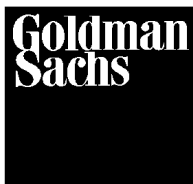


**PROSPECTUS SUPPLEMENT NO. 13 TO THE BASE PROSPECTUS DATED 26 JUNE 2012**



**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, Prospectus Supplement No. 11 dated 3 May 2013 and Prospectus Supplement No. 12 dated 16 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 German language version of the audited Management Report of GSW for the period ended 31 December 2012 (the "**GSW Financial Statements**") (together with an unofficial English translation thereof) which was filed with the U.S. Securities and Exchange Commission and with the Commission de Surveillance du Secteur Financier.

The GSW Financial Statements are by reference incorporated into, and form part of, this Prospectus Supplement, and the information contained in this Prospectus Supplement and the GSW Financial Statements 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 documents 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 3 June 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 Goldman Sachs & Co. Wertpapier GmbH.

#### **1. Goldman, Sachs & Co. Wertpapier GmbH**

GSW files documents and information with the CSSF. The following documents, which GSW has filed with the CSSF, are hereby incorporated by reference into this Base Prospectus:

- (1) The German language version of the (a) Financial Statements and Management Report for the business year from 1 January 2012 to 31 December 2012 and (b) Auditors' Report (together with, in each case, an unofficial English translation thereof, for which GSW accepts responsibility).
- (2) The German language version of the unaudited Interim Management Report for GSW for the period ended 30 June 2012 (together with an unofficial English translation thereof, for which GSW accepts responsibility).
- (3) The German language version of the (a) Financial Statements and Management Report for the business year from 1 January 2011 to 31 December 2011 and (b) Auditor's Report (together with, in each case, an unofficial English translation thereof, for which GSW accepts responsibility).
- (4) The German language version of the (a) Financial Statements and Management Report for the business year from 1 January 2010 to 31 December 2010 and (b) Auditor's Report (together with, in each case, an unofficial English translation thereof, for which GSW accepts responsibility).

This above list supersedes the list of documents incorporated by reference on pages 62 and 63 of the Original Base Prospectus.

The following table supersedes the table contained on pages 62 and 63 of the Original Base Prospectus in relation to Goldman Sachs & Co. Wertpapier GmbH 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>GSW Information in the Financial Statements</b>	<b>GSW's 2012 Financial Statements</b>	<b>GSW's 2011 Financial Statements</b>
Management Report	pp. 1-4	pp. 1-4
Balance Sheet	p. 6	p. 5

Profit and Loss Account/Income Statement	p. 7	p. 6
Cash Flow Statement	p. 14	p. 12
Notes to the Financial Statements	pp. 8-12	pp. 7-11
Independent Auditors' Report	pp. 16-17	pp. 14-15
Statement of Changes in Shareholders' Equity	p. 15	p. 13

Only the German language versions of the Financial Statements relating to GSW are legally binding.

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 30 May 2013