



GOLDMAN SACHS INTERNATIONAL
(Incorporated with unlimited liability in England)

Series A Programme for the issuance of Warrants, Notes and Certificates

**Issue of up to 20,000 Five-Year Capped Bonus Certificates with Digital Coupon
linked to the MSCI Emerging Markets Index, due December 4, 2019
(the "Securities" or the "Certificates")**

(ISIN: GB00BP2YGW82)

Guaranteed by

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

Prospectus

This document, comprised of the Summary and Securities Note (this "**Document**"), together with the registration document dated June 20, 2014 of The Goldman Sachs Group, Inc., Goldman Sachs International and Goldman, Sachs & Co. Wertpapier GmbH, as supplemented by Supplement No. 1 dated July 17, 2014, Supplement No. 2 dated August 8, 2014, Supplement No. 3 dated August 28, 2014, Supplement No. 4 dated September 3, 2014 and Supplement No. 5 dated October 17, 2014 (the "**Registration Document**"), which has been published on the website of the Luxembourg Stock Exchange (*www.bourse.lu*), constitutes a prospectus (this "**Prospectus**") for the purposes of Article 5.3 of Directive 2003/71/EC as amended by Directive 2010/73/EU (the "**Prospectus Directive**") relating to the above-referenced Securities issued by Goldman Sachs International (the "**Issuer**" or "**GSI**") and guaranteed by The Goldman Sachs Group, Inc. (the "**Guarantor**" or "**GSG**"). This Document should be read together with the Registration Document.

Programme

The Securities are being issued under the Series A Programme for the issuance of Warrants, Notes and Certificates (the "**Programme**") of the Issuer and the Guarantor.

Status of the Securities

The Securities are unsecured and unsubordinated general obligations of the Issuer and not of any affiliate of the Issuer. The Securities are not bank deposits and are not insured or guaranteed by the United States Federal Deposit Insurance Corporation, the Deposit Insurance Fund or any other governmental agency in any jurisdiction.

The Guaranty

The payment obligations of the Issuer under the Securities are guaranteed by GSG pursuant to a guaranty dated June 20, 2014 (the "**Guaranty**"). The Guaranty will rank *pari passu* with all other unsecured and unsubordinated indebtedness of GSG.

Information incorporated by reference

This Prospectus incorporates by reference certain information from the base prospectus in relation to the Programme dated June 20, 2014, (the "**Original Base Prospectus**") and the supplements thereto (and the Original Base Prospectus as supplemented, the "**Base Prospectus**"). See the section entitled "*Documents Incorporated by Reference*" below. You should read this Prospectus together with such information from the Base Prospectus.

Statements in relation to prospects and financial or trading position

In this Prospectus, where GSI and GSG make statements that "there has been no material adverse change in the prospects" and "no significant change in the financial or trading position" of GSI and GSG, respectively, references in these statements to the "prospects" and "financial or trading position" of GSI and GSG are

specifically to their respective ability to meet their full payment obligations under the Securities (in the case of GSI) or Guaranty (in the case of GSG) in a timely manner. Such statements are made, for example, in Elements B.12 and B.19 (B.12) of the section entitled "Summary" and in paragraph 1 of the section entitled "General Information" of this Document. Material information about GSI's and GSG's respective financial condition and prospects is included in the GSG periodic reports on Forms 10-K, 10-Q and 8-K which are incorporated by reference into the Registration Document.

Risk warning

The Securities are not principal protected. You could lose some, and up to all, of your investment. Before purchasing Securities, you should consider, in particular, the section entitled "*Risk Factors*" below and in the Registration Document.

The date of this Prospectus is November 3, 2014.

TABLE OF CONTENTS

	Page
IMPORTANT NOTICES	4
SUMMARY	6
RISK FACTORS	19
PERFORMANCE SCENARIOS.....	32
DOCUMENTS INCORPORATED BY REFERENCE	34
CONTRACTUAL TERMS	36
OTHER INFORMATION.....	44
ANNEX A – PAYOUT TERMS	49
1. Interest Amount	49
2. Settlement Amount	49
3. Definitions	49
ANNEX B – INDEX DISCLAIMER.....	51
GENERAL INFORMATION.....	52
INDEX OF DEFINED TERMS	55

IMPORTANT NOTICES

Approval and passporting under the EU Prospectus Directive

Application has been made to the Luxembourg Commission de Surveillance du Secteur Financier (the "CSSF"), which is the Luxembourg competent authority for the purpose of the Prospectus Directive for approval of this Prospectus and relevant implementing measures in Luxembourg, as a prospectus issued in compliance with the Prospectus Directive and relevant implementing measures in Luxembourg for the purpose of giving information with regard to the issue of Securities. This Document together with the Registration Document constitutes a prospectus for the purpose of Article 5.3 of the Prospectus Directive. An application will be made for the Securities to be listed on the Official List and admitted to trading on the Luxembourg Stock Exchange (a regulated market for the purposes of Directive 2004/39/EC on Markets in Financial Instruments) and, within 90 business days from the end of the Offer Period, an application will be made for the Securities to be listed and admitted to trading on the Euro TLX market, an MTF organised and managed by Euro TLX SIM S.p.A., which is not a regulated market for the purposes of Directive 2004/39/EC on Markets in Financial Instruments, but no assurances can be given that admission to trading will be granted. This Prospectus will be published on the websites of the Luxembourg Stock Exchange (www.bourse.lu) and the Issuer (www.goldman-sachs.it). On the approval of this Document as a prospectus for the purpose of Article 5.3 of the Prospectus Directive by the CSSF, notification of such approval will be made to the Italian National Stock Exchange and Companies Commission (Commissione Nazionale per le Società e la Borsa) ("CONSOB") in its capacity as the competent authority of the Republic of Italy.

CSSF disclaimer

Pursuant to Article 7(7) of the Luxembourg Law on Prospectuses for Securities dated 10 July 2005 (as amended), by approving this Prospectus, the CSSF gives no undertakings as to the economic and financial characteristics of the Securities to be issued hereunder or the quality or solvency of the Issuer or the Guarantor.

Credit ratings

The credit ratings of GSG referred to in this Prospectus have been issued by DBRS, Inc. ("**DBRS**"), Fitch, Inc. ("**Fitch**"), Moody's Investors Service, Inc. ("**Moody's**"), Standard & Poor's Ratings Services, a division of The McGraw-Hill Companies, Inc. ("**S&P**") and Rating and Investment Information, Inc. ("**R&I**"), none of which entities is established in the European Union or registered under Regulation (EC) No. 1060/2009, as amended by Regulation (EU) No. 513/2011 (the "**CRA Regulation**"). In general, European regulated investors are restricted from using a rating for regulatory purposes if such rating is not either (1) issued or validly endorsed by a credit rating agency established in the European Union (an "**EU CRA**") and registered with the European Securities and Markets Authority ("**ESMA**") under the CRA Regulation) or (2) issued by a credit rating agency established outside the European Union which is certified under the CRA Regulation.

The EU affiliates of DBRS, Fitch, Moody's and S&P are registered under the CRA Regulation. The list of entities which are so registered is available at <http://www.esma.europa.eu/page/List-registered-and-certified-CRAs>. The ESMA has approved the endorsement by such EU affiliates of credit ratings issued by DBRS, Fitch, Moody's and S&P. Accordingly, credit ratings issued by DBRS, Fitch, Moody's and S&P may be used for regulatory purposes in the EU. The credit rating issued by R&I is incorporated into this Prospectus for information purposes only.

