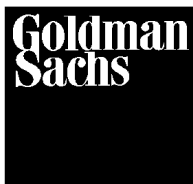


**PROSPECTUS SUPPLEMENT NO. 12 TO THE BASE PROSPECTUS DATED 26 JUNE 2012**



**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, Prospectus Supplement No. 6, dated 17 January 2013, Prospectus Supplement No. 7, dated 1 February 2013, Prospectus Supplement No. 8, dated 4 March 2013, Prospectus Supplement No. 9, dated 22 March 2013, Prospectus Supplement No. 10, dated 19 April 2013 and Prospectus Supplement No. 11 dated 3 May 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 supplements the Base Prospectus by incorporating by reference the Quarterly Report on Form 10-Q for the first fiscal quarter ended 31 March 2013 (the "**First Quarter Form 10-Q**") which was filed with the U.S. Securities and Exchange Commission and with the Commission de Surveillance du Secteur Financier.

The First Quarter Form 10-Q is by reference incorporated into, and form part of, this Prospectus Supplement, and the information contained in this Prospectus Supplement and the First Quarter Form 10-Q shall be deemed to update and where applicable, supersede any information contained in the Base Prospectus, or any documents incorporated by reference therein. This Prospectus Supplement and the document incorporated by reference into this Prospectus Supplement will be available on the website of the Luxembourg Stock Exchange at [www.bourse.lu](http://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 21 May 2013, which is two working days after the publication of this Prospectus Supplement, to withdraw their acceptances.

#### **Documents incorporated by reference**

The information below is included to provide investors with additional information about documents that have been incorporated by reference as of the date of this Prospectus Supplement.

The Base Prospectus, as supplemented by this Prospectus Supplement, incorporates by reference the following documents in relation to The Goldman Sachs Group, Inc.

#### **1. The Goldman Sachs Group, Inc.**

GSG files documents and information with the United States Securities and Exchange Commission (the "SEC"). The following documents, which GSG has filed with the SEC, are hereby incorporated by reference into this Base Prospectus:

- (1) the Current Report on Form 8-K dated 21 June 2012 (filed with the SEC on 22 June 2012) (the "**21 June Form 8-K**");
- (2) the Quarterly Report on Form 10-Q for the fiscal quarter ended 31 March 2012 (the "**First Quarter Form 10-Q**");
- (3) the Current Report on Form 8-K dated 17 April 2012 (filed with the SEC on 17 April 2012) (the "**17 April Form 8-K**");
- (4) Item 1 of the Proxy Statement relating to the 2012 Annual Meeting of Shareholders on 24 May 2012 (the "**2012 Proxy Statement**");
- (5) the Annual Report on Form 10-K for the fiscal year ended 31 December 2011 (the "**2011 Form 10-K**", containing financial statements relating to the fiscal years ended 31 December 2011 and 31 December 2010, including Exhibit 21.1 thereto);
- (6) the Current Report on Form 8-K dated 17 July 2012 (filed with the SEC on 17 July 2012) (the "**17 July Form 8-K**");
- (7) the Quarterly Report on Form 10-Q for the fiscal quarter ended 30 June 2012 (the "**Second Quarter Form 10-Q**");
- (8) the Current Report on Form 8-K dated 16 October 2012 (filed with the SEC on 16 October 2012) (the "**16 October Form 8-K**");
- (9) the Quarterly Report on Form 10-Q for the fiscal quarter ended 30 September 2012 (the "**Third Quarter Form 10-Q**");
- (10) the Current Report on Form 8-K dated 16 January 2013 (filed with the SEC on 16 January 2013) (the "**16 January Form 8-K**");
- (11) Annual Report on Form 10-K for the fiscal year ended 31 December 2012 (the "**2012 Form 10-K**", containing financial statements relating to the fiscal years ended 31 December 2012 and 31 December 2011, including Exhibit 21.1 thereto);
- (12) the Current Report on Form 8-K dated 14 March 2013 (filed with the SEC on 15 March 2013) (the "**14 March Form 8-K**");

- (13) the Current Report on Form 8-K dated 16 April 2013 (filed with the SEC on 16 April 2013) (the "**16 April Form 8-K**");
- (14) the Proxy Statement relating to the 2013 Annual Meeting of Shareholders on 23 May 2013 (the "**2013 Proxy Statement**"); and
- (15) the Quarterly Report on Form 10-Q for the fiscal quarter ended 31 March 2013 (the "**First Quarter Form 10-Q**").

This above list supersedes the list of documents incorporated by reference on page 59 of the Original Base Prospectus.

