

Supplement

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

dated 8 April 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 3)

Subject of this supplement (the "**Supplement**") is the Proxy Statement relating to the Annual Meeting of Shareholders on 16 May 2014 (the "**Proxy Statement**"), which has been filed with the US Securities and Exchange Commission (the "**SEC**") by the Guarantor on 4 April 2014 and which is incorporated by reference into the base prospectuses (the "**Prospectuses**") as indicated in the table on page 3 (the "**Table**"). The Report has been published on 4 April 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 contained in the Prospectuses (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 6 March 2014 (as supplemented by the supplement dated 27 March 2014)" shall be read as reference to the "Registration Document of Goldman, Sachs & Co. Wertpapier GmbH and The Goldman Sachs Group, Inc. dated 6 March 2014 (as supplemented by the supplements dated 27 March 2014 and 8 April 2014)".

*1. In the Prospectuses in 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 2013 (the "**Form 10-K 2013**", containing financial statements relating to the fiscal years ended 31 December 2013 and 31 December 2012, including Exhibit 21.1 thereto), filed with the SEC on 28 February 2014;
- the Current Report on Form 8-K dated 26 March 2014 (the "**Form 8-K 26 March 2014**"), filed with the SEC on 26 March 2014; and
- the Proxy Statement relating to the Annual Meeting of Shareholders on 16 May 2014 (the "**Proxy Statement 2014**"), filed with the SEC on 4 April 2014."

*2. In the Prospectus 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:*

- "• the Form 10-K 2013, filed with the SEC on 28 February 2014;
- the Form 8-K 26 March 2014, filed with the SEC on 26 March 2014; and
- the Proxy Statement 2014, filed with the SEC on 4 April 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	10	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	6	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 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, 8 April 2014

Goldman Sachs International, Frankfurt Branch

signed by Lennart Wilhelm

Goldman, Sachs & Co. Wertpapier GmbH

signed by Lennart Wilhelm

signed by Gencer Alp