Credit ratings may be adjusted over time, and there is no assurance that these credit ratings will be effective after the date of this Prospectus. A credit rating is not a recommendation to buy, sell or hold any Securities.

Important U.S. Notices

None of the Securities or the Guaranty have been, nor will be, registered under the United States Securities Act of 1933, as amended (the "**Securities Act**"), or any state securities laws. Except as provided below, Securities may not be offered, sold or delivered within the United States or to U.S. persons (as defined in Regulation S under the Securities Act ("**Regulation S**")). The Securities have not been approved or disapproved by the Securities and Exchange Commission or any state securities commission in the United States nor has the Securities and Exchange Commission or any state securities commission passed upon the accuracy or the adequacy of this Prospectus. Any representation to the contrary is a criminal offence in the United States.

Post-issuance Information

Neither the Issuer nor the Guarantor intends to provide any post-issuance information, except if required by any applicable laws and regulations, or have authorised the making or provision of any representation or information regarding the Issuer, the Guarantor or the Securities other than as contained or incorporated by reference in this Prospectus, in any other document prepared in connection with the Programme or as expressly approved for such purpose by the Issuer or the Guarantor. Any such representation or information should not be relied upon as having been authorised by the Issuer or the Guarantor. The delivery of this Prospectus shall not, in any circumstances, create any implication that there has been no adverse change in the financial situation of the Issuer or the Guarantor since the date hereof or, as the case may be, the date upon which this Prospectus has been most recently supplemented.

Restrictions and distribution and use of this Prospectus

The distribution of this Prospectus and the offering, sale and delivery of the Securities in certain jurisdictions may be restricted by law. Persons into whose possession this Prospectus comes are required by the Issuer and the Guarantor to inform themselves about and to observe any such restrictions. This Prospectus may not be used for the purpose of an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation, and no action has been taken or will be taken to permit an offering of the Securities or the distribution of this Prospectus in any jurisdiction where any such action is required.

Prospects and financial or trading position

In the Summary section and elsewhere in this Prospectus, references to the "prospects" and "financial or trading position" of the Issuer and Guarantor (as applicable), are specifically to the ability of the Issuer and Guarantor (as applicable) to meet their full payment obligations under the Securities in a timely manner. In addition, all such statements should be read in conjunction with and are qualified by the information contained in the documents incorporated by reference in this Prospectus.

SUMMARY

Summaries are made up of disclosure requirements known as "Elements". These elements are numbered in Sections A – E (A.1 – E.7).

This summary contains all the Elements required to be included in a summary for this type of securities and Issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements.

Even though an Element may be required to be inserted in the summary because of the type of securities and Issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of "not applicable".

SECTION A: INTRODUCTION AND WARNINGS		
A.1	Introduction and warnings:	<p>This summary should be read as an introduction to this Prospectus. Any decision to invest in the Securities should be based on consideration of this Prospectus as a whole by the investor. Where a claim relating to the information contained in this Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the Member States, have to bear the costs of translating this Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of this Prospectus or it does not provide, when read together with the other parts of this Prospectus, key information in order to aid investors when considering whether to invest in such Securities.</p>
A.2	Consent to use of the Prospectus:	<p>Subject to the conditions set out below, in connection with a Non-exempt Offer (as defined below) of Securities, the Issuer and the Guarantor consent to the use of this Prospectus by UBS (Italia) S.p.A., Via del Vecchio Politecnico 3, 20121, Milano, Italia (the "Authorised Offeror" or "Distributor").</p> <p>The consent of the Issuer and the Guarantor is subject to the following conditions:</p> <p>(i) the consent is only valid during the period from (and including) November 3, 2014 (only after this Document has been approved as a prospectus for the purpose of Article 5.3 of the Prospectus Directive by the CSSF and notification of such approval has been made to the Italian National Stock Exchange and Companies Commission (Commissione Nazionale per le Società e la Borsa) ("CONSOB") in its capacity as the competent authority of the Republic of Italy) to (and including) November 26, 2014 (the "Offer Period"); and</p> <p>(ii) the consent only extends to the use of this Prospectus to make Non-exempt Offers (as defined below) of the tranche of Securities in the Republic of Italy.</p> <p>A "Non-exempt Offer" of Securities is an offer of Securities that is not within an exemption from the requirement to publish a prospectus under Directive 2003/71/EC, as amended.</p> <p>Any person (an "Investor") intending to acquire or acquiring any Securities from an Authorised Offeror will do so, and offers and sales of Securities to an Investor by an Authorised Offeror will be made, in accordance with any terms and other arrangements in place between such Authorised Offeror and such Investor including as to price, allocations and settlement arrangements. The Issuer will not be a party to any such arrangements with Investors in connection with the offer or sale of the Securities and, accordingly, this Prospectus will not contain such information and an Investor must obtain such information from the Authorised Offeror. Information in relation to an offer to the public will</p>

