Supplement

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

dated 14 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 12) Subject of this supplement (the "**Supplement**") is the Quarterly Report on Form 10-Q for the fiscal quarter ended 30 September 2013 (the "**Report**"), which has been filed with the US Securities and Exchange Commission (the "**SEC**") by the Guarantor on 7 November 2013 and which is incorporated by reference into the base prospectuses (the "**Prospectuses**") as indicated in the table on page 12 (the "**Table**"). The Report has been published on 7 November 2013. In this context, the Supplement also incorporates by reference the registration document of Goldman, Sachs & Co. Wertpapier GmbH and The Goldman Sachs Group, Inc. dated 20 September 2013 into the base prospectus designated with number 1 in the Table. The Report is available free of charge at Goldman Sachs International, Frankfurt Branch, Messe Turm, Friedrich-Ebert-Anlage 49, 60308 Frankfurt am Main.

Due to a decision made by the Issuer on 13 November 2013 to going forward also issue Securities under the Prospectus designated with number 2 in the Table the Underlying and/or Basket Component of which is an index that is provided by a legal entity or a natural person acting in association with, or on behalf of, the Issuer, the statements pursuant to item 4.2.2 of Annex XII of the Commission Regulation (EC) No. 809/2004 dated 29 April 2004, as lastly amended by Commission Regulation (EU) No. 486/2012 dated 30 March 2012 and Commission Regulation (EU) No. 862/2012 dated 4 June 2012 (the "**Prospectus Regulation**") are incorporated by way of this Supplement into the Prospectus designated with number 2 in the Table.

The Prospectuses shall be supplemented as described in the following:

1. In the Prospectuses the information contained in section "VII. Important information about the Issuer" on the page indicated in Item 1 of the Table shall be deleted and 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 of The Goldman Sachs Group, Inc. dated 20 September 2013 (as supplemented by the supplement dated 23 October 2013 and dated 11 November 2013) (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")."

2. In the Prospectuses the information contained in section "VIII. Important information about the Guarantor" on the page indicated in Item 2 of the Table shall be deleted and 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 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; and
- 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 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 http://www.sec.gov. In addition, they are available from the website of the Luxembourg stock exchange at http://www.bourse.lu. In addition, the documents are available free of charge from Goldman Sachs International, Frankfurt Branch, MesseTurm, Friedrich-Ebert-Anlage 49, 60308 Frankfurt am Main."

3. In the Prospectus designated with number 1 in the Table below the information contained in section "XIII. Documents incorporated by reference " on the page indicated in Item 3 of the Table shall be deleted and replaced as follows:

"With respect to the information on Goldman, Sachs & Co. Wertpapier GmbH as Issuer of the Securities, reference on page 356 in section "**VII. Important information about the Issuer**" is made pursuant to Section 11 German Securities Prospectus Act to pages 5 to 6, 10 to 16, F-1 to F-12, G-1 to G-12 and H-1 to H-10 of the Registration Document 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 on page 357 in section "**VIII. Important information about the Guarantor**" is made pursuant to Section 11 German Securities Prospectus Act to pages 7-9 and 17-24 of the Registration Document 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 Warrants reference on page 357 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 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; and
- the Form 10-Q Third Quarter 2013, filed with the SEC on 7 November 2013.

The SEC Documents have been filed with the SEC by the Guarantor and are available from the SEC website at http://www.sec.gov. In connection with the approval of the registration document of The Goldman Sachs Group, Inc., Goldman Sachs International, and Goldman, Sachs & Co. Wertpapier GmbH dated 24 June 2013 and the supplements thereto dated 19 July 2013, 19 August 2013, 25 September 2013 and 24 October 2013 and any further supplements thereto 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 http://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."

