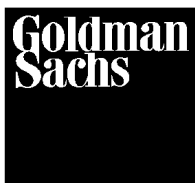


PROSPECTUS SUPPLEMENT NO. 8 TO THE BASE PROSPECTUS DATED 24 JUNE 2013



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, Prospectus Supplement No. 6 dated 24 October 2013 and Prospectus Supplement No. 7 dated 12 November 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. This Prospectus Supplement will be available on the website of the Luxembourg Stock Exchange at www.bourse.lu.

Information being supplemented

Supplement No. 6 to the Registration Document

This Prospectus Supplement supplements the Base Prospectus by incorporating by reference in its entirety Prospectus Supplement No. 6 to the Registration Document dated 24 June 2013 ("**Supplement No. 6 to the Registration Document**"), approved by the CSSF on 18 November 2013, which itself incorporates the Current Report on Form 8-K dated 14 November 2013 of GSG, as filed with the U.S. Securities and Exchange Commission.

Supplement No. 6 to the Registration Document is in its entirety by reference incorporated into, and forms part of, this Prospectus Supplement, and the information contained in this Prospectus Supplement and Supplement No. 6 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 Base Prospectus

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

1. The section entitled "Risk Factors" of the Base Prospectus shall be amended by adding the following Risk Factor immediately before Risk Factor 5 (Risks associated with conflicts of interest between Goldman Sachs and purchasers of Securities) (at page 54 of the Original Base Prospectus):

4.21 Risks associated with the investigation of potential manipulation of published currency exchange rates

It has been reported that the U.K. Financial Conduct Authority and regulators from other countries are in the process of investigating the potential manipulation of published currency exchange rates. If such manipulation has occurred or is continuing, certain published exchange rates may have been, or may be in the future, artificially lower (or higher) than they would otherwise have been. Any such manipulation could have an adverse impact on any payments on, and the value of, the Securities and the trading market for the Securities. In addition, we cannot predict whether any changes or reforms affecting the determination or publication of exchange rates or the supervision of currency trading will be implemented in connection with these investigations. Any such changes or reforms could also adversely impact the Securities.

2. Section B.19 (B.17) (Rating of the Guarantor) of the Summary (at page 7 of the Original Base Prospectus) shall be updated to read as follows:

"The long-term debt of GSG has been rated A by Fitch, Baa1 by Moody's and A- by S&P."

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 21 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 19 November 2013