The following table supersedes the table contained on pages 60 and 61 of the Original Base Prospectus in relation to The Goldman Sachs Group, Inc. and indicates where information required by the Prospectus Regulation to be disclosed in, and incorporated by reference into, the Base Prospectus can be found in the documents referred to above:

| <b>Information required by the Prospectus Regulation</b>   | <b>Document/Location</b>   |
|--|--|
| Selected financial information for the fiscal years ended 31 December 2012, 31 December 2011 and 31 December 2010 (Annex IV, Section 3.1 of the Prospectus Regulation) | 2012 Form 10-K (p. 230)  |
| Unaudited selected financial information (Annex IV, Section 3.1 of the Prospectus Regulation)  | 16 April Form 8-K (pp. 7-10)   |
| Risk factors relating to GSG (Annex IV, Section 4 of the Prospectus Regulation)  | 2012 Form 10-K (pp. 24-37)<br>First Quarter Form 10-Q (p. 177)                 |
| <b>Information about GSG</b>   |  |
| History and development of the company (Annex IV, Section 5.1 of the Prospectus Regulation)  | 2012 Form 10-K (p. 1)  |
| Investments (Annex IV, Section 5.2 of the Prospectus Regulation)   | 2012 Form 10-K (pp. 83-84)<br>First Quarter Form 10-Q (pp. 148-149)            |
| <b>Business overview</b>   |  |
| GSG's principal activities (Annex IV, Section 6.1 of the Prospectus Regulation)  | 2012 Form 10-K (pp. 1-6, 8-22, 122)<br>14 March Form 8-K (p. 2)                |
| GSG's principal markets (Annex IV, Section 6.2 of the Prospectus Regulation)   | 2012 Form 10-K (pp. 1, 40, 45-46, 205-208)                                     |
| Organizational Structure (Annex IV, Section 7 of the Prospectus Regulation)  | 2012 Form 10-K (p. 29, Exhibit 21.1)   |
| Trend information (Annex IV, Section 8 of the Prospectus Regulation)   | 2012 Form 10-K (pp. 43-112)<br>First Quarter Form 10-Q (pp. 112-114)           |
| Administrative, management and supervisory bodies, including conflicts of interest (Annex IV, Section 10 of the Prospectus Regulation)                                 | 2012 Form 10-K (pp. 39)<br>2013 Proxy Statement (pp. 1-4, pp. 6-24, pp. 70-73) |
| Audit committee (Annex IV, Section 11.1 of the Prospectus Regulation)  | 2013 Proxy Statement (p. 24, pp. 60-   |

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|--|---|
| Regulation)  | 61)   |
| Beneficial owners of more than five per cent. (Annex IV, Section 12 of the Prospectus Regulation)  | 2013 Proxy Statement (p. 75)  |
| <b>Financial information</b>   |   |
| Audited historical financial information for the fiscal years ended 31 December 2012 and 31 December 2011 (Annex IV, Section 13.1-13.4 of the Prospectus Regulation) | 2012 Form 10-K (pp. 117-227)  |
| Audit report (Annex IV, Section 13.1 of the Prospectus Regulation)   | 2012 Form 10-K (p. 116)   |
| Balance sheet (Annex IV, Section 13.1 of the Prospectus Regulation)  | 2012 Form 10-K (p. 119)   |
| Income statement (Annex IV, Section 13.1 of the Prospectus Regulation)   | 2012 Form 10-K (p. 117-118)   |
| Cash flow statement (Annex IV, Section 13.1 of the Prospectus Regulation)  | 2012 Form 10-K (p. 121)   |
| Accounting policies and explanatory notes (Annex IV, Section 13.1 of the Prospectus Regulation)  | 2012 Form 10-K (pp. 47-50, 122-277)   |
| Unaudited interim historical financial information (Annex IV, Section 13.5 of the Prospectus Regulation)   | 16 April Form 8-K (pp. 7-10)<br>First Quarter Form 10-Q (pp. 2-110)                                       |
| Legal and arbitration proceedings (Annex IV, Section 13.6 of the Prospectus Regulation)  | 2012 Form 10-K (pp. 38, 210-222)  |
| Financial or trading position (Annex IV, Section 13.7 of the Prospectus Regulation)  | 2012 Form 10-K (pp. 117- 227)<br>16 April Form 8-K (pp. 2-5)  |
| <b>Additional information</b>  |   |
| Share capital (Annex IV, Section 14.1 of the Prospectus Regulation)  | 2012 Form 10-K (pp. 119, 191-193)<br>16 April Form 8-K (p. 4)<br>First Quarter Form 10-Q (pp. 4-5, 79-81) |
| Credit ratings (Annex V, Section 7.5 of the Prospectus Regulation)   | 2012 Form 10-K (pp. 94-95)<br>First Quarter Form 10-Q (pp. 159-160)                                       |

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.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in or incorporated by reference into the Base Prospectus, the statements in (a) above will prevail.

In addition, such documents will be available free of charge from the Luxembourg listing agent, Banque Internationale à Luxembourg, société anonyme, from its principal office in Luxembourg and from the

Swiss Programme Agent and the Swiss Paying Agent. The Luxembourg Stock Exchange will publish such documents on its website at [www.bourse.lu](http://www.bourse.lu).

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.

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Prospectus Supplement, dated 16 May 2013