		be made available at the time such sub-offer is made, and such information will also be provided by the relevant Authorised Offeror at the time of such offer.																								
SECTION B: ISSUER AND GUARANTOR																										
B.1	Legal and commercial name of the Issuer:	Goldman Sachs International ("GSI" or the "Issuer").																								
B.2	Domicile and legal form of the Issuer, legislation under which it operates and country of incorporation of Issuer:	GSI is a private unlimited liability company incorporated in England and Wales. GSI mainly operates under English law. The registered office of GSI is Peterborough Court, 133 Fleet Street, London EC4A 2BB, England.																								
B.4b	Known trends with respect to the Issuer and the industries in which it operates:	GSI's prospects for the remainder of 2014 will be affected, potentially adversely, by developments in global, regional and national economies, including in the United Kingdom, movements and activity levels, in financial, commodities, currency and other markets, interest rate movements, political and military developments throughout the world, client activity levels and legal and regulatory developments in the United Kingdom and other countries where the Issuer does business.																								
B.5	The Issuer's group:	Goldman Sachs Holdings (U.K.), a company incorporated under English law, has a 99 per cent. shareholding in GSI. Goldman Sachs Group Holdings (U.K.) Limited, a company incorporated under English law, beneficially owns 100 per cent. of the shares in Goldman Sachs Holdings (U.K.) and 1 per cent. shareholding in GSI. Goldman Sachs Group U.K. Limited, a company incorporated under English law, has a 100 per cent. shareholding in Goldman Sachs Group Holdings (U.K.) Limited. Goldman Sachs (UK) L.L.C. is established under the laws of the State of Delaware and has a 97.2 per cent. shareholding in Goldman Sachs Group U.K. Limited. The Goldman Sachs Group, Inc. is established under the laws of the State of Delaware and has a 100 per cent. interest in Goldman Sachs (UK) L.L.C. Please see B.19 (B.5).																								
B.9	Profit forecast or estimate of Issuer:	Not applicable; GSI has not made any profit forecasts or estimates.																								
B.10	Audit report qualifications:	Not applicable; there are no qualifications in the audit report of GSI on its historical financial information.																								
B.12	Selected historical key financial information of the Issuer; no material adverse change statement and description of significant changes in the financial or trading position of the Issuer subsequent to the period covered by the historical financial information:	<p>The following table shows selected key historical financial information in relation to GSI:</p> <table border="1"> <thead> <tr> <th rowspan="2"></th> <th colspan="2">As and for the six months ended (unaudited)</th> <th colspan="2">As and for the year ended</th> </tr> <tr> <th>30 June 2014 (USD)</th> <th>30 June 2013 (USD)</th> <th>31 December 2013 (USD)</th> <th>31 December 2012 (USD)</th> </tr> </thead> <tbody> <tr> <td>Operating Profit</td> <td>1,233,141,000</td> <td>492,562,000</td> <td>618,173,000</td> <td>1,111,976,000</td> </tr> <tr> <td>Profit on ordinary activities before taxation</td> <td>1,134,190,000</td> <td>335,426,000</td> <td>297,566,000</td> <td>827,966,000</td> </tr> <tr> <td>Profit on ordinary activities after taxation</td> <td>914,071,000</td> <td>249,275,000</td> <td>168,664,000</td> <td>683,960,000</td> </tr> </tbody> </table>		As and for the six months ended (unaudited)		As and for the year ended		30 June 2014 (USD)	30 June 2013 (USD)	31 December 2013 (USD)	31 December 2012 (USD)	Operating Profit	1,233,141,000	492,562,000	618,173,000	1,111,976,000	Profit on ordinary activities before taxation	1,134,190,000	335,426,000	297,566,000	827,966,000	Profit on ordinary activities after taxation	914,071,000	249,275,000	168,664,000	683,960,000
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		Fixed Assets	15,195,000	15,537,000	516,944,000
		Current Assets	883,371,098,000	816,202,624,000	891,299,754,000
		Total Shareholders' Funds	21,183,148,000	20,300,471,000	20,193,453,000
		<p>There has been no material adverse change in the prospects of GSI since December 31, 2013.</p> <p>Not applicable; there has been no significant change in the financial or trading position particular to GSI subsequent to June 30, 2014.</p>			
B.13	Recent events material to the evaluation of the Issuer's solvency:	Not applicable; there has been no recent events particular to GSI which are to a material extent relevant to the evaluation of GSI's solvency.			
B.14	Issuer's position in its corporate group and dependency on other entities in the corporate group:	<p>Please refer to Element B.5 above.</p> <p>GSI is part of The Goldman Sachs Group, Inc. and transacts with, and depends on, entities within such group accordingly.</p>			
B.15	Issuer's principal activities:	The principal activities of GSI consist of securities underwriting and distribution, trading of corporate debt and equity services, non-U.S. sovereign debt and mortgage securities, execution of swaps and derivative instruments, mergers and acquisitions, financial advisory services for restructurings/private placements/lease and project financings, real estate brokerage and finance, merchant banking, stock brokerage and research.			
B.16	Ownership and control of the Issuer:	Goldman Sachs Holdings (U.K.), a company incorporated under English law, has a 99 per cent. shareholding in GSI. Goldman Sachs Group Holdings (U.K.) Limited, a company incorporated under English law, beneficially owns 100 per cent. of the shares in Goldman Sachs Holdings (U.K.) and 1 per cent. shareholding in GSI. Goldman Sachs Group U.K. Limited, a company incorporated under English law, has a 100 per cent. shareholding in Goldman Sachs Group Holdings (U.K.) Limited. Goldman Sachs (UK) L.L.C. is established under the laws of the State of Delaware and has a 97.2 per cent. shareholding in Goldman Sachs Group U.K. Limited. The Goldman Sachs Group, Inc. is established under the laws of the State of Delaware and has a 100 per cent. interest in Goldman Sachs (UK) L.L.C. See also Element B.19 (B.5).			
B.18	Nature and Scope of the Guarantee:	The payment obligations of GSI in respect of the Securities are unconditionally and irrevocably guaranteed by GSG pursuant to a guaranty dated June 20, 2014 made by GSG (the " Guaranty "). The Guaranty will rank <i>pari passu</i> with all other unsecured and unsubordinated indebtedness of GSG.			
B.19 (B.1)	Legal and commercial name of the Guarantor:	The Goldman Sachs Group, Inc. (" GSG ").			
B.19 (B.2)	Domicile and legal form of the Guarantor, legislation under which it operates	GSG is organised in the State of Delaware in the United States as a corporation pursuant to, and operating under, the Delaware General Corporation Law. The registered office of GSG is 200 West Street, New York, New York 10282, USA.			

	and country of incorporation of Guarantor:																																								
B.19 (B.4b)	Known trends with respect to the Guarantor and the industries in which it operates:	GSG's prospects for the remainder of 2014 will be affected, potentially adversely, by developments in global, regional and national economies, including in the U.S. movements and activity levels, in financial, commodities, currency and other markets, interest rate movements, political and military developments throughout the world, client activity levels and legal and regulatory developments in the United States and other countries where GSG does business.																																							
B.19 (B.5)	The Guarantor's group:	<p style="text-align: center;">Holding Company Structure of The Goldman Sachs Group, Inc.</p> <p>Note: The percentages given are for direct holdings of ordinary shares or equivalent. Minority shareholdings are held by other Goldman Sachs Group entities which are themselves owned, directly or indirectly, by GSG.</p>																																							
B.19 (B.9)	Profit forecast or estimate of Guarantor:	Not applicable; GSG has not made any profit forecasts or estimates.																																							
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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 subsequent to the period covered by the historical financial information:	<table border="1"> <thead> <tr> <th colspan="5" style="text-align: center;">Income statement information</th> </tr> <tr> <th></th> <th colspan="2" style="text-align: center;">For the three months ended (unaudited)</th> <th colspan="2" style="text-align: center;">For the Year ended</th> </tr> <tr> <th style="text-align: left;"><i>(in USD millions)</i></th> <th style="text-align: center;">30 June 2014</th> <th style="text-align: center;">30 June 2013</th> <th style="text-align: center;">December 2013</th> <th style="text-align: center;">December 2012</th> </tr> </thead> <tbody> <tr> <td>Total non-interest revenues</td> <td style="text-align: center;">8,125</td> <td style="text-align: center;">7,786</td> <td style="text-align: center;">30,814</td> <td style="text-align: center;">30,283</td> </tr> <tr> <td>Net revenues, including net interest income</td> <td style="text-align: center;">9,125</td> <td style="text-align: center;">8,612</td> <td style="text-align: center;">34,206</td> <td style="text-align: center;">34,163</td> </tr> <tr> <td>Pre-tax earnings</td> <td style="text-align: center;">2,821</td> <td style="text-align: center;">2,645</td> <td style="text-align: center;">11,737</td> <td style="text-align: center;">11,207</td> </tr> </tbody> </table> <table border="1"> <thead> <tr> <th colspan="3" style="text-align: center;">Balance sheet information</th> </tr> <tr> <th></th> <th style="text-align: center;">As at 30 June (unaudited)</th> <th style="text-align: center;">As at December 31</th> </tr> </thead> <tbody> <tr> <td></td> <td></td> <td></td> </tr> </tbody> </table>	Income statement information						For the three months ended (unaudited)		For the Year ended		<i>(in USD millions)</i>	30 June 2014	30 June 2013	December 2013	December 2012	Total non-interest revenues	8,125	7,786	30,814	30,283	Net revenues, including net interest income	9,125	8,612	34,206	34,163	Pre-tax earnings	2,821	2,645	11,737	11,207	Balance sheet information				As at 30 June (unaudited)	As at December 31			
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	(in USD millions)			
	Total assets	859,914	911,507	938,555
	Total liabilities	778,285	833,040	862,839
	Total shareholders' equity	81,629	78,467	75,716
		There has been no material adverse change in the prospects of GSG since December 31, 2013.		
		Not applicable; there has been no significant change in GSG's financial or trading position since June 30, 2014.		
B.19 (B.13)	Recent events material to the evaluation of the Guarantor's solvency:	Not applicable; there are no recent events particular to GSG which are to a material extent relevant to the evaluation of GSG's solvency.		
B.19 (B.14)	Guarantor's position in its corporate group and dependency on other entities in the corporate group:	<p>See Element B.5.</p> <p>GSG is a holding company and, therefore, depends on dividends, distributions and other payments from its subsidiaries to fund dividend payments and to fund all payments on its obligations, including debt obligations.</p> <p>The organisational structure of GSG is set out in the table entitled "<i> Holding Company Structure of The Goldman Sachs Group, Inc.</i>" found in Element B.19 (B.5) above.</p>		
B.19 (B.15)	Guarantor's principal activities:	<p>GSG, together with its consolidated subsidiaries ("Goldman Sachs"), is a leading global investment banking, securities and investment management firm that provides a wide range of financial services to a substantial and diversified client base that includes corporations, financial institutions, governments and high-net-worth individuals.</p> <p>Goldman Sachs' activities are conducted in the following segments:</p> <p>(1) Investment Banking: Investment Banking is comprised of:</p> <ul style="list-style-type: none"> • Financial Advisory, which includes strategic advisory assignments with respect to mergers and acquisitions, divestitures, corporate defence activities, risk management, restructurings and spin-offs, and derivative transactions directly related to these client advisory assignments; and • Underwriting, which includes public offerings and private placements, including domestic and cross-border transactions, of a wide range of securities, loans and other financial instruments, and derivative transactions directly related to these client underwriting activities. <p>(2) Institutional Client Services:</p> <ul style="list-style-type: none"> • Fixed Income, Currency and Commodities, which includes client execution activities related to making markets in interest rate products, credit products, mortgages, currencies and commodities; and • Equities, which includes client execution activities related to making markets in equity products and commissions and fees from executing and clearing institutional client transactions on major stock, options and 		

