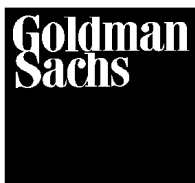


PROSPECTUS SUPPLEMENT NO. 13 TO THE BASE PROSPECTUS DATED 1 MARCH 2018



GOLDMAN SACHS INTERNATIONAL
(Incorporated with unlimited liability in England)

as Issuer

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

as Issuer

GOLDMAN SACHS FINANCE CORP INTERNATIONAL LTD
(Incorporated with limited liability in Jersey)

as Issuer

Securities issued by Goldman Sachs International, Goldman, Sachs & Co. Wertpapier GmbH and Goldman Sachs Finance Corp International Ltd are guaranteed by

THE GOLDMAN SACHS GROUP, INC.
(A corporation organised under the laws of the State of Delaware)

as Guarantor

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

This Prospectus Supplement

This prospectus supplement (the "**Prospectus Supplement**") to the base prospectus dated 1 March 2018 prepared by Goldman Sachs International ("**GSI**") as issuer, Goldman, Sachs & Co. Wertpapier GmbH ("**GSW**") as issuer, Goldman Sachs Finance Corp International Ltd ("**GSFCI**") as issuer and The Goldman Sachs Group, Inc. ("**GSG**") as guarantor in respect of Securities issued by GSI, GSW and GSFCI (the "**Original 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 and with Prospectus Supplement No. 1 to the Base Prospectus, dated 28 March 2018, Prospectus Supplement No. 2 to the Base Prospectus, dated 5 April 2018, Prospectus Supplement No. 3 to the Base Prospectus, dated 25 April 2018, Prospectus Supplement No. 4 to the Base Prospectus, dated 15 May 2018, Prospectus Supplement No. 5 to the Base Prospectus, dated 25 May 2018, Prospectus Supplement No. 6 to the Base Prospectus dated 27 July 2018, Prospectus Supplement No. 7 to the Base Prospectus dated 13 August 2018, Prospectus Supplement No. 8 to the Base Prospectus dated 23 August 2018, Prospectus Supplement No. 9 to the Base Prospectus dated 19 September 2018, Prospectus Supplement No. 10 to the Base Prospectus dated 8 October 2018, Prospectus Supplement No. 11 to the Base Prospectus dated 24 October 2018 and Prospectus Supplement No. 12 to the Base Prospectus dated 22 November 2018 (the Original Base Prospectus as so supplemented, the "**Base Prospectus**"). On 1 March 2018, the Commission de Surveillance du Secteur Financier (the "**CSSF**") approved the Original 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.

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 January 2019, which is two working days after the publication of this Prospectus Supplement, to withdraw their acceptances.

Purpose of this Prospectus Supplement

The purpose of this Prospectus Supplement is to (a) incorporate by reference GSG's 16 January 2019 Form 8-K (as defined below); (b) incorporate by reference GSI's Regulatory Ratios, 31 December 2018 (as defined below); (c) incorporate by reference GSI's Notice of Recent Events, 18 January 2019 (as defined below); and (d) make certain changes to the information in the "Summary", "Important Notices", "General Terms and Conditions of the Instruments", "General Terms and Conditions of the Notes", "Goldman Sachs Finance Corp International Ltd" and "General Information" sections of the Base Prospectus.

This Prospectus Supplement and the documents incorporated by reference into this Prospectus Supplement will be available on the website of the Luxembourg Stock Exchange at *www.bourse.lu*.

Information being supplemented

Incorporation by reference

This Prospectus Supplement supplements the Base Prospectus by incorporating by reference the Current Report on Form 8-K dated 16 January 2019 of the Goldman Sachs Group, Inc ("**GSG's 16 January 2019 Form 8-K**"), as filed with the U.S. Securities and Exchange Commission (the "**SEC**") on 16 January 2019, the report on the Regulatory Ratios of Goldman Sachs International for the fiscal quarter ended 31 December 2018 ("**GSI's Regulatory Ratios, 31 December 2018**"), and the disclosure notice of Goldman Sachs International in relation to key recent events dated 18 January 2019 ("**GSI's Notice of Recent Events, 18 January 2019**").

