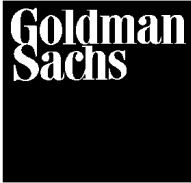


PROSPECTUS SUPPLEMENT TO THE PROSPECTUSES LISTED IN THE SCHEDULE



GOLDMAN SACHS INTERNATIONAL
(Incorporated with unlimited liability in England)

SERIES K PROGRAMME FOR THE ISSUANCE OF WARRANTS, NOTES AND CERTIFICATES

This Prospectus Supplement

This prospectus supplement (the "**Prospectus Supplement**") to each of the prospectuses listed in the Schedule, each of which comprises a separate prospectus in respect of Goldman Sachs International ("**GSI**") as issuer (each such prospectus, as supplemented up to the date of this Prospectus Supplement, a "**Prospectus**" and collectively, the "**Prospectuses**") under the programme for the issuance of warrants, notes and certificates with respect to the securities (the "**Programme**"), constitutes a supplement in respect of each Prospectus for the purposes of Article 13 of Chapter 1 of Part II of the Luxembourg Act dated 10 July 2005 on prospectuses for securities as amended by the law of 3 July 2012, the law of 21 December 2012 and the law of 10 May 2016 (the "**Luxembourg Prospectus Law**") and has been approved by the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") in its capacity as competent authority in Luxembourg. Terms defined in the relevant Prospectus shall have the same meanings when used in this Prospectus Supplement, unless otherwise defined herein.

This Prospectus Supplement is supplemental to, and should be read in conjunction with, the relevant Prospectuses, including any other supplements thereto.

Purpose of this Prospectus Supplement

The purpose of this Prospectus Supplement is to:

- (a) amend Element B.12 of the Summary of each Prospectus to include key financial information for GSI for the nine months ended 30 September 2016;
- (b) incorporate by reference the Unaudited Quarterly Financial Report of GSI ("**GSI's 2016 Third Quarter Financial Report**"), containing, in Part 2, the Unaudited Financial Statements of GSI for the quarter ended September 30, 2016 ("**GSI's 2016 Third Quarter Financial Statements**") into each Prospectus;
- (c) incorporate by reference the Current Report on Form 8-K dated 21 November 2016 of GSG ("**GSG's 21 November 2016 Form 8-K**") into each Prospectus; and
- (d) amend the section entitled "General Information" of each Prospectus.

This Prospectus Supplement and the documents incorporated by reference by virtue of this Prospectus Supplement have been filed with the CSSF and will be available on the website of the Luxembourg Stock Exchange, at www.bourse.lu.

Amendments to the Prospectus

1. Amendment to the Summary of each Prospectus

Element B.12 (*Selected historical key financial information of the Issuer*) on page 8 of each Prospectus shall be deleted in its entirety and replaced with the following:

B.12	Selected historical key financial information of the Issuer	<p>The following table shows selected key historical financial information in relation to GSI:</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th rowspan="3" style="text-align: left; vertical-align: bottom;"><i>(in USD)</i></th> <th colspan="4" style="text-align: center;">As and for the</th> </tr> <tr> <th colspan="2" style="text-align: center;">Nine months ended (unaudited)</th> <th colspan="2" style="text-align: center;">Year ended</th> </tr> <tr> <th style="text-align: center;">30 September 2016</th> <th style="text-align: center;">30 September 2015</th> <th style="text-align: center;">December 2015</th> <th style="text-align: center;">December 2014</th> </tr> </thead> <tbody> <tr> <td>Operating Profit</td> <td style="text-align: right;">2,033,000,000</td> <td style="text-align: right;">2,276,000,000</td> <td style="text-align: right;">2,939,000,000</td> <td style="text-align: right;">2,275,000,000</td> </tr> <tr> <td>Profit on ordinary activities before taxation</td> <td style="text-align: right;">1,783,000,000</td> <td style="text-align: right;">2,078,000,000</td> <td style="text-align: right;">2,661,000,000</td> <td style="text-align: right;">2,060,000,000</td> </tr> <tr> <td>Profit for the financial period</td> <td style="text-align: right;">1,321,000,000</td> <td style="text-align: right;">1,680,000,000</td> <td style="text-align: right;">2,308,000,000</td> <td style="text-align: right;">1,608,000,000</td> </tr> <tr> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <th rowspan="3" style="text-align: left; vertical-align: bottom;"><i>(in USD)</i></th> <th colspan="2" style="text-align: center;">(unaudited)</th> <th colspan="2" style="text-align: center;">As at</th> </tr> <tr> <th colspan="2" style="text-align: center;">30 September 2016</th> <th colspan="2" style="text-align: center;">31 December</th> </tr> <tr> <th colspan="2"></th> <th style="text-align: center;">2015</th> <th style="text-align: center;">2014</th> </tr> <tr> <td>Fixed Assets</td> <td style="text-align: right;">90,000,000</td> <td style="text-align: right;">12,000,000</td> <td style="text-align: right;">14,000,000</td> <td></td> </tr> <tr> <td>Current Assets</td> <td style="text-align: right;">1,072,495,000,000</td> <td style="text-align: right;">850,219,000,000</td> <td style="text-align: right;">967,411,000,000</td> <td></td> </tr> <tr> <td>Total Shareholders' funds</td> <td style="text-align: right;">27,564,000,000</td> <td style="text-align: right;">26,353,000,000</td> <td style="text-align: right;">21,997,000,000]</td> <td></td> </tr> </tbody> </table> <p>There has been no material adverse change in the prospects of GSI since 31 December 2015.</p> <p>Not applicable; there has been no significant change in GSI's financial or trading position since 30 September 2016.</p>	<i>(in USD)</i>	As and for the				Nine months ended (unaudited)		Year ended		30 September 2016	30 September 2015	December 2015	December 2014	Operating Profit	2,033,000,000	2,276,000,000	2,939,000,000	2,275,000,000	Profit on ordinary activities before taxation	1,783,000,000	2,078,000,000	2,661,000,000	2,060,000,000	Profit for the financial period	1,321,000,000	1,680,000,000	2,308,000,000	1,608,000,000						<i>(in USD)</i>	(unaudited)		As at		30 September 2016		31 December				2015	2014	Fixed Assets	90,000,000	12,000,000	14,000,000		Current Assets	1,072,495,000,000	850,219,000,000	967,411,000,000		Total Shareholders' funds	27,564,000,000	26,353,000,000	21,997,000,000]	
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2. ***Incorporation of information by reference in each Prospectus***

This Prospectus Supplement incorporates by reference into each Prospectus:

- (a) GSI's 2016 Third Quarter Financial Report.

The table below sets out the relevant page references to the information incorporated by reference in each Prospectus:

<i>GSI's 2016 Third Quarter Financial Report</i>	
Management Report	Pages 2-25
Profit and Loss Account	Page 26
Balance Sheet	Page 27
Statement of Cash Flows	Page 29

- (b) GSG's 21 November 2016 Form 8-K.

The table below set out the relevant page references to the information incorporated by reference in each Prospectus:

GSG's 21 November 2016 Form 8-K*

Item 5.02:	Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.	Page 2
	Signature	Page 3

* The page numbers referenced above in relation to GSG's 21 November 2016 Form 8-K relate to the order in which the pages appear in the PDF version of such document.

Any information not listed in the above cross-reference tables but included in the documents referred to in the above cross-reference tables is not incorporated herein by reference for the purposes of the Prospectus Directive and is either (a) covered elsewhere in each Prospectus or (b) not relevant for the investor.

3. ***Amendments to the section entitled "General Information" in each Prospectus***

The section entitled "General Information" in each Prospectus shall be supplemented by:

- (i) deleting paragraph 3 entitled "No significant change and no material adverse change" on: (a) page 55 of the GSI (UK) Europe Optimal Timing 2027 Prospectus; and (b) page 57 of the Goldman Sachs International (UK) Europe Callable 2026 Prospectus, and replacing it with the following:

"3. No significant change and no material adverse change

There has been no significant change in the financial or trading position of GSI since September 30, 2016.

