

Supplement

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

dated 5 May 2015

to base prospectus of

Goldman, Sachs & Co. Wertpapier GmbH
Frankfurt am Main

(the "Issuer")

unconditionally guaranteed by

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

(the "Guarantor")

This supplement of Goldman, Sachs & Co. Wertpapier GmbH is related to the base prospectus as indicated in the table (page 5).

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 Guarantor on 5 May 2015 and which is incorporated by reference into the base prospectus (the "**Prospectus**") as indicated in the table on page 5 (the "**Table**"). The Report has been published on 5 May 2015 and 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 Prospectus (in the form as lastly supplemented) shall be supplemented as follows:

In the Prospectus all references to the "Registration Document of Goldman, Sachs & Co. Wertpapier GmbH and The Goldman Sachs Group, Inc. dated 4 March 2015 (as supplemented by the supplements dated 13 March 2015 and 17 April 2015)" shall be read as reference to the "Registration Document of Goldman, Sachs & Co. Wertpapier GmbH and The Goldman Sachs Group, Inc. dated 4 March 2015 (as supplemented by the supplements dated 13 March 2015, 17 April 2015 and 5 May 2015)".

1. In the Prospectus 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 1 of the Table 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 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

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 2014) which would impair its capability to fulfill its obligations under the Guarantee.

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

2. In the Prospectus 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 2 of the Table the whole text shall be deleted and replaced by the following:

"Die folgende Tabelle enthält ausgewählte Finanzinformationen bezüglich der Garantin, die dem ungeprüften, verkürzten und konsolidierten Konzernzwischenabschluss vom 31. März 2015 jeweils für die am 31. März 2015 bzw. 31. März 2014 geendeten drei Monate sowie den geprüften Konzernabschlüssen vom 31. Dezember 2014 bzw. 31. Dezember 2013 jeweils für das am 31. Dezember 2014 bzw. 31. Dezember 2013 geendete Geschäftsjahr entnommen sind:

Informationen zur Ertragslage				
	Für die drei Monate endend am		Für das Geschäftsjahr endend am	
	31. März 2015	31. März 2014	31. Dezember 2014	31. Dezember 2013
	<i>(in Mio. USD)</i>			
Gesamtumsatz (ohne Zinserträge)	9.758	8.291	30.481	30.814
Umsatz einschließlich Zinserträgen	10.617	9.328	34.528	34.206
Ergebnis vor Steuern	3.934	3.021	12.357	11.737

Bilanzinformationen			
	31. März 2015	31. Dezember 2014	31. Dezember 2013
	<i>(in Mio. USD)</i>		
Summe der Aktiva	865.458	856.240	911.507
Summe der Verbindlichkeiten	780.331	773.443	833.040

Summe Eigenkapital	85.127	82.797	78.467

Seit dem Stichtag des letzten geprüften Jahresabschlusses (31. Dezember 2014) 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.

Seit dem Stichtag der letzten Zwischenfinanzinformationen (31. März 2015) 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."

3. In the Prospectus in section "VIII. Important information about the Guarantor" on the page indicated in Item 3 of the Table 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 Prospectus in section "XIII. Documents incorporated by reference" on the page indicated in Item 4 of the Table the following point shall be added at the end of the list contained in the fifth paragraph:

- "• the Form 10-Q First Quarter 2015, filed with the SEC on 5 May 2015."

No.	Name of the Base Prospectus	Issuer	Supplement No.	Date of the Base Prospectus	Item 1	Item 2	Item 3	Item 4
1	Base Prospectus for Securities (issued in the form of Certificates, Notes or Warrants)	Goldman, Sachs & Co. Wertpapier GmbH	8	11 August 2014	pages 14 - 15	pages 91 - 92	page 563	page 635

The Supplement, the Prospectus 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 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