

Supplement

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

dated 8 November 2012

to a Base Prospectus relating to Warrants 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)

Subject of this supplement (the "**Supplement**") is the Current Report on Form 10-Q for the fiscal quarter ended 30 September 2012 (the "**Report**"), which has been filed with the US Securities and Exchange Commission (the "**SEC**") by the Guarantor on 8 November 2012 and which is incorporated by reference into the base prospectus (the "**Prospectus**") as indicated in the table on page 7 (the "**Table**"). The Report has been published on 8 November 2012.

The Report is available free of charge at Goldman Sachs International, Frankfurt Branch, Messe Turm, Friedrich-Ebert-Anlage 49, 60308 Frankfurt am Main.

The Prospectus shall be supplemented as described in the following:

*1. In the Prospectus the list contained under the section "**Documents incorporated by reference**" on the page indicated in **Item 1** of the Table shall be deleted and replaced as follows:*

- "• the annual report pursuant to Form 10-K for the fiscal year ended 31 December 2011 containing also information for the fiscal year 2010 of the Guarantor,
- Item 1 of the Proxy Statement relating to the Annual Meeting of Shareholders on 24 May 2012,
- the Current Report on Form 8-K dated 17 April 2012,
- the Quarterly Report on Form 10-Q for the fiscal quarter ended 31 March 2012,
- the Current Report on Form 8-K dated 21 June 2012,
- the Current Report on Form 8-K dated 17 July 2012,
- the Quarterly Report on Form 10-Q for the fiscal quarter ended 30 June 2012,
- the Current Report on Form 8-K dated 16 October 2012, and
- the Quarterly Report on Form 10-Q for the fiscal quarter ended 30 September 2012."

*2. In the Prospectus the information contained under the subsection "**C. Additional important information about the Guarantor**" of section "**VI. Important information about the Guarantor**" on the page indicated in **Item 2** of the Table shall be deleted and replaced as follows:*

"The Guarantor files documents and reports with the US Securities and Exchange Commission (the "**SEC**"). With respect to further substantial information in respect of The Goldman Sachs Group, Inc. as the Guarantor of the Securities reference pursuant to Section 11 German Securities Prospectus Act) is made to the following documents, which supplement the information above:

- the Annual Report on Form 10-K for the fiscal year ended 31 December 2011 (the "**2011 Form 10-K**") containing also information for the fiscal year 2010 of the Guarantor,
- Item 1 of the Proxy Statement relating to the Annual Meeting of Shareholders on 24 May 2011 containing in particular information relating to the administrative, management and supervisory bodies as well as relating to board practices of the Guarantor (the "**2012 Proxy Statement**"),
- the Current Report on Form 8-K dated 17 April 2012 containing among others some quarterly financial information for the first quarter of the Guarantor as well as information on current development in business activities of the Guarantor (the "**17 April 2012 Form 8-K**"),
- the Quarterly Report on Form 10-Q for the fiscal quarter ended 31 March 2012 that has been filed with the SEC on 9 May 2012 and among others contains unaudited quarterly financial information of the Guarantor (the "**2012 First Quarter Form 10-Q**"),
- the Current Report on Form 8-K dated 21 June 2012 containing in particular information that as part of its review of ratings of a number of global financial institutions Moody's Investors Service (Moody's) downgraded the credit ratings of The Goldman Sachs Group, Inc. (the "**21 June 2012 Form 8-K**"),
- the Current Report on Form 8-K dated 17 July 2012 containing among others some quarterly financial information for the second quarter of the Guarantor as well as information on current development in business activities of the Guarantor (the "**17 July 2012 Form 8-K**"),
- the Quarterly Report on Form 10-Q for the fiscal quarter ended 30 June 2012 that has been filed with the SEC on 9 August 2012 and among others contains unaudited quarterly financial information of the Guarantor (the "**2012 Second Quarter Form 10-Q**"),
- the Current Report on Form 8-K dated 16 October 2012 containing among others some quarterly financial information for the third quarter of the Guarantor as well as information on current development in business activities of the Guarantor (the "**16 October 2012 Form 8-K**"), and
- the Quarterly Report on Form 10-Q for the fiscal quarter ended 30 September 2012 that has been filed with the SEC on 8 November 2012 and among others contains unaudited quarterly financial information of the Guarantor (the "**2012 Third Quarter Form 10-Q**").

