neue Geschäftsinitiativen dazu führen, dass Transaktionen mit einer größeren Anzahl von Kunden und Gegenparteien, neuen Anlageklassen und in neuen Märkten durchgeführt werden.
- Derivative Transaktionen und Verzögerungen bei der Abwicklung können bei Goldman Sachs zu unerwartetem Risiko und potenziellen Verlusten führen.
- Das Geschäft von Goldman Sachs kann negativ beeinflusst werden, wenn es Goldman Sachs nicht gelingt, qualifizierte Mitarbeiter einzustellen und zu halten.
- Goldman Sachs kann durch zunehmende staatliche und regulatorische Überwachung oder durch Negativschlagzeilen negativ beeinflusst werden.
- Eine wesentliche rechtliche Haftung von Goldman Sachs oder signifikante regulatorische Maßnahmen gegen Goldman Sachs könnten wesentliche negative finanzielle Auswirkungen auf Goldman Sachs haben oder signifikante Reputationsschäden verursachen, welche die Geschäftsaussichten von Goldman Sachs erheblich beeinträchtigen könnten.
- Das Wachstum des elektronischen Handels und die Einführung von neuen Handelstechnologien können eine negative Auswirkung auf das Geschäft von Goldman Sachs haben und den Wettbewerb verstärken.
- Die Aktivitäten von Goldman Sachs im Rohstoffbereich, insbesondere die Geschäftstätigkeiten im Bereich der physischen Rohstoffe, unterwerfen Goldman Sachs umfangreicher Regulierung und bringen bestimmte Risiken einschließlich Umwelt-, Reputations- und andere Risiken mit sich, die Goldman Sachs erheblichen Verpflichtungen und Kosten aussetzen können.
- Im Rahmen ihrer weltweiten Geschäftstätigkeit ist Goldman Sachs politischen, wirtschaftlichen, rechtlichen, operationellen und sonstigen Risiken ausgesetzt, die mit der Tätigkeit in einer Vielzahl von Ländern verbunden sind.
- Aufgrund von unvorhersehbaren Ereignissen oder Katastrophen (einschließlich des Ausbreitens einer Epidemie, Terroranschlägen, extremen Wetterbedingungen oder anderen Naturkatastrophen) kann es zu Verlusten bei Goldman Sachs kommen."

11. In the Prospectuses the information contained in section "II. Risk factors – B. Risk Factors relating to the Guarantor" on the page indicated in Item II of the Table (page 17) shall be replaced as follows:

"The Goldman Sachs Group, Inc. (the "**Guarantor**") and affiliated companies (together "**Goldman Sachs**" or "**The Goldman Sachs Group**") face a variety of risks that are substantial and inherent in their businesses, including market, liquidity, credit, operational, legal, regulatory and reputational risks that may thus affect the financial condition.

- Goldman Sachs' businesses have been and may continue to be adversely affected by conditions in the global financial markets and economic conditions generally.
- Goldman Sachs' businesses and those of its clients are subject to extensive and pervasive regulation around the world.
- Goldman Sachs' businesses have been and may be adversely affected by declining asset values. This is particu-

larly true for those businesses in which Goldman Sachs has net "long" positions, receives fees based on the value of assets managed, or receives or posts collateral.