		<p>futures exchanges worldwide, as well as over-the-counter transactions. Equities also includes Goldman Sachs' securities services business, which provides financing, securities lending and other prime brokerage services to institutional clients, including hedge funds, mutual funds, pension funds and foundations, and generates revenues primarily in the form of interest rate spreads or fees.</p> <p>(3) Investing & Lending which includes Goldman Sachs' investing activities and the origination of loans to provide financing to clients. These investments, some of which are consolidated, and loans are typically longer-term in nature. Goldman Sachs make investments, directly and indirectly through funds that Goldman Sachs manage, in debt securities and loans, public and private equity securities, and real estate entities.</p> <p>(4) Investment Management which provides investment management services and offers investment products (primarily through separately managed accounts and commingled vehicles, such as mutual funds and private investment funds) across all major asset classes to a diverse set of institutional and individual clients. Investment Management also offers wealth advisory services, including portfolio management and financial counselling, and brokerage and other transaction services to high-net-worth individuals and families.</p>
B.19 (B.16)	Ownership and control of the Guarantor:	Not applicable; GSG is a publicly-held company listed on the New York Stock Exchange and not directly or indirectly owned or controlled by any shareholders or affiliated group of shareholders.
SECTION C: SECURITIES		
C.1	Type and class of Securities being offered and admitted to trading, including security identification number:	<ul style="list-style-type: none"> • Five-Year Capped Bonus Certificates with Digital Coupon linked to the MSCI Emerging Markets Index, due December 4, 2019 (the "Securities" or the "Certificates"). • ISIN: GB00BP2YGW82 / Common Code: 071484505 / Valoren: 25322677.
C.2	Currency of the Securities:	United States Dollar ("USD").
C.5	Restrictions on Transferability:	<p>The Securities and the Guaranty may not be offered, sold or delivered within the United States or to U.S. persons as defined in Regulation S under the Securities Act ("Regulation S"), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities law.</p> <p>Subject to above, the Securities will be freely transferable.</p>
C.8	Rights attached to the Securities including ranking and limitations on those rights:	<p>Rights: The Securities give the right to each holder of Securities (a "Holder") to receive a potential return on the Securities (see Element C.18 below), together with certain ancillary rights such as the right to receive notice of certain determinations and events and to vote on future amendments. The terms and conditions are governed under English law.</p> <p>Ranking: The Securities are direct, unsubordinated and unsecured obligations of the Issuer and rank equally with all other direct, unsubordinated and unsecured obligations of the Issuer. The Guaranty will rank equally with all other unsecured and unsubordinated indebtedness of GSG.</p> <p>Limitations to rights:</p> <ul style="list-style-type: none"> • Notwithstanding that the Securities are linked to the performance of the

		<p>underlying asset, Holders do not have any rights in respect of any underlying asset, or in respect of any component included in such underlying asset and shall have no right to call for any component included in such underlying asset to be delivered to them.</p> <ul style="list-style-type: none"> • The terms and conditions of the Securities contain provisions for calling meetings of Holders to consider matters affecting their interests generally and these provisions permit defined majorities to bind all Holders, including Holders who did not attend and vote at the relevant meeting and Holders who voted in a manner contrary to the majority. Further, in certain circumstances, the Issuer may amend the terms and conditions of the Securities, without the Holders' consent. • The terms and conditions of the Securities permit the Issuer and the Calculation Agent (as the case may be), on the occurrence of certain events and in certain circumstances, without the Holders' consent, to make adjustments to the terms and conditions of the Securities, to exercise the Securities prior to maturity (where applicable), to postpone valuation of the underlying asset or scheduled payments under the Securities, to change the currency in which the Securities are denominated, to substitute the Issuer with another permitted entity subject to certain conditions, and to take certain other actions with regard to the Securities and the underlying asset (if any).
C.11	Admission to trading on a regulated market:	An application will be made for the Securities to be listed on the Official List and admitted to trading on the Luxembourg Stock Exchange (a regulated market for the purposes of Directive 2004/39/EC on Markets in Financial Instruments) and, within 90 business days from the end of the Offer Period, an application will be made for the Securities to be listed and admitted to trading on the Euro TLX market, an MTF organised and managed by Euro TLX SIM S.p.A., which is not a regulated market for the purposes of Directive 2004/39/EC on Markets in Financial Instruments, but no assurances can be given that admission to trading will be granted.
C.15	Effect of underlying instrument on value of investment:	<p>The value of the Securities and the Settlement Amount payable on the maturity date will depend on the official closing level (the "Closing Index Level") of the Index on the Final Valuation Date (scheduled to fall on November 26, 2019). If the Closing Index Level of the Index on the Final Valuation Date is less than or equal to the Barrier Level (as described below), an investor that purchased the Securities at the Issue Price of USD 1,000 per Security will sustain a loss of part or all of the amount invested.</p> <p>The value of the Securities and the Interest Amount (if any) payable on the Interest Payment Date (scheduled to fall on December 3, 2015) will depend on the Closing Index Level on each Observation Date (closing valuation) falling in the Observation Period (being the period commencing on, and including, the Initial Valuation Date (scheduled to fall on November 26, 2014) and ending on, and including, the Observation Period End Date (scheduled to fall on November 26, 2015)). If the Closing Index Level on each Observation Date (closing valuation) falling in the Observation Period is above 95 per cent. of the Closing Index Level of the Index on the Initial Valuation Date (scheduled to fall on November 26, 2014), then no Interest Amount will be payable on the Interest Payment Date (scheduled to fall on December 3, 2015).</p>
C.16	Expiration or maturity date:	The in-the-money Securities will be automatically exercised on the maturity date which is December 4, 2019 (provided that the Securities do not exercise early and subject to adjustment for non-business days or if the Final Valuation Date is adjusted).
C.17	Settlement procedure:	<p>Settlement of the Securities shall take place through Euroclear Bank S.A./N.V. / Clearstream Banking, <i>société anonyme</i>.</p> <p>The Issuer will have discharged its payment obligations by payment to, or to the order of, the relevant clearing system in respect of the amount so paid.</p>