Copies of GSG's 16 January 2019 Form 8-K, GSI's Regulatory Ratios, 31 December 2018 and GSI's Notice of Recent Events, 18 January 2019 have been filed with the CSSF in its capacity as competent authority under the Prospectus Directive.

GSG's 16 January 2019 Form 8-K, GSI's Regulatory Ratios, 31 December 2018 and GSI's Notice of Recent Events, 18 January 2019 are incorporated by reference into, and form part of, this Prospectus Supplement, and the information contained in this Prospectus Supplement, GSG's 16 January 2019 Form 8-K, GSI's Regulatory Ratios, 31 December 2018 and GSI's Notice of Recent Events, 18 January 2019, 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.

Information incorporated by reference

<i>GSG's 16 January 2019 Form 8-K*</i>		
<i>Item 2.02</i>	<i>Results of Operations and Financial Condition</i>	<i>Page 3</i>
<i>Item 8.01</i>	<i>Other Events</i>	<i>Page 3</i>
<i>Item 9.01</i>	<i>Financial Statements and Exhibits</i>	<i>Page 3</i>
<i>Exhibit 99.1</i>	<i>Press Release of GSG dated January 16, 2019 containing financial information for its fourth quarter and year ended December 31, 2018.</i>	<i>Page 3 (marked as pages 1-17 of Exhibit 99.1)</i>

*The page numbers referenced above in relation to GSG's 16 January 2019 Form 8-K relate to the order in which the pages appear in the PDF version of such document.

GSI's Regulatory Ratios, 31 December 2018

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Regulatory Ratios Page 1

GSI's Notice of Recent Events, 18 January 2019

Disclosure Obligation in relation to Article 16 of the Prospectus Directive Page 1

Amendments to the Summary

The Summary, as supplemented prior to this Prospectus Supplement, is amended and supplemented as follows:

- (a) Element B.12 (Selected historical key financial information of the Issuer) (pages 4 and 5 of the Original Base Prospectus) shall be deleted in its entirety and replaced with the following:

"B.12	Selected historical key financial information of the Issuer	[The following table shows selected key historical financial information in relation to GSI:				
			As at and for the nine months ended (unaudited)		As at and for the year ended (audited)	
		<i>(in millions)</i>	30 September 2018	30 September 2017	31 December 2017	31 December 2016
		Operating Profit	2,581	1,871	2,389	2,280
		Profit on ordinary activities before taxation	2,398	1,629	2,091	1,943
		Profit for the financial period	1,797	1,216	1,557	1,456
			As of (unaudited)		As of (audited)	
		<i>(in millions)</i>	30 September 2018		31 December 2017	31 December 2016
		Fixed Assets	303		210	140
		Current Assets	888,429		939,863	934,129
		Total Shareholder's funds	33,543		31,701	27,533
			[The following table shows selected key historical financial information in relation to GSW:			
		<i>(in EUR)</i>	As at and for the six months ended (unaudited)		As at and for the year ended (audited)	
			30 June 2018	30 June 2017	31 December	31 December

			2017	2016
	Operating income	471,065.94	334,016.37	931,182.98
	Taxation on income	-150,377.35	-106,631.67	-278,361.25
	Net Income	320,688.59	227,384.70	652,821.73
		As at six months ended (unaudited)		As at (audited)
	<i>(in EUR)</i>	30 June 2018		31 December 2017
				31 December 2016
	Total assets	8,801,216,369.34	6,466,271,258.3	6,047,710,358.9
	Total capital and reserves	4,825,473.48	4,504,784.89	3,851,963.16]
	[The following table shows selected key historical financial information in relation to GSFCI:			
		As at six months ended (unaudited)	As at and for the year ended	
	<i>(in USD thousands)</i>	30 June 2018	30 June 2017	31 December 2017
	Operating profit	-2,746	10,318	35,570
	Profit for the financial period	-2,746	10,318	35,570
		As at six months ended (unaudited)	As at (audited)	
	<i>(in USD thousands)</i>	30 June 2018	31 December 2017	
	Current assets	6,096,413	2,923,466	
	Net assets	159,577	13,090	
	Total shareholders' funds	159,577	13,090]	
	[There has been no material adverse change in the prospects of GSI since 31 December 2017.]			
	[There has been no material adverse change in the prospects of GSW since 31 December 2017.]			
	[There has been no material adverse change in the prospects of GSFCI since 31 December 2017.]			
	[Not applicable: there has been no significant change in the financial or trading position of GSI since 30 September 2018.]			
	[Not applicable: there has been no significant change in the financial or trading position of GSW since 30 June 2018.]			
	[Not applicable: there has been no significant change in the financial or trading position of GSFCI since 30 June 2018.]			

