

Supplement No. 2

pursuant to Section 16 para. 1 of the German Securities Prospectus Act
(*Wertpapierprospektgesetz*)

dated 12 May 2017

to the

Registration Document

dated 28 February 2017

of

Goldman, Sachs & Co. Wertpapier GmbH
Frankfurt am Main, Germany

and

The Goldman Sachs Group, Inc.
New York, United States of America

Subject of this supplement (the "**Supplement**") is the publication of the Quarterly Report on Form 10-Q dated 3 May 2017 for the fiscal quarter ended 31 March 2017 (the "**Report**"), which has been filed with the US Securities and Exchange Commission (the "**SEC**") by the The Goldman Sachs Group, Inc. ("**GSG**") on 4 May 2017 and has been published on 4 May 2017. The Report is available free of charge at Goldman Sachs International, Frankfurt Branch, MesseTurm, Friedrich-Ebert-Anlage 49, 60308 Frankfurt am Main.

The information contained in the Registration Document (as supplemented) shall be supplemented as described in the following:

1. In the Registration Document in subsection "**I. Auditors and Selected Financial Information**" of section "**E. The Goldman Sachs Group, Inc.**" on page 18 et seq. the information contained under the caption: "**2. Selected financial information**" shall be replaced as follows:

"The following table shows selected key historical financial information in relation to the GSG which is derived from the unaudited condensed consolidated financial statements as of 31 March 2017 for the three months ended 31 March 2017 and 2016 and from the audited consolidated financial statements as of 31 December 2016 for each of the two years in the period ended 31 December 2016 and 2015:

Earnings information				
	Three months ended		As of and for the Year ended	
	31 March 2017	31 March 2016	31 December 2016	31 December 2015
	<i>(in USD millions)</i>			
Total non-interest revenues	7,510	5,455	28,021	30,756
Net revenues, including net interest income	8,026	6,338	30,608	33,820
Pre-tax earnings	2,539	1,576	10,304	8,778

Balance sheet information			
	31 March 2017	31 December 2016	31 December 2015
	<i>(in USD millions)</i>		
Total assets	894,069	860,165	861,395
Total liabilities	807,152	773,272	774,667
Total shareholders' equity	86,917	86,893	86,728

"

2. In the Registration Document the information contained in subsection "**I. Auditors and Selected Financial Information**" the first paragraph under the caption "**3. Significant changes in the financial or trading position of GSG and trend information**" of section "**E. The Goldman Sachs Group, Inc.**" on page 19 shall be replaced as follows:

"There has been no significant change in the financial or trading position of GSG since the date of the last interim financial information (31 March 2017) which would impair GSG's capability to fulfill its obligations under the Guarantee."

3. In the Registration Document in subsection "**III. Additional Information about GSG**" of section "**E. The Goldman Sachs Group, Inc.**" on page 22 the following point shall be added at the end of the list contained in the first paragraph:

- "• the Quarterly Report on Form 10-Q for the fiscal quarter ended 31 March 2017 (the "**Form 10-Q First Quarter 2017**"), filed with the SEC on 4 May 2017."

4. In the Registration Document in subsection "**III. Additional Information about GSG**" of section "**E. The Goldman Sachs Group, Inc.**" on page 22 et seqq. the table contained in the second paragraph shall be replaced as follows:

"

Information required by the Prospectus Regulation	Documents / Location
Selected financial information for the fiscal years ended 31 December 2016 and 31 December 2015 (Annex IV, Section 3 of the Prospectus Regulation)	Form 10-K 2016 (p. 202)
Unaudited selected interim financial information (Annex IV, Section 3 of the Prospectus Regulation)	Form 10-Q First Quarter 2017 (pp. 1-89)
Risk factors relating to GSG (Annex IV, Section 4 of the Prospectus Regulation)	Form 10-K 2016 (pp. 25-44)
Information about GSG	
History and development of GSG (Annex IV, Section 5.1 of the Prospectus Regulation)	Form 10-K 2016 (pp. 1, 47)
Investments (Annex IV, Section 5.2 of the Prospectus Regulation)	Form 10-K 2016 (pp. 79-81, 168-169)
Business Overview	
Principal activities (Annex IV, Section 6.1 of the Prospectus Regulation)	Form 10-K 2016 (pp. 1-5, 115)
Principal markets (Annex IV, Section 6.2 of the Prospectus Regulation)	Form 10-K 2016 (pp. 1-7, 46, 49-50, 187-189)
Organisational structure (Annex IV, Section 7 of the Prospectus Regulation)	Form 10-K 2016 (pp. 35-36, Exhibit 21.1)
Trend information (Annex IV, Section 8.2 of the Prospectus Regulation)	Form 10-K 2016 (pp. 47-107) Form 10-Q First Quarter 2017 (pp. 90-145)