C.18	Return on the Securities:	<p>The Issue Price per Security shall be USD 1,000, and the return on the Securities will derive from:</p> <ul style="list-style-type: none"> • the potential payment of an Interest Amount on the Interest Payment Date (scheduled to fall on December 3, 2015); • the potential payment of a Non-scheduled Early Repayment Amount upon an unscheduled early redemption of the Securities (as described below); or • if the Securities are not previously exercised, or purchased and cancelled, the payment of the Settlement Amount on the scheduled maturity of the Securities. <p style="text-align: center;">—————</p> <p style="text-align: center;"><u>Interest</u></p> <p>Interest Amount: Unless the Certificates have been exercised, or purchased and cancelled, prior to the Interest Payment Date and subject to any adjustments made under the terms and conditions of the Securities, for each Certificate held you will receive on the Interest Payment Date (scheduled to fall on December 3, 2015):</p> <ul style="list-style-type: none"> (i) if the Closing Index Level of the Index has on any Observation Date (closing valuation) during the Observation Period been <i>less than</i> or <i>equal to</i> the Digital Coupon Barrier Level, an Interest Amount equal to the <i>product</i> of (a) the Nominal Amount, <i>multiplied</i> by (b) the Digital Coupon Rate, i.e., USD 50; or (ii) if the Closing Index Level of the Index has on each Observation Date (closing valuation) during the Observation Period been <i>greater than</i> the Digital Coupon Barrier Level, zero. <p>Where:</p> <ul style="list-style-type: none"> • Digital Coupon Barrier Level: 95 per cent. (95%) of the Reference Price (Initial). • Digital Coupon Rate: five per cent. (5%), expressed as 0.05. • Initial Valuation Date: November 26, 2014, subject to adjustment in accordance with the terms and conditions. • Nominal Amount: USD 1,000. • Observation Date (closing valuation): each scheduled trading day which is not a disrupted day for the Index falling in the Observation Period. • Observation Period: the period commencing on, and including, the Initial Valuation Date and ending on, and including, the Observation Period End Date. The Observation Period End Date shall be deemed to be an Observation Date (closing valuation) for the purpose of the Certificates. • Observation Period End Date: November 26, 2015, subject to adjustment in accordance with the terms and conditions. • Reference Price (Initial): the Closing Index Level of the Index on the Initial Valuation Date. <p style="text-align: center;">—————</p> <p style="text-align: center;"><u>Non-scheduled Early Repayment Amount</u></p> <p>Unscheduled early redemption: The Securities may be exercised prior to the scheduled maturity (i) at the Issuer's option (a) if the Issuer determines a</p>
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		<p>change of applicable law has the effect that its performance under the Securities has become unlawful or impracticable (in whole or in part), (b) where applicable, if the Calculation Agent determines that certain additional disruption events or adjustment events as provided in the terms and conditions of the Securities have occurred in relation to the underlying assets or (ii) upon notice by a Holder declaring such Securities to be immediately repayable due to the occurrence of an event of default which is continuing.</p> <p>In such case, the Non-scheduled Early Repayment Amount payable on such unscheduled early redemption shall be, for each Security, an amount representing the fair market value of the Security, taking into account the remaining present value immediately before the redemption.</p> <p>The Non-scheduled Early Repayment Amount may be less than your initial investment and therefore you may lose some or all of your investment on an unscheduled early redemption.</p> <p style="text-align: center;"><u>Settlement Amount</u></p> <p>Unless the Certificates have been exercised or purchased and cancelled prior to the maturity date, and subject to any adjustments made under the terms and conditions of the Securities, each Certificate in-the-money will be automatically exercised and redeemed on the maturity date by payment of the Settlement Amount in accordance with paragraph (i) or (ii) below (as applicable):</p> <p>(i) if the Reference Price (Final) is greater than the Barrier Level, the Settlement Amount payable in respect of each Certificate shall be an amount equal to the <i>product</i> of (a) the Nominal Amount, <i>multiplied</i> by (b) the <i>lower</i> of (I) the Cap and (II) the <i>greater</i> of (A) one, and (B) the <i>quotient</i> of the Reference Price (Final) <i>divided</i> by the Reference Price (Initial); or</p> <p>(ii) if the Reference Price (Final) is less than or equal to the Barrier Level, the Settlement Amount payable in respect of each Certificate shall be an amount equal to the <i>product</i> of (a) the Nominal Amount, <i>multiplied</i> by (b) the <i>quotient</i> of (I) the Reference Price (Final), <i>divided</i> by (II) the Reference Price (Initial).</p> <p>Where:</p> <ul style="list-style-type: none"> • Barrier Level: an amount equal to 55 per cent. (55%) of the Reference Price (Initial). • Cap: 200 per cent. (200%), expressed as 2.00. • Final Valuation Date: November 26, 2019, subject to adjustment in accordance with the terms and conditions. • Reference Price (Final): the Closing Index Level of the Index on the Final Valuation Date. 								
C.19	Exercise price / final reference price of the underlying:	Unless the Certificates have been exercised or purchased and cancelled prior to the maturity date (scheduled for December 4, 2019), the Reference Price (Final) will be determined on the Final Valuation Date.								
C.20	The underlying assets:	<p>The underlying asset (the "Index") is described in the following table:</p> <table border="1" data-bbox="549 1928 1394 2040"> <thead> <tr> <th>Index</th> <th>Bloomberg page</th> <th>Reuters screen</th> <th>Index Sponsor</th> </tr> </thead> <tbody> <tr> <td>MSCI Emerging Markets Index</td> <td>MXEF <Index></td> <td>.MSCIEF</td> <td>MSCI Inc.</td> </tr> </tbody> </table>	Index	Bloomberg page	Reuters screen	Index Sponsor	MSCI Emerging Markets Index	MXEF <Index>	.MSCIEF	MSCI Inc.
Index	Bloomberg page	Reuters screen	Index Sponsor							
MSCI Emerging Markets Index	MXEF <Index>	.MSCIEF	MSCI Inc.							

