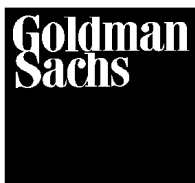


PROSPECTUS SUPPLEMENT NO. 7 TO THE BASE PROSPECTUS DATED 24 JUNE 2013



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 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**") (the "**Original Base Prospectus**"), 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, Prospectus Supplement No. 2, dated 19 August 2013, Prospectus Supplement No. 3, dated 17 September 2013, Prospectus Supplement No. 4 dated 25 September 2013, Prospectus Supplement No. 5 dated 4 October 2013 and Prospectus Supplement No. 6 dated 24 October 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 Original Base Prospectus for the purposes of Article 7 of the Luxembourg Law. The terms defined in the Base Prospectus have the same meaning when used in this Prospectus Supplement.

Information being supplemented

Supplement No. 5 to the Registration Document

This Prospectus Supplement supplements the Base Prospectus by incorporating by reference Prospectus Supplement No. 5 to the Registration Document dated 24 June 2013 ("**Supplement No. 5 to the Registration Document**"), approved by the CSSF on 12 November 2013, which itself incorporates the Quarterly Report on Form 10-Q of GSG for the third fiscal quarter ended 30 September 2013, which was filed with the U.S. Securities and Exchange Commission on 7 November 2013.

Supplement No. 5 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. 5 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 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*.

Amendments to the Summary

Section B.19 (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:

"

Income statement information				
	For the nine months ended (unaudited)		For the Year ended	
<i>(in USD millions)</i>	September 2013	September 2012	December 2012	December 2011
Total non-interest revenues	22,833	22,020	30,283	23,619
Net revenues, including net interest income	25,424	24,927	34,163	28,811
Pre-tax earnings	8,185	6,894	11,207	6,169

Balance sheet information				
	As at 30 September (unaudited)		As at 31 December	
<i>(in USD millions)</i>	2013	2012	2011	
Total assets	923,223	938,555	923,225	
Total liabilities	845,607	862,839	852,846	
Total shareholders' equity:	77,616	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 September 2013."

Responsibility

Each of Goldman Sachs International and Goldman, Sachs & Co. Wertpapier GmbH 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 their knowledge, in accordance with the facts and does not omit anything likely to affect its import.

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 14 November 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 Prospectus 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 12 November 2013