4. In the Prospectus designated with number 2 in the Table below the information contained in section "XIII. Documents incorporated by reference " on the page indicated in Item 4 of the Table shall be deleted and replaced as follows:

"With respect to the information on Goldman, Sachs & Co. Wertpapier GmbH as Issuer of the Securities, reference on page 645 in section "**VII. Important information about the Issuer**" is made pursuant to Section 11 German Securities Prospectus Act to pages 5 to 6, 10 to 16, F-1 to F-12, G-1 to G-12 and H-1 to H-10 of the Registration Document 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 on page 646 in section "**VIII. Important information about the Guarantor**" is made pursuant to Section 11 German Securities Prospectus Act to pages 7-9 and 17-24 of the Registration Document 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 Warrants reference on page 646 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 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; and
- the Form 10-Q Third Quarter 2013, filed with the SEC on 7 November 2013.

The SEC Documents have been filed with the SEC by the Guarantor and are available from the SEC website at http://www.sec.gov. In connection with the approval of the registration document of The Goldman Sachs Group, Inc., Goldman Sachs International, and Goldman, Sachs & Co. Wertpapier GmbH dated 24 June 2013 and the supplements thereto dated 19 July 2013, 19 August 2013, 25 September 2013 and 24 October 2013 and any further supplements thereto 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 http://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."

5. In the Prospectus designated with number 1 in the Table below in the 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 5 of the Table the whole text shall be deleted and replaced by the following:

"The following table shows selected key historical financial information in relation to the Issuer which is derived from the unaudited interim financial statements as of 30 June 2013 and for the six months ended 30 June 2013 and 2012 and from the audited financial statements as of 31 December 2012 and 2011 and for each of the two years in the period ended 31 December 2012 and 2011:

Information in r	elation to the Profit a	nd Loss Account State	ement						
	Six mont	hs ended	As of and for the Year ended						
	30 June 2013	30 June 2012	31 December 2012	31 December 2011					
		((EUR)						
Operating in- come	189,934.70	379,320.33	710,866.34	535,325.49					
Taxation on income	60,631.19	119,089.02	224,054.41	169,876.52					
Net income	129,303.51	260,231.31	486,811.93	365,448.97					
Balance sheet info	ormation								
	30 June 2013		31 December 2012	31 December 2011					
	(EUR)								
Total assets		4,030,393,818.08	4,146,594,026.29	5,307,436,640.44					
Total capital and reserves		2,385,737.20	2,256,433.69	1,769,621.76					

There has been no material adverse change in the prospects of the Issuer since the date of the last audited financial statements (31 December 2012).

Since the end of the last financial period for which interim financial information have been published (30 June 2013) no significant change in the Issuer's financial or trading position has occurred."

6. In the Prospectuses in the section "I. Summary" under "Element B.12" in subsection "2. Information relating to The Goldman Sachs Group, Inc. as Guarantor" on the page indicated in Item 6 of the Table the whole text shall be deleted and replaced by the following:

"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 30 September 2013 and 2012 and for the nine months ended 30 September 2013 and 2012 and from the audited consolidated financial statements as of 31 December 2012 and 2011 and for each of the two years in the period ended 31 December 2012 and 2011:

Earnings inform	ation				
	Nine mon	ths ended	As of and for t	he Year ended	
	30 September 2013	30 September 2012	31 December 2012	31 December 2011	
		(in US	D millions)		
Total non- interest reve- nues	22,833	22,020	30,283	23,619	
Net revenues, including net interest income	25,424	24,927	34,163	28,811	
Pre-tax earnings	8,185	6,894	11,207	6,169	
Balance sheet info	ormation				
	30 Septem	nber 2013	31 December 2012	31 December 2011	
		(in US	D millions)		
Total assets	923	,223	938,555	923,225	
Total liabilities	845	,607	862,839	852,846	
Total sharehold- ers' equity	77,	616	75,716	70,379	

There has been no significant change in the financial or trading position of the Guarantor since the date of the last interim financial information (30 September 2013) 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 2012) which would impair its capability to fulfill its obligations under the Guarantee."