- Goldman Sachs' businesses have been and may be adversely affected by disruptions in the credit markets, including reduced access to credit and higher costs of obtaining credit.
- Goldman Sachs' market-making activities have been and may be affected by changes in the levels of market volatility.
- Goldman Sachs' investment banking, client execution and investment management businesses have been adversely affected and may in the future be adversely affected by market uncertainty or lack of confidence among investors and CEOs due to general declines in economic activity and other unfavourable economic, geopolitical or market conditions.
- Goldman Sachs' investment management business may be affected by the poor investment performance of its investment products or a client preference for products other than those which Goldman Sachs offers.
- Goldman Sachs may incur losses as a result of ineffective risk management processes and strategies.
- Goldman Sachs' liquidity, profitability and businesses may be adversely affected by an inability to access the debt capital markets or to sell assets or by a reduction in its credit ratings or by an increase in its credit spreads.
- A failure to appropriately identify and address potential conflicts of interest could adversely affect Goldman Sachs' businesses.
- A failure in Goldman Sachs' operational systems or infrastructure, or those of third parties, as well as human error, could impair Goldman Sachs' liquidity, disrupt Goldman Sachs' businesses, result in the disclosure of confidential information, damage Goldman Sachs' reputation and cause losses.
- A failure to protect Goldman Sachs' computer systems, networks and information, and Goldman Sachs' clients' information, against cyber attacks and similar threats could impair Goldman Sachs' ability to conduct Goldman Sachs' businesses, result in the disclosure, theft or destruction of confidential information, damage Goldman Sachs' reputation and cause losses
- The Guarantor is a holding company and is dependent for liquidity on payments from its subsidiaries, many of which are subject to restrictions.
- The application of regulatory strategies and requirements in the United States and non-U.S. jurisdictions to facilitate the orderly resolution of large financial institutions could create greater risk of loss for the Guarantor's security holders and the Securities guaranteed by the Guarantor.
- The application of the Guarantor's proposed resolution strategy could result in greater losses for the Guarantor's security holders and the Securities guaranteed by the Guarantor, and failure to address shortcomings in its resolution plan could subject the Guarantor to increased regulatory requirements.
- Goldman Sachs' businesses, profitability and liquidity may be adversely affected by deterioration in the credit quality of, or defaults by, third parties who owe Goldman Sachs money, securities or other assets or whose securities or obligations Goldman Sachs holds.
- Concentration of risk increases the potential for significant losses in Goldman Sachs' market-making, underwriting, investing and lending activities.
- The financial services industry is both highly competitive and interrelated. The intense competition may among others negatively affect the ability of Goldman Sachs to expand. The fact that a significant volume of transac-

tions occurs among a limited number of members of the financial industry increases the risk that allegations are raised that such institutions have colluded in order to manipulate markets or market prices, including allegations that antitrust laws have been violated.

- Goldman Sachs faces enhanced risks as new business initiatives lead it to transact with a broader array of clients and counterparties and exposes it to new asset classes and new markets.
- Derivative transactions and delayed settlements may expose Goldman Sachs to unexpected risk and potential losses.
- Goldman Sachs' businesses may be adversely affected if Goldman Sachs is unable to hire and retain qualified employees.
- Goldman Sachs may be adversely affected by increased governmental and regulatory scrutiny or negative publicity.
- Substantial legal liability or significant regulatory action against Goldman Sachs could have material adverse financial effects or cause significant reputational harm to Goldman Sachs, which in turn could seriously harm its business prospects.
- The growth of electronic trading and the introduction of new trading technology may adversely affect Goldman Sachs' business and may increase competition.
- Goldman Sachs' commodities activities, particularly its physical commodities businesses, subject Goldman Sachs to extensive regulation and involve certain potential risks, including environmental, reputational and other risks that may expose it to significant liabilities and costs.
- In conducting its businesses around the world, Goldman Sachs is subject to political, economic, legal, operational and other risks that are inherent in operating in many countries.
- Goldman Sachs may incur losses as a result of unforeseen or catastrophic events, including the emergence of a pandemic, terrorist attacks, extreme weather events or other natural disasters.

The Securities are not bank deposits and are not insured or guaranteed in the United States by the Federal Deposit Insurance Corporation, the Deposit Insurance Fund or any other governmental agency. The Securities are guaranteed by the Guarantor and the Guarantee will rank pari passu with all other unsecured and unsubordinated indebtedness of the Guarantor."

12. In the Prospectus, which is indicated as Prospectus No. 1 in the Table (page 17), the information contained in section "VII. Important information about the Issuer" on the page indicated in Item 12 of the Table (page 17) shall be replaced as follows:

"With respect to the required information about Goldman, Sachs & Co. Wertpapier GmbH as Issuer of the Securities, reference is made pursuant to Section 11 German Securities Prospectus Act to the Registration Document of Goldman, Sachs & Co. Wertpapier GmbH and The Goldman Sachs Group, Inc. dated 28 February 2017 (the "**Registration Document**") which has been filed with the Competent Authority (detailed information about the pages in the Registration Document, to which reference is made with respect to the required information about the Issuer, can be found in section "XIII. Documents incorporated by reference")."