- (b) The information in Element B.18 (Nature and scope of the Guaranty) (page 6 of the Original Base Prospectus) shall be deleted in its entirety and replaced with the following:

B.18	Nature and scope of the Guaranty	The payment obligations and (subject to the next sentence) delivery obligations of GSI, GSW and GSFCI in respect of the Securities are guaranteed by The Goldman Sachs Group, Inc. (" GSG " or the " Guarantor ") pursuant to a guaranty governed by laws of the State of New York dated 22 November 2018 as may be amended and/or replaced from time to time (the " Guaranty "). The Guarantor is only obliged to pay a cash amount (the " Physical Settlement Disruption Amount ") instead of delivering the
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		deliverable assets (the " Deliverable Assets ") if the Issuer fails to satisfy its delivery obligations under the Securities. The Guaranty will rank <i>pari passu</i> with all other unsecured and unsubordinated indebtedness of GSG.
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Amendments to the Base Prospectus

The Base Prospectus is amended and supplemented as follows:

1. Amendments to the section entitled "Important Notices"

The information in the section entitled "Important Notices" of the Base Prospectus is amended and supplemented by deleting the third paragraph on page iv of the Original Base Prospectus in its entirety and replacing it with the following:

"Nature of the Guaranty: The payment obligations and (subject to the last sentence of this paragraph) delivery obligations of each Issuer in respect of the Securities are guaranteed by GSG as Guarantor pursuant to a guaranty governed by the laws of the State of New York dated 22 November 2018 as may be amended and/or replaced from time to time (the "**Guaranty**"). The Guaranty will rank *pari passu* with all other unsecured and unsubordinated indebtedness of GSG. The Guarantor is only obliged to pay a cash amount (the "**Physical Settlement Disruption Amount**") instead of delivering the Deliverable Assets if the Issuer fails to satisfy its delivery obligations under the Securities."

2. Amendments to the section entitled Documents Incorporated by Reference

The information in the section entitled "Documents Incorporated by Reference" of the Base Prospectus is amended and supplemented by:

- (a) deleting the first paragraph of sub-section 1 entitled "Goldman Sachs International" on page 112 of the Original 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 disclosure notice of Goldman Sachs International in relation to key recent events dated 18 January 2019 ("**GSI's Notice of Recent Events, 18 January 2019**").
- (b) The report on the Regulatory Ratios of GSI for the fiscal quarter ended 31 December 2018 ("**GSI's Regulatory Ratios, 31 December 2018**").
- (c) The report on the Regulatory Ratios of GSI for the fiscal quarter ended 30 September 2018 ("**GSI's Regulatory Ratios, 30 September 2018**").
- (d) The Unaudited Quarterly Financial Report of GSI for the period ended 30 September 2018 ("**GSI's 2018 Third Quarter Financial Report**"), containing, in Part II, the Unaudited Financial Statements of GSI for the period ended 30 September 2018 ("**GSI's 2018 Third Quarter Financial Statements**").
- (e) The report on the Regulatory Ratios of Goldman Sachs International for the fiscal quarter ended 30 June 2018 ("**GSI's Regulatory Ratios, 30 June 2018**").
- (f) The Unaudited Half-yearly Financial Report of GSI for the period ended 30 June 2018 ("**GSI's 2018 Second Quarter Financial Report**"), containing, in Part II,

the Unaudited Financial Statements of GSI for the period ended 30 June 2018 ("**GSI's 2018 Second Quarter Financial Statements**").