7. In the Prospectus designated with number 1 in the Table below in the German translation of the summary (Deutsche Übersetzung der Zusammenfassung) in the 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 the whole text shall be deleted and replaced by the following:

"Die folgende Tabelle enthält ausgewählte Finanzinformationen bezüglich der Emittentin, die den ungeprüften Zwischenabschlüssen vom 30. Juni 2013 jeweils für die am 30. Juni 2013 bzw. 2012 geendeten sechs Monate sowie den geprüften Abschlüssen vom 31. Dezember 2012 bzw. 31. Dezember 2011 jeweils für das am 31. Dezember 2012 bzw. 31. Dezember 2011 geendete Geschäftsjahr entnommen sind:

Informationen zur Gewinn- und Verlustrechnung									
	Für die sechs Monate er	ndend am	Für das Geschäftsjahr endend am						
	30. Juni 2013	30. Juni 2012	31. Dezember 2012	31. Dezember 2011					
		(EU	UR)						
Ergebnis der gewöhnlic hen Geschäftst ätigkeit	vöhnlic schäftst		710.866,34	535.325,49					
Steuern vom Einkomme n	60.631,19	119.089,02	224.054,41	169.876,52					
Jahresüber 129.303,51 schuss		260.231,31	486.811,93	365.448,97					

Bilanzinformationen

	30. Juni 2013	31. Dezember 2012	31. Dezember 2011					
	(EU	(EUR)						
Summe der Aktiva	4.030.393.818,08	4.146.594.026,29	5.307.436.640,44					
Summe des Eigenkapit als	2.385.737,20	2.256.433,69	1.769.621,76					

Seit dem Stichtag des letzten geprüften Jahresabschlusses (31. Dezember 2012) hat es keine wesentlichen negativen Veränderungen in den Geschäftsaussichten der Emittentin gegeben.

Seit dem Stichtag der letzten Zwischenfinanzinformationen (30. Juni 2013) 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 the section "I. Summary" under "Punkt B.12" in subsection "2. Informationen bezüglich der The Goldman Sachs Group, Inc. als Garantin" on the page indicated in Item 8 of the Table the whole text shall be deleted and replaced by the following:

"Die folgende Tabelle enthält ausgewählte Finanzinformationen bezüglich der Garantin, die den ungeprüften, verkürzten Konzernzwischenabschlüssen vom 30. September 2013 bzw. 30. September 2012 jeweils für die am 30. September 2013 bzw. 30. September 2012 geendeten neun Monate sowie den geprüften Konzernabschlüssen vom 31. Dezember 2012 bzw. 31. Dezember 2011 jeweils für das am 31. Dezember 2012 bzw. 31. Dezember 2011 geendete Geschäftsjahr entnommen sind:

Informationen zur Ertragslage									
	Für die neun M	onate endend am	Für das Geschäftsjahr endend im						
	30. September	30. September	31. Dezember 2012	31. Dezember 2011					
	2013	2012							
		(in l	Mio. USD)						
Gesamtumsatz (ohne	22.833	22.020	30.283	23.619					
Zinserträge)									
Umsatz einschließlich	25.424	24.927	34.163	28.811					
Zinserträgen									
Ergebnis vor Steuern	8.185	6.894	11.207	6.169					

	30. September 2013	31. Dezember 2012	31. Dezember 2011	
		(in Mio. USD)		
Summe der Aktiva	923.223	938.555	923.225	
Summe der Verbindlich-	845.607	862.839	852.846	
keiten				
Summe Eigenkapital	77.616	75.716	70.379	

Seit dem Stichtag der letzten Zwischenfinanzinformationen (30. September 2013) 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 2012) 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."

9. In the Prospectus designated with number 2 in the Table below the subsection "(g) Information about the Underlying" of the section "III. Information about the Securities – 1. General Information about the Securities" on the page indicated in Item 9 of the Table shall be deleted and replaced as follows:

"(g) Information about the Underlying

Provided that the Securities are linked to an Underlying and/or Basket Components these are specified in the Issue Specific Terms in the relevant Final Terms.

