

Supplement No. 3

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

dated 5 May 2015

to the

Registration Document

dated 4 March 2015

of

Goldman, Sachs & Co. Wertpapier GmbH
Frankfurt am Main

and

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

Subject of this supplement (the "**Supplement**") is the Quarterly Report on Form 10-Q for the fiscal quarter ended 31 March 2015 (the "**Report**"), which has been filed with the US Securities and Exchange Commission (the "**SEC**") by the The Goldman Sachs Group, Inc. ("**GSG**") on 5 May 2015. The Report has been published on 5 May 2015 and the Report is available free of charge at Goldman Sachs International, Frankfurt Branch, MesseTurm, Friedrich-Ebert-Anlage 49, 60308 Frankfurt am Main.

The information contained in the Registration Document (as supplemented) shall be supplemented as described in the following:

1. In the Registration Document in subsection "**I. Auditors and Selected Financial Information**" of section "**E. The Goldman Sachs Group, Inc.**" on page 19 et seq. the table contained in the second paragraph under the caption: "**2. Selected financial information**" shall be replaced as follows:

"The following table shows selected key historical financial information in relation to GSG which is derived from the unaudited condensed consolidated financial statement as of 31 March 2015 and for the three months ended 31 March 2015 and 2014 and from the audited financial statements as of 31 December 2014 and 2013 and for each of the two years in the period ended 31 December 2014 and 2013:

Earnings information				
	Three months ended		As of and for the Year ended	
	31 March 2015	31 March 2014	31 December 2014	31 December 2013
	<i>(in USD millions)</i>			
Total non-interest revenues	9,758	8,291	30,481	30,814
Net revenues, including net interest income	10,617	9,328	34,528	34,206
Pre-tax earnings	3,934	3,021	12,357	11,737

Balance sheet information			
	31 March 2015	31 December 2014	31 December 2013
	<i>(in USD millions)</i>		
Total assets	865,458	856,240	911,507
Total liabilities	780,331	773,443	833,040
Total shareholders' equity	85,127	82,797	78,467

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2. In the Registration Document the information contained in subsection "**I. Auditors and Selected Financial Information**" the first paragraph under the caption "**3. Significant changes in the financial or trading position of GSG and trend information**" of section "**E. The Goldman Sachs Group, Inc.**" on page 20 shall be replaced as follows:

"There has been no significant change in the financial or trading position of GSG since the date of the last interim financial information (31 March 2015) which would impair GSG's capability to fulfill its obligations under the Guarantee."

3. In the Registration Document in subsection "**III. Additional Information about GSG**" of section "**E. The Goldman Sachs Group, Inc.**" on page 23 the following point shall be added at the end of the list contained in the first paragraph:

- the Quarterly Report on Form 10-Q for the fiscal quarter ended 31 March 2015 (the "**Form 10-Q First Quarter 2015**"), filed with the SEC on 5 May 2015."

4. In the Registration Document in subsection "**III. Additional Information about GSG**" of section "**E. The Goldman Sachs Group, Inc.**" on page 23 et seq. the table contained in the second paragraph shall be replaced as follows:

"

Information required by the Prospectus Regulation	Documents / Location
Selected financial information for the fiscal years ended 31 December 2014 and 31 December 2013 (Annex IV, Section 3 of the Prospectus Regulation)	Form 10-K 2014 (p. 224)
Unaudited selected interim financial information (Annex IV, Section 3 of the Prospectus Regulation)	Form 8-K 16 April 2015 (pp. 6-9, Exhibit 99.1)
Risk factors relating to GSG (Annex IV, Section 4 of the Prospectus Regulation)	Form 10-K 2014 (pp. 25-42)
Information about GSG	
History and development of GSG (Annex IV, Section 5.1 of the Prospectus Regulation)	Form 10-K 2014 (p. 1, 123) Form 8-K 11 March 2015 (p. 2)
Investments (Annex IV, Section 5.2 of the Prospectus Regulation)	Form 10-K 2014 (pp. 84-85, 129)
Business Overview	
Principal activities (Annex IV, Section 6.1 of the Prospectus Regulation)	Form 10-K 2014 (pp. 1-6, 8-23, 123)
Principal markets (Annex IV, Section 6.2 of the Prospectus Regulation)	Form 10-K 2014 (pp. 1, 45, 49-50, 207-208)

Organisational structure (Annex IV, Section 7 of the Prospectus Regulation)	Form 10-K 2014 (pp. 1-5, Exhibit 21.1)
Trend information (Annex IV, Section 8.2 of the Prospectus Regulation)	Form 10-K 2014 (pp. 48-114) Form 10-Q First Quarter 2015 (pp.102-164)
Administrative, management and supervisory bodies, including conflicts of interest (Annex IV, Section 10 of the Prospectus Regulation)	Form 10-K 2014 (p. 44) Proxy Statement 2015 (pp. 1, 4, 10-11, 14-35, 86-88) Form 8-K 9 March 2015 (p. 2)
Audit committee (Annex IV, Section 11.1 of the Prospectus Regulation)	Proxy Statement 2015 (pp. 25, 79-80) Form 8-K 9 March 2015 (p. 2)
Major shareholders (Annex IV, Section 12 of the Prospectus Regulation)	Proxy Statement 2015 (p. 91)
Financial information	
Audited historical financial information for the fiscal years ended 31 December 2014 and 31 December 2013 (Annex IV, Section 13.1-13.4 of the Prospectus Regulation)	Form 10-K 2014 (pp. 118-221)
Auditor's report (Annex IV, Section 13.1 of the Prospectus Regulation)	Form 10-K 2014 (p. 117)
Balance sheet (Annex IV, Section 13.1 of the Prospectus Regulation)	Form 10-K 2014 (p. 120)
Income statement (Annex IV, Section 13.1 of the Prospectus Regulation)	Form 10-K 2014 (pp. 118-119)
Cash flow statement (Annex IV, Section 13.1 of the Prospectus Regulation)	Form 10-K 2014 (p. 122)
Accounting policies and explanatory notes (Annex IV, Section 13.1 of the Prospectus Regulation)	Form 10-K 2014 (pp. 123-221)
Unaudited interim and other financial information (Annex IV, Section 13.5 of the Prospectus Regulation)	Form 8-K 16 April 2015 (pp. 6-9, Exhibit 99.1) Form 10-Q First Quarter 2015 (pp. 2-100)
Legal and arbitration proceedings (Annex IV, Section 13.6 of the Prospectus Regulation)	Form 10-K 2014 (pp. 43, 210-218) Form 10-Q First Quarter 2015 (pp.90-98)
Additional information	
Share capital (Annex IV, Section 14.1 of the Prospectus Regulation)	Form 10-K 2014 (pp. 120, 190-192) Form 10-Q First Quarter 2015 (pp. 4-5, 73-74)
Credit ratings (Annex V, Section 7.5 of the Prospectus Regulation)	Form 10-K 2014 (pp. 96-97)*

*) The rating scale for long-term debt ranges from Aaa (Fitch) / AAA (Moody's) / AAA (S&P) / AAA (DBRS) (highest quality, lowest risk) to D (Fitch and S&P) / C (Moody's) (payment difficulties, delay) / D (DBRS) (bankruptcy, insolvency). As far as information in relation to ratings of Rating and Investment Information, Inc. is included on those pages, such information is not incorporated by reference.

The Supplement, 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.

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, 5 May 2015

Goldman Sachs International, Frankfurt Branch

signed by Lennart Wilhelm

Goldman, Sachs & Co. Wertpapier GmbH

signed by Lennart Wilhelm

signed by Carsten Wagner