- (g) The Unaudited Quarterly Financial Report of GSI for the period ended 31 March 2018 ("**GSI's 2018 First Quarter Financial Report**"), containing, in Part II, the Unaudited Financial Statements of GSI for the period ended 31 March 2018 ("**GSI's 2018 First Quarter Financial Statements**").
 - (h) The report on the Regulatory Ratios of GSI for the fiscal quarter ended 31 March 2018 ("**GSI's Regulatory Ratios, 31 March 2018**").
 - (i) The Annual Report for the fiscal year ended 31 December 2017 of GSI ("**GSI's 2017 Annual Report**"), containing, in Part II, the Directors' Report and Audited Financial Statements of GSI for the period ended 31 December 2017 ("**GSI's 2017 Financial Statements**").
 - (j) The Annual Report for the fiscal year ended 31 December 2016 of GSI ("**GSI's 2016 Annual Report**"), containing, in Part II, the Directors' Report and Audited Financial Statements of GSI for the period ended 31 December 2016 ("**GSI's 2016 Financial Statements**").
 - (k) The Annual Report for the fiscal year ended 31 December 2015 of GSI ("**GSI's 2015 Annual Report**"), containing, in Part II, the Directors' Report and Audited Financial Statements of GSI for the period ended 31 December 2015 ("**GSI's 2015 Financial Statements**").
 - (l) The report on the Regulatory Ratios of GSI for the fiscal quarter ended 31 December 2017 ("**GSI's Regulatory Ratios, 31 December 2017**").
- (b) deleting the information that appears in sub-section 1 entitled "Goldman Sachs International" under the sub-heading "Cross-Reference List" on page 112 and replacing it with the following:

GSI Information in the Financial Statements	GSI's 2018 Third Quarter Financial Report	GSI's 2018 Second Quarter Financial Report	GSI's 2018 First Quarter Financial Report	GSI's 2017 Annual Report	GSI's 2016 Annual Report
Management Report/ Strategic Report	pp. 2-17	pp. 2-17	pp. 2-16	pp. 2-38	pp. 2-48
Report of the Directors	N/A	N/A	N/A	pp. 39-40	pp. 49-50
Balance Sheet	p. 19	p. 19	p. 18	p. 47	p. 54
Profit and Loss Account	p. 18	p. 18	p. 17	p. 46	p. 53
Statement of Cash Flows	p. 21	p. 21	p. 20	p. 49	p. 56
Notes to the Financial Statements	p. 22-39	p. 22-38	p. 21-38	pp. 50-85	pp. 57-91
Independent	N/A	N/A	N/A	pp. 41-45	pp. 51-52

Auditors' Report

GSI's Regulatory Ratios, 31 December 2018

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GSI's Notice of Recent Events, 18 January 2019

Disclosure Obligation in relation to Article 16 of the Prospectus Directive Page 1

Any information included in the documents incorporated by reference that is not included in the cross-reference list is considered to be additional information and is not required by the relevant schedules of Commission Regulation (EC) No 809/2004, as amended (the "**Prospectus Regulation**").

Additional Information relating to "Alternative Performance Measures" (as defined in the Guidelines published by the European Securities and Markets Authority) contained in GSI's 2015 Annual Report is set out below in the section "Important Legal Information".

- (c) deleting subsection 4 entitled "The Goldman Sachs Group, Inc." (pages 114 to 116 of the Original Base Prospectus) and replacing it with the following:

"4. **The Goldman Sachs Group, Inc.**

GSG files documents and information with the SEC. The following documents, which have previously been published and filed with the SEC, shall be deemed to be incorporated in, and to form part of, this Base Prospectus:

- (a) The Current Report on Form 8-K dated 16 January 2019 of The Goldman Sachs Group, Inc. ("**GSG's 16 January 2019 Form 8-K**"), including Exhibit 99.1 ("**Exhibit 99.1 to GSG's 16 January 2019 Form 8-K**") as filed with the SEC on 16 January 2019;
- (b) The Quarterly Report on Form 10-Q for the third fiscal quarter ended 30 September 2018 of the Goldman Sachs Group, Inc. ("**GSG's 2018 Third Quarter Form 10-Q**"), as filed with the SEC on 2 November 2018;
- (c) The Current Report on Form 8-K dated 16 October 2018 of The Goldman Sachs Group, Inc. ("**GSG's 16 October 2018 Form 8-K**"), including Exhibit 99.1 ("**Exhibit 99.1 to GSG's 16 October 2018 Form 8-K**") as filed with the SEC on 16 October 2018;
- (d) The Quarterly Report on Form 10-Q for the second fiscal quarter ended 30 June 2018 of the Goldman Sachs Group, Inc. ("**GSG's 2018 Second Quarter Form 10-Q**"), as filed with the SEC on 2 August 2018;
- (e) The Current Report on Form 8-K dated 16 July 2018 of The Goldman Sachs Group, Inc. ("**GSG's 16 July 2018 Form 8-K**"), including Exhibit 99.1 ("**Exhibit 99.1 to GSG's 16 July 2018 Form 8-K**") as filed with the SEC on 17 July 2018;
- (f) The Current Report on Form 8-K dated 17 July 2018 of The Goldman Sachs Group, Inc. ("**GSG's 17 July 2018 Form 8-K**"), including Exhibit 99.1 ("**Exhibit 99.1 to GSG's 17 July 2018 Form 8-K**") as filed with the SEC on 17 July 2018;
- (g) The Quarterly Report on Form 10-Q for the first fiscal quarter ended 31 March 2018 of the Goldman Sachs Group, Inc. ("**GSG's 2018 First Quarter Form 10-Q**"), as filed with the SEC on 3 May 2018;

