

Supplement

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

dated 18 November 2013

to the **Tripartite Base Prospectuses**

listed below

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")

Affected Prospectuses:

The following prospectuses are subject of this supplement:

- (i) the Tripartite Base Prospectus dated 24 May 2013, as lastly supplemented by the supplements dated 10 June 2013, 26 August 2013 and 14 November 2013, which comprises the summary dated 24 May 2013, the securities note dated 24 May 2013 and the registration document of the Issuer and the Guarantor dated 20 September 2013, as lastly supplemented by the supplements dated 23 October 2013, 11 November 2013 and 15 November 2013 (together the "Tripartite Base Prospectus dated 24 May 2013"), and
- (ii) the Tripartite Base Prospectus dated 18 June 2013, as lastly supplemented by the supplements dated 26 August 2013 and 14 November 2013, which comprises the summary dated 18 June 2013, the securities note dated 18 June 2013 and the registration document of the Issuer and the Guarantor dated 20 September 2013, as lastly supplemented by the supplements dated 23 October 2013, 11 November 2013 and 15 November 2013 (together the "Tripartite Base Prospectus dated 18 June 2013")

(each a "Tripartite Base Prospectus" and together the "Tripartite Base Prospectuses").

1. General information on the supplement

This supplement to the Tripartite Base Prospectuses has been drawn up in connection with the publication on 15 November 2013 of the Report on Form 8-K dated 14 November 2013 (the "**Report**"), which has been filed with the US Securities and Exchange Commission (the "**SEC**") by the Guarantor on 15 November 2013. The Report is available free of charge at Goldman Sachs International, Frankfurt Branch, Messe Turm, Friedrich-Ebert-Anlage 49, 60308 Frankfurt am Main.

2. Supplement to the Tripartite Base Prospectuses

a) Amendments to the Summary

The information contained in Section "A. Summary" of the Tripartite Base Prospectuses shall be supplemented as described in the following:

1. The information contained in "Element D.2" on page 43 of the Tripartite Base Prospectus dated 24 May 2013 and on pages 46 et seq. of the Tripartite Base Prospectus dated 18 June 2013 shall be supplemented by adding the following paragraph:

"On 14 November 2013 Moody's Investors Service downgraded the Credit Rating of the Guarantor for long-term from "A3" to "Baa1"."

2. In the German translation of the summary (Deutsche Übersetzung der Zusammenfassung) the information contained in "Element D.2" on page 104 of the Tripartite Base Prospectus dated 24 May 2013 and on pages 110 et seq. of the Tripartite Base Prospectus dated 18 June 2013 shall be supplemented by adding the following paragraph:

"Am 14. November 2013 hat Moody's Investors Service das Kreditrating der Garantin für langfristige vorrangige Verbindlichkeiten (long-term-debt) von "A3" auf "Baa1" herabgestuft."

b) Amendments to the Securities Note

The information contained in Section "B. Securities Note" of the Tripartite Base Prospectuses shall be supplemented as described in the following:

In the subsection with the heading "Risks associated with foreign exchange rates as Underlying" of the section "I. Risk factors relating to the Securities – 3. Risk factors associated with certain types of Underlyings" on page 163 in the Tripartite Base Prospectus dated 24 May 2013 and on pages 171 et seq. of the Tripartite Base Prospectus dated 18 June 2013 the following paragraph shall be added:

"Furthermore, it should be noted that it has been reported that the U.K. Financial Conduct Authority and regulators from other countries are in the process of investigating the potential manipulation of published currency exchange rates. If such manipulation has occurred or is continuing, certain published exchange rates may have been, or may be

in the future, artificially lower (or higher) than they would otherwise have been. Any such manipulation could have an adverse impact on any payments on, and the value of, the Securities and the trading market for the Securities. In addition, we cannot predict whether any changes or reforms affecting the determination or publication of exchange rates or the supervision of currency trading will be implemented in connection with these investigations. Any such changes or reforms could also adversely impact the Securities."

The Supplement and the documents comprising the Tripartite Base Prospectuses, i.e. the respective summary, the respective securities note and the Registration Document are available free of charge at the offices of Goldman Sachs International, Frankfurt Branch, Messe Turm, 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 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, 18 November 2013

Goldman Sachs International, Frankfurt Branch

signed by Lennart Wilhelm

Goldman, Sachs & Co. Wertpapier GmbH

signed by Lennart Wilhelm

signed by Gabriele Christ