SECTION D: RISKS		
D.2	Key risks that are specific to the Issuer, the Guarantor and the Group:	<p>The payment of any amount due on the Securities is subject to our credit risk. The Securities are our unsecured obligations. The Securities are not bank deposits and are not insured or guaranteed by the U.S. Federal Deposit Insurance Corporation, the U.S. Deposit Insurance Fund, the UK Financial Services Compensation Scheme or any other government or governmental agency, or insurance protection scheme in any jurisdiction. The value of and return on your securities will be subject to our credit risk and to changes in the market's view of our creditworthiness.</p> <p>References in Elements B.12 and B.19 (B.12) above to the "prospects" and "financial or trading position" of the Issuer and Guarantor (as applicable), are specifically to their respective ability to meet their full payment obligations under the Securities (in the case of GSI) or Guaranty (in the case of GSG) in a timely manner. Material information about GSI's and GSG's respective financial condition and prospects is included in the GSG periodic reports on Forms 10-K, 10-Q and 8-K which are incorporated by reference into the Registration Document. You should be aware, however, that each of the key risks highlighted below could have a material adverse effect on the Issuer's and Guarantor's businesses, operations, financial and trading position and prospects, which, in turn, could have a material adverse effect on the return investors receive on the Securities.</p> <p>As part of a leading global financial services group the Issuer and the Guarantor are subject to a number of key risks of the Goldman Sachs consolidated group of companies ("Group"): </p> <ul style="list-style-type: none"> • The Group's businesses have been and may continue to be adversely affected by conditions in the global financial markets and economic conditions generally. • The Group's businesses have been and may be adversely affected by declining asset values. This is particularly true for those businesses in which it has net "long" positions, receives fees based on the value of assets managed, or receives or posts collateral. • The Group's businesses have been and may be adversely affected by disruptions in the credit markets, including reduced access to credit and higher costs of obtaining credit. • The Group's market-making activities have been and may be affected by changes in the levels of market volatility. • The Group's investment banking, client execution and investment management businesses have been adversely affected and may continue to be adversely affected by market uncertainty or lack of confidence among investors and CEOs due to general declines in economic activity and other unfavourable economic, geopolitical or market conditions. • The Group's investment management business may be affected by the poor investment performance of its investment products. • The Group may incur losses as a result of ineffective risk management processes and strategies. • The Group's liquidity, profitability and businesses may be adversely affected by an inability to access the debt capital markets or to sell assets or by a reduction in its credit ratings or by an increase in its credit spreads. • Conflicts of interest are increasing and a failure to appropriately identify and address conflicts of interest could adversely affect the Group's businesses. • The Guarantor is a holding company and is dependent for liquidity on

		<p>payments from its subsidiaries, many of which are subject to restrictions.</p> <ul style="list-style-type: none"> • The Group's businesses, profitability and liquidity may be adversely affected by deterioration in the credit quality of, or defaults by, third parties who owe the Group money, securities or other assets or whose securities or obligations it holds. • Concentration of risk increases the potential for significant losses in the Group's market-making, underwriting, investing and lending activities. • The financial services industry is both highly competitive and interrelated. • The Group faces enhanced risks as new business initiatives leads it to transact with a broader array of clients and counterparties and exposes it to new asset classes and new markets. • Derivative transactions and delayed settlements may expose the Group to unexpected risk and potential losses. • The Group's businesses may be adversely affected if it is unable to hire and retain qualified employees. • The Group's businesses and those of its clients are subject to extensive and pervasive regulation around the world. • The Group may be adversely affected by increased governmental and regulatory scrutiny or negative publicity. • A failure in the Group's operational systems or infrastructure, or those of third parties, could impair the Group's liquidity, disrupt its businesses, result in the disclosure of confidential information, damage its reputation and cause losses. • Substantial legal liability or significant regulatory action against the Group could have material adverse financial effects or cause significant reputational harm, which in turn could seriously harm the Group's business prospects. • The growth of electronic trading and the introduction of new trading technology may adversely affect the Group's business and may increase competition. • The Group's commodities activities, particularly its power generation interests and physical commodities activities, subject the Group to extensive regulation, potential catastrophic events and environmental, reputational and other risks that may expose it to significant liabilities and costs. • In conducting its businesses around the world, the Group is subject to political, economic, legal, operational and other risks that are inherent in operating in many countries. • The Group may incur losses as a result of unforeseen or catastrophic events, including the emergence of a pandemic, terrorist attacks, extreme weather events or other natural disasters.
D.6	<p>Key risks of the Securities and risk warning that investors may lose entire investment:</p>	<p>Investors may lose up to all of their investment in the event of an unscheduled early redemption.</p> <ul style="list-style-type: none"> • <i>Risk of loss of investment: If the Reference Price (Final) is at or below the Barrier Level, you will lose some or all of your original investment.</i> • You may lose some or all of your entire investment in the Securities where: <ul style="list-style-type: none"> ◦ We (as Issuer and Guarantor) fail or are otherwise unable to

		<p>meet our payment obligations;</p> <ul style="list-style-type: none"> ◦ You do not hold your Securities to maturity and the secondary sale price you receive is less than the original purchase price; or ◦ Your Securities are redeemed early due to an unexpected event and the amount you receive is less than the original purchase price. <ul style="list-style-type: none"> • The estimated value of your Securities (as determined by reference to pricing models used by us) at the time the terms and conditions of your Securities are set on the trade date, will be less than the original issue price of your Securities. • Your Securities may not have an active trading market, and you may be unable to dispose of them. • We give no assurance that application for listing and admission to trading will be granted (or, if granted, will be granted by the issue date) or that an active trading market in the Securities will develop. We may discontinue any such listing at any time. • The potential for the value of the Securities to increase is limited as the performance of the underlying asset(s) to which the Securities are linked is capped. <p>Risks associated with Securities linked to underlying asset(s):</p> <ul style="list-style-type: none"> • Purchasers of Securities linked to one or more underlying asset(s) are exposed to the performance of such underlying asset(s), which may be subject to unpredictable change over time. • Past performance of an underlying asset is not indicative of future performance. • You will not have any rights of ownership in the underlying asset(s), and our obligations under the Securities to you are not secured by any assets. • Following a disruption event, the valuation of the Underlying Asset(s) may be postponed and/or valued by us (as Calculation Agent) in our discretion. • Past performance of an underlying asset is not indicative of future performance. • Following the occurrence of certain extraordinary events in relation to the underlying asset(s), the terms and conditions of your Securities may be adjusted or the Securities may be redeemed early at the non-scheduled early repayment amount. Such amount may be less than your initial investment and you could lose some or all of your investment. • The performance of indices is dependent upon many unpredictable factors, including in relation to its underlying components. • You may receive a lower return on the Securities than you would have received from investing in the components of the index directly because the index level may reflect the prices of such index components without including the value of dividends paid on those components. • The sponsor of an index may take any actions in respect of the index without regard to your interests as holders of the Securities, and any of these actions could negatively affect the value of and return on the Securities. • Your Securities may be adjusted or redeemed prior to maturity due to a change in law. Any such adjustment may have a negative effect on the value of and return on your Securities; the amount you receive
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		<p>following an early redemption may be less than your initial investment and you could lose some or all of your investment.</p> <ul style="list-style-type: none"> • The Issuer of your Securities may be substituted with another company. • We may amend the terms and conditions of your Securities in certain circumstances without your consent.
SECTION E: OFFER		
E.2b	Reasons for the offer and the use of proceeds:	The net proceeds from the issue of the Securities will be used in the general business of the Issuer, i.e., for making profit and/or hedging certain risks.
E.3	Description of terms and conditions of the offer:	<p>An offer of the Certificates will be made other than pursuant to Article 3(2) of the Prospectus Directive in the Republic of Italy ("Public Offer Jurisdiction") during the period commencing on (and including) November 3, 2014 (only after this Document has been approved as a prospectus for the purpose of Article 5.3 of the Prospectus Directive by the CSSF and notification of such approval has been made to the CONSOB in its capacity as the competent authority of the Republic of Italy) and ending on (and including) November 26, 2014 by the Authorised Offeror(s) (as at the date hereof, being UBS (Italia) S.p.A., Via del Vecchio Politecnico 3, 20121, Milano, Italia).</p> <p>The Offer Price per Security is USD 1,000 (the "Issue Price"). The Authorised Offeror will offer and sell the Securities to its customers in accordance with arrangements in place between such Authorised Offeror and its customers by reference to the Issue Price and market conditions prevailing at the time.</p>
E.4	Description of any interest that is material to the issue/offer including conflicting interests:	So far as the Issuer is aware, no person involved in the issue of the Securities has an interest material to the offer, including conflicting interests.
E.7	Estimated expenses charged to the investor by the Issuer or offeror:	The Issuer has paid a selling commission of up to two per cent. (2.0%) which is included in the Issue Price of USD 1,000 per Security. Other than such selling commission, there are no estimated expenses charged to the investor.