The following table indicates where information regarding the Guarantor, which is required by the Commission Regulation (EC) Nr. 809/2004 (the "**Prospectus Regulation**"), 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 2011, 31 December 2010 and 31 December 2009	2011 Form 10-K (p. 215)
Risk factors relating to the Guarantor	2011 Form 10-K (pp. 21 - 34) 2012 First Quarter Form 10-Q (pp. 165 - 167)
Information about the Guarantor	
History and development of the Guarantor	2011 Form 10-K (p. 1)
Investments	2011 Form 10-K (pp. 81 - 82) 2012 First Quarter Form 10-Q (pp. 140 - 141) 2012 Second Quarter Form 10-Q (pp. 150 - 151) 2012 Third Quarter Form 10-Q (pp. 153 - 154)
Business overview	
Principal activities	2011 Form 10-K (pp. 1 - 6, 115)
Principal markets	2011 Form 10-K (pp. 1, 37, 43 - 44, 190-193)
Organisational structure	2011 Form 10-K (p. 26, Exhibit 21.1)
Trend information	2011 Form 10-K (pp. 40 - 44) 2012 First Quarter Form 10-Q (pp. 106 - 107) 2012 Second Quarter Form 10-Q (pp. 113 - 116) 2012 Third Quarter Form 10-Q (pp. 114 - 118)
Administrative, management and supervisory bodies, including conflicts of interest	2012 Proxy Statement (pp. 1 - 3, 7 - 21, 55 - 57) 2011 Form 10-K (pp. 35 - 36)
Audit committee	2012 Proxy Statement (pp. 21 - 22, 48 - 49)
Major shareholders	2012 Proxy Statement (p. 60)
Financial information	
Audited historical financial information for the fiscal years ended 31 December 2011, 31 December 2010 and 31 December 2009	2011 Form 10-K (pp. 110 - 212)
Auditor's report	2011 Form 10-K (p. 109)
Balance sheet	2011 Form 10-K (p. 111)
Income statement	2011 Form 10-K (p.110)
Cash flow statement	2011 Form 10-K (p. 113)
Accounting policies and explanatory notes	2011 Form 10-K (pp. 45 - 49, 115 - 212)

Financial or trading position	2011 Form 10-K (pp. 110 - 212) 17 April 2012 Form 8-K (pp. 2 - 4) 17 July 2012 Form 8-K (pp. 2 - 4) 16 October 2012 Form 8-K (pp. 2- 4)
Unaudited interim and other financial information	17 April 2012 Form 8-K (pp. 7 - 11) 2012 First Quarter Form 10-Q (pp. 2 - 104) 17 July 2012 Form 8-K (pp. 7 - 11) 2012 Second Quarter Form 10-Q (pp. 2 - 112) 16 October 2012 Form 8-K (pp. 7- 11) 2012 Third Quarter Form 10-Q (pp. 2 – 112)
Legal and arbitration proceedings	2011 Form 10-K (pp. 34, 195 - 207) 2012 First Quarter Form 10-Q (pp. 87 - 100, 169) 2012 Second Quarter Form 10-Q (pp. 93 - 106, 179) 2012 Third Quarter Form 10-Q (pp. 94 – 107, 183)
Additional information	
Share capital	2011 Form 10-K (pp. 111 - 112, 177-179) 2012 First Quarter Form 10-Q (pp. 4 - 5, 72 - 74) 2012 Second Quarter Form 10-Q (pp. 4 - 5, 77 - 79) 2012 Third Quarter Form 10-Q (pp. 4 – 5, 79 - 79)
Ratings	2011 Form 10-K (pp. 91 - 92) 2012 First Quarter Form 10-Q (pp. 151 - 152) 21 June 2012 Form 8-K (p. 2) 2012 Third Quarter Form 10-Q (pp. 164 – 165)

