

Supplement

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

dated 16 January 2014

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 4)

Subject of this supplement (the "**Supplement**") is the Report on Form 8-K dated 16 January 2014 (the "**Report**"), which has been filed with the US Securities and Exchange Commission (the "**SEC**") by the Guarantor on 16 January 2014 and which is incorporated by reference into the base prospectuses (the "**Prospectuses**") as indicated in the table on page 4 (the "**Table**"). The Report has been published on 16 January 2014. The Report is available free of charge at Goldman Sachs International, Frankfurt Branch, Messe Turm, Friedrich-Ebert-Anlage 49, 60308 Frankfurt am Main.

The information included in the Prospectuses (as supplemented) 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, dated 11 November 2013 and dated 15 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, dated 15 November 2013 and dated 16 January 2014)".

*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;
- 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; and

- the Current Report on Form 8-K dated 16 January 2014 (the "**Form 8-K 16 January 2014**"), filed with the SEC on 16 January 2014."

*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:*

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- 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;
- the Form 8-K 14 November 2013, filed with the SEC on 15 November 2013; and
- the Form 8-K 16 January 2014, filed with the SEC on 16 January 2014."

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	7	4 July 2013	page 357	pages 431-432
2	Base Prospectus for Securities (issued in the form of Certificates, Notes or Warrants)	Goldman, Sachs & Co. Wertpapier GmbH	3	24 October 2013	page 646	page 717

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 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, 16 January 2014

Goldman Sachs International, Frankfurt Branch

signed by Tanja Grüner

Goldman, Sachs & Co. Wertpapier GmbH

signed by Tanja Grüner

signed by Gencer Alp