There has been no material adverse change in the prospects of GSI since December 31, 2015.

In this Prospectus, references to the "prospects" and "financial or trading position" of GSI are specifically to the ability of GSI to meet its full payment obligations under the Securities in a timely manner."

- (ii) deleting paragraph 4 entitled "Litigation" on: (a) page 55 of the GSI (UK) Europe Optimal Timing 2027 Prospectus; and (b) page 57 of the Goldman Sachs International (UK) Europe Callable 2026 Prospectus, and replacing it with the following:

"4. Litigation

Save as disclosed in (i) "Legal Proceedings" of Note 25 to GSI's 2015 Financial Statements (pages 77 and 78) of GSI's 2015 Annual Report and (ii) "Legal Proceedings" of Note 15 to GSI's 2016 Third Quarter Financial Statements (pages 35 to 36) of GSI's 2016 Third Quarter Financial Report, there have been no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which GSI is aware) during the 12 months before the date of this Prospectus which may have, or have had in the recent past, significant effects on GSI's financial position or

profitability."; and

- (iii) amending paragraph 12 entitled "Selected Financial Information" by deleting the table relating to the key historical financial information of GSI on: (a) pages 57 to 58 of the GSI (UK) Europe Optimal Timing 2027 Prospectus; and (b) pages 59 to 60 of the Goldman Sachs International (UK) Europe Callable 2026 Prospectus, and replacing it with the following: "

""	As and for the nine months ended (unaudited)		As and for the Year ended	
	30 September 2016	30 September 2015	December 2015	December 2014
<i>(in USD)</i>				
Operating Profit	2,033,000,000	2,276,000,000	2,939,000,000	2,275,000,000
Profit on ordinary activities before taxation	1,783,000,000	2,078,000,000	2,661,000,000	2,060,000,000
Profit for the financial period	1,321,000,000	1,680,000,000	1,608,000,000	1,608,000,000

	As at (unaudited)	As at December (audited)	
	30 September 2016	2015	2014
<i>(in USD millions)</i>			
Fixed Assets	90,000,000	12,000,000	14,000,000
Current Assets	1,072,495,000,000	850,219,000,000	967,411,000,000
Total Shareholders' funds	27,564,000,000	26,353,000,000	21,997,000,000

"

Responsibility

Goldman Sachs International 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 its knowledge, in accordance with the facts and does not omit anything likely to affect its import.

Rights of withdrawal

In respect of the GSI (UK) Europe Optimal Timing 2027 Prospectus, 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 9 December 2016, to withdraw their acceptances.

Rights of repurchase

In respect of the Goldman Sachs International (UK) Europe Callable 2026 Prospectus, investors who have already agreed to purchase or subscribe for the securities before this Prospectus Supplement is published shall have the right, exercisable before the end of 9 December 2016, to sell their securities back to GSI at the relevant price at which they purchased the securities.

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 each Prospectus, the statements in (a) above will prevail.

References in each Prospectus to the Prospectus shall hereafter mean the relevant 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.

Prospectus Supplement, dated 1 December 2016

SCHEDULE

LIST OF PROSPECTUSES

1. The prospectus dated November 14, 2016 in respect of the issue of up to EUR 15,000,000 Ten-Year EUR Participation Notes on the STOXX® Europe Select 50 EUR. Index, due January 27, 2027 (referred to for commercial purposes as GSI (UK) Europe Optimal Timing 2027) (ISIN: XS1457381991) (the "**GSI (UK) Europe Optimal Timing 2027 Prospectus**").
2. The prospectus dated October 19, 2016 in respect of the issue of up to EUR 15,000,000 Ten-Year Callable Participation Notes on the EURO STOXX® Select Dividend 30 Index (Price EUR), due November 30, 2026 (referred to by the Distributor as Goldman Sachs International (UK) Europe Callable 2026) (ISIN: XS1402133067) (the "**Goldman Sachs International (UK) Europe Callable 2026 Prospectus**").