- (h) The Current Report on Form 8-K dated 17 April 2018 of The Goldman Sachs Group, Inc. ("**GSG's 17 April 2018 Form 8-K**"), including Exhibit 99.1 ("**Exhibit 99.1 to GSG's 17 April 2018 Form 8-K**"), as filed with the SEC on 17 April 2018;
- (i) The Proxy Statement relating to the 2018 Annual Meeting of Shareholders on 2 May 2018 ("**GSG's 2018 Proxy Statement**"), as filed with the SEC on 23 March 2018;
- (j) The Annual Report on Form 10-K for the fiscal year ended 31 December 2017 of The Goldman Sachs Group, Inc. ("**GSG's 2017 Form 10-K**"), containing financial statements relating to the fiscal years ended 31 December 2017, 31 December 2016 and 31 December 2015, including Exhibit 21.1, as filed with the SEC on 26 February 2018;
- (k) The Current Report on Form 8-K dated 28 December 2017 of The Goldman Sachs Group, Inc. ("**GSG's 28 December 2017 Form 8-K**"), as filed with the SEC on 28 December 2017;
- (l) The Current Report on Form 8-K dated 12 September 2017 of The Goldman Sachs Group, Inc. ("**GSG's 12 September 2017 Form 8-K**"), including Exhibit 99.1 ("**Exhibit 99.1 to GSG's 12 September 2017 Form 8-K**"), as filed with the SEC on 12 September 2017;
- (m) The Current Report on Form 8-K dated 28 June 2017 of The Goldman Sachs Group, Inc. ("**GSG's 28 June 2017 Form 8-K**"), as filed with the SEC on 28 June 2017;
- (n) The Current Report on Form 8-K dated 18 April 2017 of The Goldman Sachs Group, Inc. ("**GSG's 18 April 2017 Form 8-K**"), including Exhibit 99.1 ("**Exhibit 99.1 to GSG's 18 April 2017 Form 8-K**"), as filed with the SEC on 18 April 2017;
- (o) The Proxy Statement relating to the 2017 Annual Meeting of Shareholders on 28 April 2017 ("**GSG's 2017 Proxy Statement**"), as filed with the SEC on 17 March 2017;
- (p) The Current Report on Form 8-K dated 20 May 2016 of The Goldman Sachs Group, Inc. ("**GSG's 20 May 2016 Form 8-K**"), as filed with the SEC on 20 May 2016; and
- (q) The Proxy Statement relating to the 2016 Annual Meeting of Shareholders on 20 May 2016 ("**GSG's 2016 Proxy Statement**"), as filed with the SEC on 8 April 2016.

The following table indicates where information required by the Prospectus Regulation is to be disclosed in, and incorporated by reference into, this Base Prospectus can be found in the documents referred to above:

Information required by the Prospectus Regulation	Document/Location
Selected financial information for the fiscal years ended 31 December 2017 and 31 December 2016 (<i>Annex IV, Section 3.1 of the Prospectus Regulation</i>)	GSG's 2017 Form 10-K (p.197)
Risk factors relating to GSG (<i>Annex IV, Section 4 of the Prospectus Regulation</i>)	GSG's 2017 Form 10-K (pp.23-42)
Information about GSG	
History and development of the company (<i>Annex IV, Section 5.1 of the Prospectus Regulation</i>)	GSG's 2017 Form 10-K (p.1)
Investments (<i>Annex IV, Section 5.2 of the Prospectus Regulation</i>)	GSG's 2017 Form 10-K (pp.64-69, 75-76, 82-86, 142-143, 162-166)
Business overview	