RISK FACTORS

RISK WARNING OF POTENTIAL LOSS OF SOME OR ALL OF YOUR INVESTMENT

You may lose some or all of your entire investment in the Securities where:

- **The Issuer or Guarantor fails or is otherwise unable to meet its payment or delivery obligations:** The Securities are our unsecured obligations. They are not bank deposits and are not insured or guaranteed by the U.S. Federal Deposit Insurance Corporation, the U.S. Deposit Insurance Fund, the UK Financial Services Compensation Scheme or any other deposit protection insurance scheme in any jurisdiction. Therefore, if the Issuer or Guarantor fails or is otherwise unable to meet its payment or delivery obligations under the Securities, you will lose up to the entire value of your investment.
- **The final redemption amount of the Securities is less than the purchase price, due to the performance of the Underlying Asset(s):** Where the terms of your Securities do not provide for scheduled minimum payment of the face value or issue price of the Securities at maturity, whether you receive some or all of your money back at maturity (and any positive return) will depend on performance of the Underlying Asset(s). Therefore, depending on the performance of the Underlying Asset(s), you may lose some and up to all of your investment.
- **The Secondary sale price is less than the original purchase price:** The market price of your Securities prior to maturity may be significantly lower than the purchase price you pay for them. Consequently, if you sell your Securities before the stated scheduled redemption date, you may receive far less than your original invested amount.
- **The Securities are redeemed early due to an unexpected event and the amount you receive is less than the original purchase price:** Your Securities may be redeemed in certain extraordinary circumstances as described in this Prospectus prior to scheduled maturity and, in such case, the early redemption amount paid to you may be less than what you paid for the Securities.

These circumstances are more fully described below.

A. FACTORS THAT MAY AFFECT OUR ABILITY TO FULFIL OUR OBLIGATIONS UNDER THE SECURITIES

Although the return on your Securities will be based on the performance of the Underlying Asset(s) (if applicable), the payment of any amount due on the Securities is subject to our credit risk. The Securities are our unsecured obligations. The Securities are not bank deposits and are not insured or guaranteed by the U.S. Federal Deposit Insurance Corporation, the U.S. Deposit Insurance Fund, the UK Financial Services Compensation Scheme or any other government or governmental agency, or insurance protection scheme in any jurisdiction. Investors are dependent on our ability to pay all amounts due on the Securities, and therefore investors are subject to our credit risk and to changes in the market's view of our creditworthiness.

These risks are described in 'Risk Factors' in the Registration Document, which forms part of this Prospectus.

1. Risks relating to regulatory actions under a recovery and resolution regime, including "bail-in"

The EU Directive establishing a framework for the recovery and resolution of credit institutions and investment firms (the "**Bank Recovery and Resolution Directive**" or "**BRRD**") was published in the EU Official Journal on 12 June 2014. The BRRD is to be implemented with effect in all European Member

States by January 1, 2015, with the exception of the bail-in powers which must be implemented by January 1, 2016. The aim of the BRRD is to provide national supervisory authorities with tools and powers to pre-emptively address potential banking crises in order to promote financial stability and minimise taxpayers' exposure to losses.

Under the BRRD, a national supervisory authority is empowered to employ one or more resolution tools in relation to certain institutions, including investment firms (such as GSI) where the authority determines that the institution is failing or likely to fail; it is not reasonably likely that any other action can be taken to avoid the failure of the institution; and the resolution action is in the public interest.

The resolution tools available to the national supervisory authority under the BRRD include a statutory "write-down and conversion power" - the so-called "bail-in" tool. The 'bail-in' tool would give the relevant national supervisory authority the ability to cancel all or a portion of the principal amount of, or interest on, certain unsecured liabilities (which could include the Securities) of a failing institution and/or to convert certain debt claims (which could include the Securities) into another security, including ordinary shares of the surviving group entity, if any. In addition, under the BRRD, the national supervisory authority will have power to amend the maturity date and/or any interest payment date of debt instruments or other eligible liabilities of the relevant institution and/or impose a temporary suspension of payments. Other resolution tools include (i) sale of the relevant institution or the whole or part of its business; (ii) transfer all or part of the business of the relevant institution to a 'bridge bank'; and (iii) transfer the impaired or problem assets of the relevant institution to an asset management vehicle.

In the UK, the Banking Act 2009 (the "**Banking Act**") already provides for a recovery and resolution regime to allow the Bank of England (or, in certain circumstances, UK HM Treasury) powers to resolve failing (or near failing) banks and, pursuant to recent amendments to the Banking Act, other UK entities such as investment firms. These amendments to the Banking Act also include the introduction of a bail-in tool. The resolution powers and tools under the BRRD overlap in part with those under the Banking Act and the transposition of the BRRD into national law will increase the extent of such alignment.

The circumstances in which a national supervisory authority would exercise its powers and apply the resolution tools – in particular, the bail-in power - are uncertain. If these powers were to be exercised (or if there was a suggestion that they could be exercised) in respect of GSI, such exercise would likely have a material adverse effect on the value of the Securities, including a potential loss of some or all of the investment.

B. FACTORS WHICH ARE MATERIAL FOR THE PURPOSES OF ASSESSING THE MARKET RISKS IN RELATION TO THE SECURITIES

1. Risks associated with the value and liquidity of your Securities

1.1 The estimated value of your Securities (as determined by reference to pricing models used by us) at the time the terms and conditions of your Securities are set on the trade date, will be less than the original issue price of your Securities

The original issue price for your Securities will exceed the estimated value of your Securities as from the trade date, as determined by reference to our pricing models and taking into account our credit spreads. The difference between the estimated value of your Securities as of the time the terms and conditions of your Securities were set on the trade date and the original issue price is a result of many factors, including among others on issuance (the underwriting discount and commissions where permitted by applicable law), the expenses incurred in creating, documenting and marketing the Securities and our own internal funding costs (being an amount based on what we would pay to holders of a non-structured security with a similar maturity). The difference may be greater when the Securities are initially traded

on any secondary markets and may gradually decline in value during the term of the Securities. Information with respect to the amount of these inducements, commissions and fees are included in this Prospectus and may be obtained from the Issuer upon request.