13. In the Prospectus, which is indicated as Prospectus No. 2 in the Table (page 17), the information contained in section **"VII. Important information about the Issuer"** on the page indicated in **Item 13** of the Table (page 17) shall be replaced as follows:

"With respect to the required information about Goldman, Sachs & Co. Wertpapier GmbH as Issuer of the Securities, reference is made pursuant to Section 11 German Securities Prospectus Act to the Registration Document of Goldman, Sachs & Co. Wertpapier GmbH and The Goldman Sachs Group, Inc. dated 28 February 2017 (the **"Registration Document"**) which has been filed with the Competent Authority (detailed information about the pages in the Registration Document, to which reference is made with respect to the required information about the Issuer, can be found in section "XIII. Information incorporated by reference")."

14. In the Prospectus, which is indicated as Prospectus No. 1 in the Table (page 17), the information contained in section **"VIII. Important information about the Guarantor"** on the page indicated in **Item 14** of the Table (page 17) shall be 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 (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 pursuant to Section 11 German Securities Prospectus Act is made to the following documents filed with the SEC (the **"SEC Documents"**) and which are also filed with the *Commission de Surveillance du Secteur Financier* (CSSF) (the **"CSSF"**) in Luxembourg:

- the Proxy Statement relating to the Annual Meeting of Shareholders on 20 May 2016 (the **"Proxy Statement 2016"**), filed with the SEC on 8 April 2016; and
- the Annual Report on Form 10-K for the fiscal year ended 31 December 2016 (the **"Form 10-K 2016"**, containing financial statements relating to the fiscal years ended 31 December 2016 and 31 December 2015, which includes Exhibit 21.1 thereto), filed with the SEC on 27 February 2017.

The SEC 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 www.sec.gov. In addition, the SEC Documents are available from the website of the Luxembourg stock exchange at www.bourse.lu. In addition, the SEC Documents are available free of charge from Goldman Sachs International, Frankfurt Branch, MesseTurm, Friedrich-Ebert-Anlage 49, 60308 Frankfurt am Main."

15. In the Prospectus, which is indicated as Prospectus No. 2 in the Table (page 17), the information contained in section **"VIII. Important information about the Guarantor"** on the page indicated in **Item 15** of the Table (page 17) shall be 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 (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. Information 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 pursuant to Section 11 German Securities Prospectus Act is made to the following documents filed with the SEC (the "SEC Documents") and which are also filed with the *Commission de Surveillance du Secteur Financier* (CSSF) (the "CSSF") in Luxembourg:

- the Proxy Statement relating to the Annual Meeting of Shareholders on 20 May 2016 (the "**Proxy Statement 2016**"), filed with the SEC on 8 April 2016; and
- the Annual Report on Form 10-K for the fiscal year ended 31 December 2016 (the "**Form 10-K 2016**", containing financial statements relating to the fiscal years ended 31 December 2016 and 31 December 2015, which includes Exhibit 21.1 thereto), filed with the SEC on 27 February 2017.

The SEC 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 www.sec.gov. In addition, the SEC Documents are available from the website of the Luxembourg stock exchange at www.bourse.lu. In addition, the SEC Documents are available free of charge from Goldman Sachs International, Frankfurt Branch, MesseTurm, Friedrich-Ebert-Anlage 49, 60308 Frankfurt am Main."

16. In the Prospectuses referred to in the Table (page 17) below the first six paragraphs of the information contained in section "XIII. Documents incorporated by reference" (for the Prospectus which is indicated as Prospectus No. 1 in the Table (page 17)) and/or "XIII. Information incorporated by reference" (for the Prospectus which is indicated as Prospectus No. 2 in the Table (page 17)) on the page indicated in Item 16 of the Table (page 17) shall be replaced as follows:

"With respect to the information on Goldman, Sachs & Co. Wertpapier GmbH as Issuer of the Securities, reference in section "VII. Important information about the Issuer" is made pursuant to Section 11 German Securities Prospectus Act to pages 5 to 6, 12 to 17, F-1 to F-14 and G-1 to G-14 of the Registration Document of Goldman, Sachs & Co. Wertpapier GmbH and The Goldman Sachs Group, Inc. dated 28 February 2017 which has been approved by the Competent Authority.