The documents specified above are produced in English. They have been filed with the SEC by the Guarantor and are available from the SEC website at <http://www.sec.gov>. In addition, they have been filed with the Commission de Surveillance du Secteur Financier (CSSF) in Luxembourg and are available from the website of the Luxembourg stock exchange at <http://www.bourse.lu>. In addition, the documents are available free of charge from Goldman Sachs International, Frankfurt Branch, MesseTurm, Friedrich-Ebert-Anlage 49, 60308 Frankfurt am Main.

The ratings have been issued by DBRS, Inc. ("**DBRS**"), Fitch, Inc. ("**Fitch**"), Moody's Investors Service ("**Moody's**") and Standard & Poor's Rating Services ("**S&P**"), each of which is established in the United States (together, the "**US Credit Rating Agencies**").

In general, certain European regulated entities are restricted from using a rating for regulatory purposes if such rating is not either (i) issued or validly endorsed by a credit rating agency established in the European Union (an "**EU Credit Rating Agency**") and registered with the European Securities and Markets authority ("ESMA") under Regulation (EU) No. 1060/2009 (as amended by Regulation (EU) No. 513/2011, the "**Credit Rating Agency Regulation**") or (ii) issued by a credit rating agency established outside the European Union which is certified under the Credit Rating Regulation.

The EU affiliates of DBRS, Fitch, Moody's and S&P are registered EU Credit Rating Agencies on the official list, available at <http://www.esma.europa.eu/popup2.php?id=7692>. The ESMA has approved the endorsement by such

EU affiliates of ratings issued by the corresponding US Credit Rating Agencies. Accordingly, ratings issued by the US Credit Rating Agencies may be used for regulatory purposes in the EU.

In addition to the US Credit Rating Agencies mentioned, Rating and Investment Information, Inc. ("**R&I**") has issued a credit rating, which is contained on the page referred to in the table above. This information is incorporated for information purposes only. R&I is incorporated in a third country but has not applied for the registration under the Credit Rating Agency Regulation.

The Guarantor is organised under the laws of the State of Delaware with registration number 2923466.

The business purpose of the Guarantor (as stipulated in writing in the third clause of the revised and restated Certificate of Incorporation of the Guarantor) covers all lawful acts and activities of corporations according to the laws of the State of Delaware.

The Guarantor is in compliance in all material respects with the corporate governance standards of the New York Stock Exchange which are applicable to the Guarantor as a corporation organised in the USA and whose shares are listed on such exchange.

Throughout the validity of the Base Prospectus, among others the following corporate governance documents may be inspected on the website of the Guarantor (<http://www2.goldmansachs.com/our-firm/investors/index.html>) or at its offices:

- the Restated Certificate of Incorporation of the Guarantor dated 2 November 2009 or in its respective current version and
- the Amended and Restated By-laws of The Goldman Sachs Group, Inc. of the Guarantor dated 30 October 2009 or in its respective current version."

No.	Name of the Base Prospectus	Issuer	Supplement No.	Date of the Base Prospectus	Item 1	Item 2
1	Base Prospectus Warrants relating to Indices / Shares or Securities representing Shares / Currency Exchange Rates / Bonds / Commodities / Futures Contracts / Interest Rates / Investment Fund Units / Dividends or a Basket consisting of Indices / Shares or Securities representing Shares / Currency Exchange Rates / Bonds / Commodities / Futures Contracts / Interest Rates / Investment Fund Units / Dividends	Goldman, Sachs & Co. Wertpapier GmbH	5	22 June 2012	Page G-237	Page G-223

The Supplement and the Prospectus 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 Prospectus 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 (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, 8 November 2012

Goldman Sachs International, Frankfurt Branch

signed by Tanja Grüner

Goldman, Sachs & Co. Wertpapier GmbH

signed by Tanja Grüner

signed by Mario Kohl