GSG's principal activities (<i>Annex IV, Section 6.1 of the Prospectus Regulation</i>)	GSG's 2017 Form 10-K (pp.1-5, 109)
GSG's principal markets (<i>Annex IV, Section 6.2 of the Prospectus Regulation</i>)	GSG's 2017 Form 10-K (pp.1-7, 44, 47-48, 182-184)
Organisational Structure (<i>Annex IV, Section 7 of the Prospectus Regulation</i>)	GSG's 2017 Form 10-K (pp.33, Exhibit 21.1)
Trend information (<i>Annex IV, Section 8 of the Prospectus Regulation</i>)	GSG's 16 January 2019 Form 8-K (Exhibit 99.1) GSG's 2018 Third Quarter Form 10-Q (pp 93-149, Exhibit 99.1) GSG's 2018 Second Quarter Form 10-Q (pp. 92-148) GSG's 2018 First Quarter Form 10-Q (pp. 88-140) GSG's 2017 Form 10-K (pp.45-101)
Administrative, management and supervisory bodies, including conflicts of interest (<i>Annex IV, Section 10 of the Prospectus Regulation</i>)	GSG's 2018 Proxy Statement (pp.1, 7-8, 15-36, 88-90) GSG's 2017 Proxy Statement (pp.1, 5-7, 13-32, 74-76) GSG's 2017 Form 10-K (p.43) Exhibit 99.1 to the July Form 8-K (Succession)
Audit committee (<i>Annex IV, Section 11.1 of the Prospectus Regulation</i>)	GSG's 2018 Proxy Statement (pp.25-26, 82-83) GSG's 2017 Proxy Statement (pp.23-24, 72-73)
Beneficial owners of more than five per cent. (<i>Annex IV, Section 12 of the Prospectus Regulation</i>)	GSG's 2018 Proxy Statement (p. 93) GSG's 2017 Proxy Statement (p.79)
Financial information	
Audited historical financial information for the fiscal years ended 31 December 2017 and 31 December 2016 (<i>Annex IV, Section 13.1-13.4 of the Prospectus Regulation</i>)	GSG's 2017 Form 10-K (pp.104-202)
Audit report (<i>Annex IV, Section 13.1 of the Prospectus Regulation</i>)	GSG's 2017 Form 10-K (p.103)
Balance sheet (<i>Annex IV, Section 13.1 of the Prospectus Regulation</i>)	GSG's 2017 Form 10-K (p.106)
Income statement (<i>Annex IV, Section 13.1 of the Prospectus Regulation</i>)	GSG's 2017 Form 10-K (pp.104-105)

Cash flow statement (<i>Annex IV, Section 13.1 of the Prospectus Regulation</i>)	GSG's 2017 Form 10-K (p.108)
Accounting policies and explanatory notes (<i>Annex IV, Section 13.1 of the Prospectus Regulation</i>)	GSG's 2017 Form 10-K (pp.48-50, 109-202)
Unaudited interim and other financial information (<i>Annex IV, Section 13.5 of the Prospectus Regulation</i>)	GSG's 2018 Third Quarter Form 10-Q (pp. 1-92)
	GSG's 2018 Second Quarter Form 10-Q (pp. 1-91)
	GSG's 2018 First Quarter Form 10-Q (pp. 1-87)
Balance sheet (<i>Annex IV, Section 13.5 of the Prospectus Regulation</i>)	GSG's 2018 Third Quarter Form 10-Q (p. 3)
	GSG's 2018 Second Quarter Form 10-Q (p. 3)
	GSG's 2018 First Quarter Form 10-Q (p. 3)
Income statement (<i>Annex IV, Section 13.5 of the Prospectus Regulation</i>)	GSG's 16 January 2019 Form 8-K (Exhibit 99)
	GSG's 2018 Third Quarter Form 10-Q (p. 1-2)
	GSG's 2018 Second Quarter Form 10-Q (p. 1-2)
	GSG's 2018 First Quarter Form 10-Q (pp. 1-2)
Cash flow statement (<i>Annex IV, Section 13.5 of the Prospectus Regulation</i>)	GSG's 2018 Third Quarter Form 10-Q (p. 5)
	GSG's 2018 Second Quarter Form 10-Q (p. 5)
	GSG's 2018 First Quarter Form 10-Q (p. 5)
Accounting policies and explanatory notes (<i>Annex IV, Section 13.5 of the Prospectus Regulation</i>)	GSG's 2018 Third Quarter Form 10-Q (pp. 6-89)
	GSG's 2018 Second Quarter Form 10-Q (pp. 6-91)
	GSG's 2018 First Quarter Form 10-Q (pp. 6-89)
Legal and arbitration proceedings (<i>Annex IV, Section 13.6 of the Prospectus Regulation</i>)	GSG's 2018 Third Quarter Form 10-Q (pp. 83-89, pp. 150)
	GSG's 2018 Second Quarter Form 10-Q (pp. 82-88)
	GSG's 2018 First Quarter Form 10-Q (pp. 78-84)