With respect to the information on The Goldman Sachs Group, Inc. as Guarantor of the Securities, reference in section "VIII. Important information about the Guarantor" is made pursuant to Section 11 German Securities Prospectus Act to pages 7 to 9, 18 to 25 of the Registration Document of Goldman, Sachs & Co. Wertpapier GmbH and The Goldman Sachs Group, Inc. dated 28 February 2017 which has been approved by the Competent Authority.

Insofar as reference is made above to certain parts of the Registration Document, only these parts shall form part of this Base Prospectus and all other information contained in the Registration Document is either not relevant for the investor or is covered elsewhere in this Base Prospectus.

The Registration Document is available free of charge at Goldman Sachs International, Frankfurt Branch, MesseTurm, Friedrich-Ebert-Anlage 49, 60308 Frankfurt am Main.

With respect to the information about The Goldman Sachs Group, Inc. as Guarantor of the Securities reference in section "VIII. Important information about the Guarantor" is made pursuant to Section 11 of the German Securities Prospectus Act to the following SEC Documents:

- the Proxy Statement 2016, filed with the SEC on 8 April 2016; and
- the Form 10-K 2016, filed with the SEC on 27 February 2017.

The SEC Documents have been filed with the SEC by the Guarantor and are available from the SEC website at www.sec.gov. In connection with the approval of the European Base Prospectus relating to the Euro-Medium Term Notes, Series F of The Goldman Sachs Group, Inc. dated 21 April 2016 (as supplemented) the SEC Documents have also 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 www.bourse.lu. In addition, the SEC Documents are available free of charge from Goldman Sachs International, Frankfurt Branch, MesseTurm, Friedrich-Ebert-Anlage 49, 60308 Frankfurt am Main."

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
1	Base Prospectus for Securities (issued in the form of Certificates, Notes or Warrants)	Goldman, Sachs & Co. Wertpapier GmbH	12	18 March 2016	pages 12 - 13	pages 13 - 14	page 14	pages 15 - 16	pages 68 - 70	page 106
2	Base Prospectus for Securities (issued in the form of Certificates, Notes or Warrants)	Goldman, Sachs & Co. Wertpapier GmbH	1	13 February 2017	page 13	pages 13 - 14	pages 14 - 15	pages 15 - 16	pages 86 - 88	page 125

No.	Name of the Base Prospectus	Issuer	Supplement No.	Date of the Base Prospectus	Item 7	Item 8	Item 9	Item 10	Item 11	Item 12
1	Base Prospectus for Securities (issued in the form of Certificates, Notes or Warrants)	Goldman, Sachs & Co. Wertpapier GmbH	12	18 March 2016	pages 106 - 107	page 108	pages 109 - 110	pages 167 - 170	pages 206 - 212	page 637
2	Base Prospectus for Securities (issued in the form of Certificates, Notes or Warrants)	Goldman, Sachs & Co. Wertpapier GmbH	1	13 February 2017	page 126	page 127	pages 128 - 129	pages 206 - 209	pages 249 - 252	N/A

No.	Name of the Base Prospectus	Issuer	Supplement No.	Date of the Base Prospectus	Item 13	Item 14	Item 15	Item 16
1	Base Prospectus for Securities (issued in the form of Certificates, Notes or Warrants)	Goldman, Sachs & Co. Wertpapier GmbH	12	18 March 2016	N/A	page 638	N/A	page 722
2	Base Prospectus for Securities (issued in the form of Certificates, Notes or Warrants)	Goldman, Sachs & Co. Wertpapier GmbH	1	13 February 2017	page 711	N/A	pages 712 - 713	pages 800 - 801

The Supplement, the Prospectuses, the Registration Document 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/service/wertpapierprospekte.

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 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. No grounds must be stated for the withdrawal, which must be made in text form. The timely dispatch of the withdrawal is sufficient to comply with the deadline.

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

Frankfurt am Main, 28 February 2017

Goldman Sachs International, Frankfurt Branch

signed by Lennart Wilhelm

Goldman, Sachs & Co. Wertpapier GmbH

signed by Lennart Wilhelm

signed by Gencer Alp