

**PROSPECTUS SUPPLEMENT NO. 1 TO THE BASE PROSPECTUS DATED 16 NOVEMBER 2016**



**GOLDMAN SACHS INTERNATIONAL**  
*(Incorporated with unlimited liability in England)*

**as Issuer and as Guarantor in respect of Securities issued by  
Goldman, Sachs & Co. Wertpapier GmbH**

**GOLDMAN, SACHS & CO. WERTPAPIER GMBH**  
*(Incorporated with limited liability in Germany)*

**as Issuer**

**SERIES K PROGRAMME FOR THE ISSUANCE OF  
WARRANTS, NOTES AND CERTIFICATES**

**This Prospectus Supplement**

This prospectus supplement (the "**Prospectus Supplement**") to the base prospectus dated 16 November 2016 prepared by Goldman, Sachs & Co. Wertpapier GmbH ("**GSW**") as issuer and Goldman Sachs International ("**GSI**") as issuer and as guarantor in respect of Securities issued by GSW (the "**Base Prospectus**") under their programme for the issuance of warrants, notes and certificates with respect to the securities (the "**Programme**"), constitutes a supplement to the base prospectus for the purposes of Article 13 of Chapter 1 of Part II of the Luxembourg Law on Prospectuses for Securities dated 10 July 2005, as amended on 3 July 2012, 21 December 2012 and 10 May 2016 (the "**Luxembourg Law**") and should be read in conjunction therewith. On 16 November 2016, the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") approved the Base Prospectus for the purposes of Article 7 of the Luxembourg Law.

Terms defined in the Base Prospectus have the same meaning when used in this Prospectus Supplement unless otherwise defined herein. This Prospectus Supplement shall form part of and be read in conjunction with the Base Prospectus.

***Incorporation by reference***

This Prospectus Supplement supplements the Base Prospectus by incorporating by reference the Current Report on Form 8-K dated 21 November 2016 of The Goldman Sachs Group, Inc. ("**GSG's 21 November 2016 Form 8-K**"), as filed with the U.S. Securities and Exchange Commission on 21 November 2016.

A copy of GSG's 21 November 2016 Form 8-K has been filed with the CSSF in its capacity as competent authority under the Prospectus Directive.

The GSG's 21 November 2016 Form 8-K is incorporated by reference into, and forms part of, this Prospectus Supplement, and the information contained in this Prospectus Supplement and GSG's 21 November 2016 Form 8-K, set out in "Information incorporated by reference" below, shall be deemed to update and where applicable, supersede any information contained in the Base Prospectus, or any documents incorporated by reference therein.

This Prospectus Supplement and the document incorporated by reference into this Prospectus Supplement will be available on the website of the Luxembourg Stock Exchange at [www.bourse.lu](http://www.bourse.lu).

## ***Information incorporated by reference***

### ***GSG's 21 November 2016 Form 8-K\****

Item 5.02: Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers. Page 2

Signature Page 3

\* The page numbers referenced above in relation to the GSG's 21 November 2016 Form 8-K relate to the order in which the pages appear in the PDF version of such document.

## ***Amendments to the Base Prospectus***

1. The information in the section entitled "Documents Incorporated by Reference" shall be supplemented by deleting the first paragraph (including items (a) to (c) thereof) of paragraph 1 entitled "Goldman Sachs International" on page 100 of the Base Prospectus and replacing it with the following:

### **"1. Goldman Sachs International**

GSI files documents and information with the *Commission de Surveillance du Secteur Financier* (the "CSSF"). The following documents, which GSI has filed with the CSSF, are hereby incorporated by reference into this Base Prospectus:

- (a) The Current Report on Form 8-K dated 21 November 2016 of The Goldman Sachs Group, Inc. (the "**GSG's 21 November 2016 Form 8-K**"), as filed with the SEC on 21 November 2016;
  - (b) The Unaudited Quarterly Financial Report of GSI for the period ended 30 September 2016 ("**GSI's 2016 Third Quarter Financial Report**"), containing in Part 2, the unaudited financial statements of GSI for the period ended 30 September 2016 ("**GSI's 2016 Third Quarter Financial Statements**");
  - (c) The Annual Report for the fiscal year ended 31 December 2015 of GSI ("**GSI's 2015 Annual Report**"), containing, in Part 2, the Directors' Report and Financial Statements of GSI for the period ended 31 December 2015 ("**GSI's 2015 Financial Statements**");
  - (d) The Annual Report for the fiscal year ended 31 December 2014 of GSI ("**GSI's 2014 Annual Report**"), containing, in Part 2, the Directors' Report and Financial Statements of GSI for the period ended 31 December 2014 ("**GSI's 2014 Financial Statements**").
2. The information in the section entitled "General Information" shall be supplemented by deleting paragraph 5 entitled "Availability of Documents" on pages 661 to 662 of the Base Prospectus and replacing it with the following:

### **"5. Availability of Documents**

For so long as any Securities shall be outstanding or may be issued under the Programme, copies of the following documents may be obtained free of charge upon request during normal business hours from the specified office of the Issuers and the office of the Paying Agent in Luxembourg and each of the Paying Agents:

- (a) the constitutional documents of GSI;
- (b) the constitutional documents of GSW;
- (c) GSI's 2015 Annual Report;
- (d) GSI's 2014 Annual Report;
- (e) GSI's 2016 Third Quarter Financial Report;

- (f) GSW's 2015 Financial Statements;
- (g) GSW's 2014 Financial Statements;
- (h) GSW's 2016 Interim Financial Statements;
- (i) GSG's 21 November 2016 Form 8-K
- (j) the Guarantees;
- (k) the Programme Agency Agreement;
- (l) the Deed of Covenant or Cayman Deed of Covenant, as applicable;
- (m) the Final Terms for each Tranche or Series of Securities that are listed on the Official List of the Luxembourg Stock Exchange or any other stock exchange;
- (n) a copy of the Base Prospectus;
- (o) a copy of any supplement to the Base Prospectus and Final Terms; and
- (p) all reports, letters and other documents, balance sheets, valuations and statements by any expert any part of which is extracted or referred to in this Base Prospectus."

### **Responsibility**

Each of Goldman Sachs International and Goldman, Sachs & Co. Wertpapier GmbH. accepts responsibility for the information given in this Prospectus Supplement and confirms that, having taken all reasonable care to ensure that such is the case, the information contained in this Prospectus Supplement is, to the best of their knowledge, in accordance with the facts and does not omit anything likely to affect its import.

### **Rights of withdrawal**

In accordance with Article 13 paragraph 2 of the Luxembourg Law, investors who have already agreed to purchase or subscribe for the securities before this Prospectus Supplement is published have the right exercisable until 30 November 2016, which is two working days after the publication of this Prospectus Supplement, to withdraw their acceptances.

### **Interpretation**

To the extent that there is any inconsistency between (a) any statement in this Prospectus Supplement and (b) any other statement in or incorporated by reference into the Base Prospectus, the statements in (a) above will prevail.

References to the Base Prospectus shall hereafter mean the Base Prospectus as supplemented by this Prospectus Supplement.

### **U.S. notice**

This Prospectus Supplement is not for use in, and may not be delivered to or inside, the United States.

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Prospectus Supplement dated 28 November 2016