Additional information

Share capital (*Annex IV, Section 14.1 of the Prospectus Regulation*) GSG's 2018 Third Quarter Form 10-Q (pp. 4, 67-69)

GSG's 2018 Second Quarter Form 10-Q (pp. 4, 67-68)

GSG's 2018 First Quarter Form 10-Q (pp. 4, 63-64)

GSG's 2017 Form 10-K (pp. 107, 166-168)

Any information incorporated by reference that is not included in the cross-reference list is considered to be additional information and is not required by the relevant schedules of the Prospectus Regulation."

2. Amendments to the section entitled "General Terms and Conditions of the Instruments"

The information in the section entitled "General Terms and Conditions of the Instruments" is amended and supplemented by deleting paragraph 1(e) on page 136 of the Original Base Prospectus in its entirety and replacing it with the following:

"(e) *Guaranty*: The payment obligations and (subject to the last sentence of this paragraph) delivery obligations of each of GSI, GSW and GSFCI, in respect of Instruments issued by GSI, GSW and GSFCI, respectively, are guaranteed by GSG pursuant to a guaranty governed by laws of the State of New York dated 22 November 2018 (the "**Guaranty**"). The Guaranty will rank pari passu with all other unsecured and unsubordinated indebtedness of GSG. The Guarantor is only obliged to pay the Physical Settlement Disruption Amount instead of delivering the Deliverable Assets if the Issuer fails to satisfy its delivery obligations under the Securities."

3. Amendments to the section entitled "General Terms and Conditions of the Notes"

The information in the section entitled "General Terms and Conditions of the Notes" is amended and supplemented by deleting paragraph 1(e) on page 191 of the Original Base Prospectus in its entirety and replacing it with the following:

"(e) *Guaranty*: The payment obligations and (subject to the last sentence of this paragraph) delivery obligations of each of GSI, GSW and GSFCI in respect of Notes issued by GSI, GSW and GSFCI, respectively, are guaranteed by GSG pursuant to a guaranty governed by laws of the State of New York dated 22 November 2018 (the "**Guaranty**"). The Guaranty will rank pari passu with all other unsecured and unsubordinated indebtedness of GSG. The Guarantor is only obliged to pay the Physical Settlement Disruption Amount instead of delivering the Deliverable Assets if the Issuer fails to satisfy its delivery obligations under the Securities."

4. Amendments to the section entitled "Additional South African Note Conditions"

The information in the section entitled "Additional South African Note Conditions" is amended and supplemented by deleting paragraph 1(e) on page 447 of the Original Base Prospectus in its entirety and replacing it with the following:

"(e) *Guaranty*: The payment obligations of GSI in respect of the South African Notes issued are unconditionally and irrevocably guaranteed by GSG pursuant to a guaranty dated 22 November

2018, as may be amended and/or replaced from time to time, made by (the "**Guaranty**")."