Administrative, management and supervisory bodies, including conflicts of interest (Annex IV, Section 10 of the Prospectus Regulation)	Form 10-K 2016 (p. 45) Proxy Statement 2016 (pp. 1, 4, 7-9, 11-32, 72-74)
Audit committee (Annex IV, Section 11.1 of the Prospectus Regulation)	Proxy Statement 2016 (pp. 21, 64-65)
Major shareholders (Annex IV, Section 12 of the Prospectus Regulation)	Proxy Statement 2016 (p. 77)
Financial information	
Audited historical financial information for the fiscal years ended 31 December 2016 and 31 December 2015 (Annex IV, Section 13.1-13.4 of the Prospectus Regulation)	Form 10-K 2016 (pp. 110-200)
Auditor's report (Annex IV, Section 13.1 of the Prospectus Regulation)	Form 10-K 2016 (p. 109)
Balance sheet (Annex IV, Section 13.1 of the Prospectus Regulation)	Form 10-K 2016 (p. 112)
Income statement (Annex IV, Section 13.1 of the Prospectus Regulation)	Form 10-K 2016 (pp. 110-111)
Cash flow statement (Annex IV, Section 13.1 of the Prospectus Regulation)	Form 10-K 2016 (p. 114)
Accounting policies and explanatory notes (Annex IV, Section 13.1 of the Prospectus Regulation)	Form 10-K 2016 (pp. 50-53, 115-200)
Unaudited interim and other financial information (Annex IV, Section 13.5 of the Prospectus Regulation)	Form 10-Q First Quarter 2017 (pp. 1-89)
Legal and arbitration proceedings (Annex IV, Section 13.6 of the Prospectus Regulation)	Form 10-K 2015 (pp. 44, 190-196) Form 10-Q First Quarter 2017 (pp. 80-86)
Additional information	
Share capital (Annex IV, Section 14.1 of the Prospectus Regulation)	Form 10-K 2016 (pp. 112, 172-174) Form 10-Q First Quarter 2017 (pp. 4, 63-65)
Credit ratings (Annex V, Section 7.5 of the Prospectus Regulation)	Form 10-K 2016 (p. 93)*

*) The rating scale for long-term debt ranges from Aaa (Fitch) / AAA (Moody's) / AAA (S&P) / AAA (DBRS) (highest quality, lowest risk) to D (Fitch and S&P) / C (Moody's) (payment difficulties, delay) / D (DBRS) (bankruptcy, insolvency). As far as information in relation to ratings of Rating and Investment Information, Inc. is included on those pages, such information is not incorporated by reference. "

5. In the Registration Document in subsection "**V. Incorporation by Reference**" of section "**E. The Goldman Sachs Group, Inc.**" on page 25 the information contained in the subsection shall be replaced as follows:

"GSG 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. which supplements the information contained in this Registration Document, on page 22 in Section E.III. "Additional Information about GSG" reference pursuant to Section 11 German Securities Prospectus Act is made to the SEC Documents. Information contained in the SEC Documents is incorporated by reference into this Registration Document. Insofar as reference is made above to certain parts of the SEC Documents (see table on page 22 et seq. in Section E.III. of this Registration Document) only these parts shall form part of the Registration Document and all other information contained in the SEC Documents is either not relevant for the investor or is covered elsewhere in this Registration Document. The SEC Documents have been filed with the SEC by GSG and are available from the SEC website at www.sec.gov. In connection with the approval of the Base Prospectus relating to the Euro Medium-Term Notes, Series F of The Goldman Sachs Group, Inc. dated 20 April 2017 and any supplements thereto by the Commission de Surveillance du Secteur Financier ("**CSSF**") in Luxembourg the SEC Documents have also been filed with the CSSF 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, Zweigniederlassung Frankfurt, MesseTurm, Friedrich-Ebert-Anlage 49, 60308 Frankfurt am Main."

The Supplement, the Registration Document and the Report are available free of charge at the offices of Goldman Sachs International, Frankfurt Branch, MesseTurm, Friedrich-Ebert-Anlage 49, 60308 Frankfurt am Main and furthermore are available on the website of Goldman Sachs International at www.gs.de/service/wertpapierprospekte.

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. No grounds must be stated for the withdrawal, which must be made in text form. The timely dispatch of the withdrawal is sufficient to comply with the deadline.

Addressee of a withdrawal is Goldman Sachs International, Frankfurt Branch, MesseTurm, Friedrich-Ebert-Anlage 49, 60308 Frankfurt am Main.

Frankfurt am Main, 12 May 2017

Goldman Sachs International, Frankfurt Branch

signed by Lennart Wilhelm

Goldman, Sachs & Co. Wertpapier GmbH

signed by Lennart Wilhelm

signed by Huriye Sargin