

Supplement

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

dated 12 May 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 6)

Subject of this supplement (the "**Supplement**") is the Quarterly Report on Form 10-Q for the fiscal quarter ended 31 May 2014 (the "**Report**"), which has been filed with the US Securities and Exchange Commission (the "**SEC**") by the Guarantor on 8 May 2014 and which is incorporated by reference into the base prospectuses (the "**Prospectuses**") as indicated in the table on page 6 (the "**Table**"). The Report has been published on 9 May 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 Prospectuses 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, 8 April 2014 and 17 April 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, 8 April 2014, 17 April 2014 and 12 May 2014)".

*1. 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 1** 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 31 March 2014 and 2013 and for the three months ended 31 March 2014 and 2013 and from the audited consolidated financial statements as of 31 December 2013 and 2012 and for each of the two years in the period ended 31 December 2013 and 2012:

Earnings information				
	Three months ended		As of and for the Year ended	
	31 March 2014	31 March 2013	31 December 2013	31 December 2012
	<i>(in USD millions)</i>			
Total non-interest revenues	8,291	9,165	30,814	30,283
Net revenues, including net interest income	9,328	10,090	34,206	34,163
Pre-tax earnings	3,021	3,373	11,737	11,207

Balance sheet information			
	31 March 2014	31 December 2013	31 December 2012
	<i>(in USD millions)</i>		
Total assets	915,665	911,507	938,555
Total liabilities	836,566	833,040	862,839
Total shareholders' equity	79,099	78,467	75,716

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 2014) 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 2013) 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 "1. Informationen bezüglich der Goldman, Sachs & Co. Wertpapier GmbH als Emittentin" 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 den ungeprüften, verkürzten Konzernzwischenabschlüssen vom 31. März 2014 bzw. 31. März 2013 jeweils für die am 31. März 2014 bzw. 31. März 2013 geendeten drei Monate sowie den geprüften Konzernabschlüssen vom 31. Dezember 2013 bzw. 31. Dezember 2012 jeweils für das am 31. Dezember 2013 bzw. 31. Dezember 2012 geendete Geschäftsjahr entnommen sind:

Informationen zur Ertragslage				
	Für die drei Monate endend am		Für das Geschäftsjahr endend am	
	31. März 2014	31. März 2013	31. Dezember 2013	31. Dezember 2012
	<i>(in Mio. USD)</i>			
Gesamtumsatz (ohne Zinserträge)	8.291	9.165	30.814	30.283
Umsatz einschließlich Zinserträgen	9.328	10.090	34.206	34.163
Ergebnis vor Steuern	3.021	3.373	11.737	11.207

Bilanzinformationen			
	31. März 2014	31. Dezember 2013	31. Dezember 2012
	<i>(in Mio. USD)</i>		
Summe der Aktiva	915.665	911.507	938.555
Summe der Verbindlichkeiten	836.566	833.040	862.839
Summe Eigenkapital	79.099	78.467	75.716

Seit dem Stichtag der letzten Zwischenfinanzinformationen (31. März 2014) 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 2013) 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."

3. In the Prospectuses in section "**VIII. Important information about the Guarantor**" on the page indicated in **Item 3** 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;
- 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;
- the Current Report on Form 8-K dated 17 April 2014 (the "**Form 8-K 17 April 2014**"), filed with the SEC on 17 April 2014; and
- the Quarterly Report on Form 10-Q for the fiscal quarter ended 31 May 2014 (the "**Form 10-Q First Quarter 2014**"), filed with the SEC on 8 May 2014. "

4. In the Prospectuses in section "**XIII. Documents incorporated by reference**" on the page indicated in **Item 4** 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;
- the Proxy Statement 2014, filed with the SEC on 4 April 2014;
- the Form 8-K 17 April 2014, filed with the SEC on 17 April 2014; and
- the Form 10-Q First Quarter 2014, filed with the SEC on 8 May 2014."

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 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	12	4 July 2013	page 11	page 56 - 57	pages 357 – 360	page 431 – 432
2	Base Prospectus for Securities (issued in the form of Certificates, Notes or Warrants)	Goldman, Sachs & Co. Wertpapier GmbH	8	24 October 2013	pages 14 - 15	page 127 - 128	page 646	Pages 717 - 718

The Supplement, the Prospectuses and the Report 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, the Prospectuses and the Report 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, 12 May 2014

Goldman Sachs International, Frankfurt Branch

signed by Tanja Grüner

Goldman, Sachs & Co. Wertpapier GmbH

signed by Tanja Grüner

signed by Gencer Alp