5. Amendments to the section entitled "Goldman Sachs Finance Corp International Ltd"

The information in the section entitled "Goldman Sachs Finance Corp International Ltd" is amended and supplemented by deleting the sub-section entitled "Management" on pages 636 to 637 of the Original Base Prospectus and replacing it with the following:

"Management

The directors of GSFCI are as follows:

<i>Name</i>	<i>Position</i>	<i>Business Address</i>
Jane Macfarland Kelsey	Director	200 West Street New York NY 10282
Maryline Stephanie Juliette Mertz	Director	Peterborough Court 133 Fleet Street London EC4A 2BB
Masato Sunaga	Director	Roppongi Hills Mori Tower 47th floor 10-1, Roppongi 6-chome Minato-ku Tokyo 106-6147 Japan
Kevin Kochar	Director	Crystal Downs Embassy Golf Links Business Park, Off Intermediate Ring Road (Indiranagar - Koramangala) Domlur Bengaluru

The company secretary of GSFCI is Mourant Ozannes Secretaries (Jersey) Limited whose business address is 22 Grenville Street, St. Helier, Jersey JE4 8PX.

There are no potential conflicts of interest between the obligations of the directors listed above with regard to GSFCI and their private interests and/or other obligations.

There is no published corporate governance regime in Jersey; however, the Directors recognise the importance of sound corporate governance and endeavour to follow best practice for a company of its equivalent size, stage of development and resources."

6. Amendments to the section entitled "General Information"

The information in the section entitled "General Information" is amended and supplemented by deleting sub-section 5 (*Availability of Documents*) on pages 727 to 728 of the Original 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:

- (i) the constitutional documents of GSI;
- (ii) the constitutional documents of GSW;

- (iii) the constitutional documents of GSFCE;
- (iv) the certificate of incorporation of GSG;
- (v) GSI's 2018 Third Quarter Financial Report;
- (vi) GSI's 2018 Second Quarter Financial Report;
- (vii) GSI's 2018 First Quarter Financial Report;
- (viii) GSI's 2017 Annual Report;
- (ix) GSI's 2016 Annual Report;
- (x) GSI's 2015 Annual Report;
- (xi) GSI's Notice of Recent Events, 18 January 2019;
- (xii) GSI's Regulatory Ratios, 31 December 2018;
- (xiii) GSI's Regulatory Ratios, 30 September 2018;
- (xiv) GSI's Regulatory Ratios, 30 June 2018;
- (xv) GSI's Regulatory Ratios, 31 March 2018;
- (xvi) GSI's Regulatory Ratios, 31 December 2017;
- (xvii) GSW's 2017 Financial Statements;
- (xviii) GSW's 2016 Financial Statements;
- (xix) GSW's 2018 Interim Financial Statements
- (xx) GSFCE's 2018 Interim Financial Report;
- (xxi) GSFCE's 2017 Financial Statements
- (xxii) GSFCE's Audited Financial Information;
- (xxiii) GSFCE's 2017 Interim Financial Report;
- (xxiv) GSG's 16 January 2019 Form 8-K;
- (xxv) GSG's 16 October 2018 Form 8-K;
- (xxvi) GSG's 2018 Third Quarter Form 10-Q;
- (xxvii) GSG's 2018 Second Quarter Form 10-Q;
- (xxviii) GSG's 17 July 2018 Form 8-K;
- (xxix) GSG's 16 July 2018 Form 8-K;
- (xxx) GSG's 2018 First Quarter Form 10-Q;
- (xxxi) GSG's 17 April 2018 Form 8-K;
- (xxxii) GSG's 2018 Proxy Statement;
- (xxxiii) GSG's 2017 Form 10-K;
- (xxxiv) GSG's 28 December 2017 Form 8-K;
- (xxxv) GSG's 12 September 2017 Form 8-K;
- (xxxvi) GSG's 28 June 2017 Form 8-K;
- (xxxvii) GSG's 18 April 2017 Form 8-K
- (xxxviii) GSG's 2017 Proxy Statement;
- (xxxix) GSG's 20 May 2016 Form 8-K;
- (xl) GSG's 2016 Proxy Statement;
- (xli) the Guaranty;
- (xlii) the Programme Agency Agreement;
- (xliii) the Deed of Covenant and the Cayman Deed of Covenant

- (xlv) 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;
- (xlv) a copy of the Base Prospectus;
- (xlvi) a copy of any supplement to the Base Prospectus and Final Terms; and
- (xlvii) 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 GSI, GSW, GSFCI and GSG 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.

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 Original 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.

The date of this Prospectus Supplement is 28 January 2019