A description of the Underlying and/or of the Basket Components is contained under "Other Information" in the relevant Final Terms.

The source of information regarding information about the past and future performance and volatility of the Underlying and/or of the Basket Components is specified under "Other Information" in the relevant Final Terms.

Where the applicable Final Terms specify the Underlying and/or a Basket Components to be an index and if such index is provided by a legal entity or a natural person acting in association with, or on behalf of, the Issuer the Issuer makes the following statements:

- the complete set of rules of the index and information on the performance of the index are freely accessible on the Issuer's or the Index Sponsor's website; and
- the governing rules (including methodology of the index for the selection and the rebalancing of the components of the index, description of market disruption events and adjustment rules) are based on predetermined and objective criteria."

10. In the Prospectus designated with number 2 in the Table below the subparagraph with the heading "[Information relating to the Underlying and/or Basket Component [and/or Reference Rate]" of the subsection "Other Information" of the section "IX. Form of Final Terms" on the page indicated in Item 10 of the Table shall be deleted and replaced as follows:

"[Information relating to the Underlying and/or Basket Component [and/or Reference Rate]

The information about the relevant Underlying and/or Basket Components [and/or Reference Rate] consists of excerpts and summaries of publicly available sources, which may have been translated into the English language. The Issuer confirms that this information has been accurately reproduced and that – as far as the Issuer is able to ascertain from publicly available information – no facts have been omitted, which would render the reproduced information,

which may have been translated into the English language, inaccurate or misleading. Neither the Issuer nor the Offeror accepts any other or further responsibilities in respect of this information. In particular, neither the Issuer nor the Offeror accepts any responsibility for the accuracy of the information in relation to the relevant Underlying and/or Basket Components [and/or Reference Rate] or provide any guarantee that no event has occurred which might affect the accuracy or completeness of this information.

[insert description of the Underlying and/or Basket Components and/or Reference Rate, as the case may be: •]

Information about the past and future performance and volatility of the Underlying and/or of the respective Basket Components [and/or the Reference Rate] is available on the following website(s): •].

[in the case of an index as Underlying and/or Basket Component and if such index is provided by a legal entity or a natural person acting in association with, or on behalf of, the Issuer, insert: The Issuer makes the following statements:

- the complete set of rules of the index and information on the performance of the index are freely accessible on the website[s] of the [Issuer (www.[insert website(s) of the Issuer:•])] [and] [the Index Sponsor (www.[insert website(s) of the applicable Index Sponsor:•])]; and
- the governing rules (including methodology of the index for the selection and the rebalancing of the components of the index, description of market disruption events and adjustment rules) are based on predetermined and objective criteria.]]"

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	Item 10
1	Base Prospectus for Warrants re- lating to Indices / Shares or Securi- ties representing Shares / Foreign Exchange Rates / Commodities / Futures Contracts / Interest Rates / Dividend Future Contracts or a Basket consisting of Indices / Shares or Securities rep- resenting Shares / Foreign Exchange Rates / Commodi- ties / Futures Con- tracts / Interest Rates / Dividend Future Contracts	Goldman, Sachs & Co. Wertpapier GmbH	5	4 July 2013	page 356	pages 357 - 360	pages 431 - 432	N/A	pages 9-10	page 11	page 54	page 56	N/A	N/A
2	Base Prospectus for Securities (is- sued in the form of Certificates, Notes or War- rants)	Goldman, Sachs & Co. Wertpapier GmbH	1	24 October 2013	page 645	page 646	N/A	page 717	N/A	pages 14 - 15	N/A	pages 127 - 128	page 351	page 652

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, 14 November 2013

Goldman Sachs International, Frankfurt Branch

signed by Tanja Grüner

Goldman, Sachs & Co. Wertpapier GmbH

signed by Tanja Grüner

signed by Gencer Alp