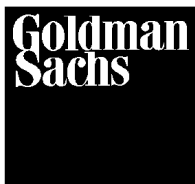


PROSPECTUS SUPPLEMENT NO. 2 TO THE BASE PROSPECTUS DATED 24 JUNE 2013



GOLDMAN SACHS INTERNATIONAL
(Incorporated with unlimited liability in England)

GOLDMAN, SACHS & CO. WERTPAPIER GMBH
(Incorporated with limited liability in Germany)

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

in respect of which the obligations of Goldman Sachs International,
Goldman, Sachs & Co. Wertpapier GmbH are
guaranteed by

THE GOLDMAN SACHS GROUP, INC.
(A corporation organised under the laws of the State of Delaware)

This Prospectus Supplement

This prospectus supplement (the "**Prospectus Supplement**") to the base prospectus dated 24 June 2013 (the "**Original Base Prospectus**") prepared by Goldman, Sachs & Co. Wertpapier GmbH ("**GSW**") 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 19 July 2013 (the Original Base Prospectus as so supplemented, the "**Base Prospectus**"). On 24 June 2013, the Commission de Surveillance du Secteur Financier (the "**CSSF**") approved the base Prospectus for the purposes of Article 7 of the Luxembourg Law. Terms defined in the Base Prospectus have the same meaning when used in this Prospectus Supplement.

Information being supplemented

Supplement No.2 to the Registration Document

This Prospectus Supplement supplements the Base Prospectus by incorporating by reference Supplement No.2 to the Registration Document dated 24 June 2013 ("**Supplement No.2 to the Registration Document**"), approved by the CSSF on 19 August 2013.

Supplement No.2 to the Registration Document is by reference incorporated into, and forms part of, this Prospectus Supplement, and the information contained in this Prospectus Supplement and Supplement No.2 to the Registration Document shall be deemed to update and where applicable, supersede any information contained in the Base Prospectus, or any documents incorporated by reference therein.

This Supplement and the document incorporated by reference into this Supplement will be available on the website of the Luxembourg Stock Exchange at www.bourse.lu.

Amendments to the Summary

Section B.12 (Selected historical key financial information of the Guarantor, no material adverse change statement and description of significant changes in the financial or trading position of the Guarantor) of the Summary on pages 5 and 6 of the Original Base Prospectus shall be updated to read as follows:

"

<i>(in USD millions)</i>	Six months ended (unaudited)		As and for the Year ended	
	30 June 2013	30 June 2012	December 2012	December 2011
Total non-interest revenues	16,951	14,505	30,283	23,619
Net revenues, including net interest income	18,702	16,576	34,163	28,811
Pre-tax earnings	6,018	4,596	11,207	6,169

Balance sheet information				
	Six months ended (unaudited)		As at 31 December	
	30 June 2013	30 June 2012	2012	2011
<i>(in USD millions)</i>				
Total assets	938,456	948,638	938,555	923,225
Total liabilities	860,413	875,783	862,839	852,846
Total shareholders' equity:	78,043	72,855	75,716	70,379

Not applicable; there has been no material adverse change in the prospects of GSG since 31 December 2012.

Not applicable; there has been no significant change in GSG's financial or trading position since 30 June 2013."

" United States Tax Considerations"

The last sentence of the section entitled "Taxation - United States Tax Considerations" on page 439 of the Base Prospectus shall be deleted and a new paragraph inserted to read as follows:

"Recent U.S. Tax Development

On 12 July 2013, the U.S. Internal Revenue Service issued a notice to change the date from which the withholding tax under the HIRE Act as described in this Base Prospectus shall apply from 1 January 2014 to 1 July 2014. As a result, Securities issued and outstanding as of 30 June 2014 generally should not be subject to this withholding tax, provided that after 30 June 2014, the terms of the securities are not modified in a way that would cause the securities to be treated as reissued for U.S. tax purposes."

Rights of withdrawal

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

Interpretation

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.

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 (including 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.

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 19 August 2013