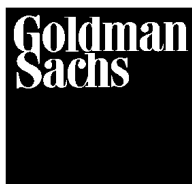


PROSPECTUS SUPPLEMENT NO. 7 TO THE BASE PROSPECTUS DATED 26 JUNE 2012



GOLDMAN SACHS INTERNATIONAL

(Incorporated with unlimited liability in England)

GOLDMAN, SACHS & CO. WERTPAPIER GMBH

(Incorporated with limited liability in Germany)

GOLDMAN SACHS BANK (EUROPE) PLC

(Incorporated with limited liability in Ireland)

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

in respect of which the obligations of Goldman Sachs International,
Goldman, Sachs & Co. Wertpapier GmbH and
Goldman Sachs Bank (Europe) plc are
guaranteed by

THE GOLDMAN SACHS GROUP, INC.

(A corporation organised under the laws of the State of Delaware)

This prospectus supplement (the "**Prospectus Supplement**") to the base prospectus dated 26 June 2012 (the "**Original Base Prospectus**") prepared by Goldman, Sachs & Co. Wertpapier GmbH ("**GSW**") as issuer, Goldman Sachs Bank (Europe) plc ("**GSBE**") as issuer, Goldman Sachs International ("**GSI**") as issuer and The Goldman Sachs Group, Inc. ("**GSG**") as guarantor 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 and amended on 3 July 2012 (the "**Luxembourg Law**") and should be read in conjunction therewith and with Prospectus Supplement No. 1, dated 25 July 2012, Prospectus Supplement No. 2, dated 13 August 2012, Prospectus Supplement No. 3, dated 12 October 2012, Prospectus Supplement No. 4, dated 18 October 2012, Prospectus Supplement No. 5, dated 8 November 2012 and Prospectus Supplement No. 6, dated 17 January 2013 (the Original Base Prospectus as so supplemented, the "**Base Prospectus**"). Terms defined in the Base Prospectus have the same meaning when used in this Prospectus Supplement.

This Prospectus Supplement will be available on the website of the Luxembourg Stock Exchange at www.bourse.lu.

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 5 February 2013, which is two working days after the publication of this Prospectus Supplement, to withdraw their acceptances.

Amendments to the Base Prospectus

The following amendment shall be made to the Base Prospectus by virtue of this Prospectus Supplement:

1. The section entitled "Risk Factors" of the Original Base Prospectus shall be amended by adding the following new risk factor after risk factor 3.5 "*Limitations on exercise (maximum)*" on page 27 of the Original Base Prospectus:

"3.6 *Risks associated with Securities which provide for a subscription period for an offer to the public in the relevant Final Terms*

Where the relevant Final Terms for the Securities provide for a subscription period for the purpose of offering the Securities to the public, and also do not provide for a fixed strike date or initial valuation date, holders should note that the Issuer has the right to reduce or extend the length of such subscription period. In such case, the initial valuation date or initial pricing date (as applicable) on which the initial value of the Underlying Asset(s) will be determined by the Calculation Agent will be brought forward or postponed pursuant to the offering documentation. The adjustment to the subscription period will be at the discretion of the Issuer, and the Issuer may adjust such subscription period in such a way that the initial value is fixed on a date which may adversely affect the value of the Securities, and this may have a significant adverse impact on the value of the Securities."

References to the Base Prospectus shall hereafter mean the Base Prospectus as supplemented by this Prospectus Supplement. Each of the Issuers and the Guarantor has taken all reasonable care to ensure that the information contained in the Base Prospectus, as supplemented by this Prospectus Supplement, is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import and accepts responsibility accordingly.

This Prospectus Supplement is not for use in, and may not be delivered to or inside, the United States.

Prospectus Supplement, dated 1 February 2013