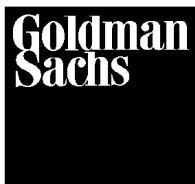


PROSPECTUS SUPPLEMENT NO. 7 TO THE BASE PROSPECTUS DATED 20 JUNE 2014



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 20 June 2014 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 to the Base Prospectus, dated 17 July 2014, Prospectus Supplement No. 2 to the Base Prospectus, dated 8 August 2014, Prospectus Supplement No. 3 to the Base Prospectus, dated 28 August 2014, Prospectus Supplement No. 4 to the Base Prospectus, dated 3 September 2014, Prospectus Supplement No. 5 to the Base Prospectus, dated 17 October 2014 and Prospectus Supplement No. 6 to the Base Prospectus, dated 6 November 2014 (the Original Base Prospectus as so supplemented, the "**Base Prospectus**"). On 20 June 2014, 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.

Terms defined in the Base Prospectus have the same meaning when used in this Prospectus Supplement unless otherwise defined herein. This Prospectus Supplement shall form part of and be read in conjunction with the Base Prospectus.

This Prospectus Supplement will be available on the website of the Luxembourg Stock Exchange at www.bourse.lu.

Amendments to the Summary

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

Element B.19 (B.12) (*Selected historical key financial information of the Guarantor*) of the Summary on page 6 of the Original Base Prospectus, as supplemented prior to this Supplement, shall be updated to read as follows:

"

Income statement information				
	Three months ended (unaudited)		For the Year ended	
<i>(in USD millions)</i>	30 September 2014	30 September 2013	December 2013	December 2012
Total non-interest revenues	7,338	5,882	30,814	30,283
Net revenues, including net interest income	8,387	6,722	34,206	34,163
Pre-tax earnings	3,305	2,167	11,737	11,207

Balance sheet information				
	As at 30 September (unaudited)		As at 31 December	
<i>(in USD millions)</i>	2014	2013	2012	
Total assets	868,933	911,507	938,555	
Total liabilities	786,658	833,040	862,839	
Total shareholders' equity:	82,275	78,467	75,716	

There has been no material adverse change in the prospects of GSG since 31 December 2013.

Not applicable; there has been no significant change in GSG's financial or trading position since 30 September 2014."

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 11 November 2014, 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 7 November 2014