In estimating the value of your Securities as of the time the terms and conditions of your Securities were set on the trade date, our pricing models consider certain variables, including principally our credit spreads, interest rates (forecasted, current and historical rates), volatility, price-sensitivity analysis and the time to maturity of the Securities. These pricing models are proprietary and rely in part on certain assumptions about future events, which may prove to be incorrect. As a result, the actual value you would receive if you sold your Securities in the secondary market, if any, to others may differ, perhaps materially, from the estimated value of your Securities determined by reference to our models due to, among other things, any differences in pricing models or assumptions used by others.

1.2 The value and quoted price of your Securities (if any) at any time will reflect many factors and cannot be predicted

The value and quoted price of your Securities (if any) at any time will reflect many factors and cannot be predicted. The following factors, amongst others, many of which are beyond our control, may influence the market value of your Securities:

- the volatility — i.e., the frequency and magnitude of changes — of the levels of the Underlying Asset or basket of Underlying Assets;
- whether your Securities are linked to a single Underlying Asset or a basket of Underlying Assets;
- the level, price, value or other measure of the Underlying Asset(s) to which your Securities are linked, the participation rate, the weighting multipliers, the cap level and/or the buffer level and/or other payout term, as applicable;
- the dividend rates of the stocks underlying the Underlying Asset(s);
- economic, financial, regulatory, political, military and other events that affect stock markets generally and the stocks underlying the Underlying Asset(s) or basket Underlying Asset(s)s, and which may affect the closing level of the Underlying Asset(s) or the basket closing level;
- economic, financial, regulatory, geographic, judicial, political and other developments that affect the level, value or price of the Underlying Asset(s), and real or anticipated changes in those factors;
- interest rates and yield rates in the market;
- the time remaining until your Securities mature; and
- our creditworthiness, whether actual or perceived, and including actual or anticipated upgrades or downgrades in our credit ratings or changes in other credit measures.

If we make a market in the Securities, the price quoted by us would reflect any changes in market conditions and other relevant factors, including any deterioration in our creditworthiness or perceived creditworthiness. These changes may adversely affect the value of your Securities, including the price you may receive for your Securities in any market making transaction. To the extent that we make a market in the Securities, the quoted price will reflect the estimated value determined by reference to our pricing models at that time, plus or minus its customary bid and ask spread for similar sized trades of structured securities and subject to the declining excess amount described in risk factor 1.1 (*"The estimated value of your Securities (as determined by reference to pricing models used by us) at the time*

the terms and conditions of your Securities are set on the trade date, will be less than the original issue price of your Securities") above.

Further, if you sell your Securities, you will likely be charged a commission for secondary market transactions, or the price will likely reflect a dealer discount. This commission or discount will further reduce the proceeds you would receive for your Securities in a secondary market sale.

If you sell your Securities prior to maturity, you may receive less than the face amount or initial purchase price of your Securities. You cannot predict the future performance of the applicable Underlying Asset(s) based on its historical performance.

There is no assurance that we or any other party will be willing to purchase your Securities at any price and, in this regard, we are not obligated to make a market in the Securities. See risk factor 1.3 ("*Your Securities may not have an active trading market*") below.

1.3 Your Securities may not have an active trading market

Unless we expressly tell you otherwise, or to the extent that the rules of any stock exchange on which the Securities are listed and admitted to trading require us to provide liquidity in respect of the Securities, there may be little or no secondary market for your Securities and you may be unable to sell them.

If we do make a market for the Securities, we may cease to do so at any time without notice to you and we are not obligated to provide any quotation of bid or offer price(s) of the Securities which is favourable to you.

For those Securities for which an application will be or has been made to be listed and admitted to trading on a stock exchange, we give no assurance that such application will be accepted, that any particular Securities will be so admitted, or that an active trading market in the Securities will develop. We may discontinue any such listing at any time.

Even if a secondary market for your Securities develops, it may not provide significant liquidity and transaction costs in any secondary market could be high. As a result, the difference between bid and asked prices for your Securities in any secondary market could be substantial. See also risk factor 1.2 ("*The value and quoted price of your Securities (if any) at any time will reflect many factors and cannot be predicted*") above.

You should therefore not assume that the Securities can be sold at a specific time or at a specific price during their life, and you should assume that you may need to hold them until they mature.

2. Risks associated with certain products or product features

The potential for the value of your Securities to increase may be limited

If the terms and conditions of your Securities provides that the Securities are subject to a cap, your ability to participate in any change in the value of the Underlying Asset(s) over the term of the Securities will be limited, no matter how much the level, price, rate or other applicable value of the Underlying Asset(s) may rise beyond the cap level over the life of the Securities. Accordingly, the return on your Securities may be significantly less than if you had purchased the Underlying Asset(s) directly.

3. Risks associated with certain terms of the Securities, including adjustment, early redemption, substitution, Issuer call option, exercise and amendments

3.1 Your Securities may be adjusted or redeemed prior to maturity due to a change in law. Any such adjustment may have a negative effect on the value of and return on your Securities; the amount

you receive following an early redemption may be less than your initial investment

Where, due to a change in law, our performance under the Securities has become illegal or impractical, we may, in our discretion, either (i) amend the terms and conditions of the Securities to cure such unlawfulness or impracticability or (ii) redeem the Securities. Any adjustment made to the terms and conditions of the Securities may have a negative effect on the value of and return on the Securities.

In the case of early redemption, if permitted by applicable law, we shall pay to you an amount equal to the non-scheduled early repayment amount of such Securities. Unless the terms of your Securities provide that "Par" is applicable, the non-scheduled early repayment amount will be determined on the basis of market quotations obtained from qualified financial institutions or, where insufficient market quotations are obtained, will be an amount determined by us to be the fair market value of such Securities immediately prior to such early redemption (taking into account such illegality), adjusted to account fully for any of our reasonable expenses and costs including, those relating to the unwinding of our related hedging and funding arrangements (if any). The non-scheduled early repayment amount may be less than your initial investment and you may therefore lose some or all of your investment.

Following any such early redemption of the Securities, you may not be able to reinvest the proceeds from such redemption at a comparable return and/or with a comparable interest rate for a similar level of risk. You should consider such reinvestment risk in light of other available investments when you purchase the Securities.

3.2 The Issuer of your Securities may be substituted with another company

The Issuer may be substituted as principal obligor under such Securities by any company from the Goldman Sachs Group of companies. Whilst the new issuer will provide an indemnity in your favour in relation to any additional tax or duties that become payable solely as a result of such substitution, you will not have the right to consent to such substitution.

3.3 We may amend the terms and conditions of your Securities in certain circumstances without your consent; amendments to the Securities will bind all holders thereof

The terms and conditions of the Securities may be amended by us without your consent as a holder of the Securities in any of the following circumstances:

- to correct a manifest or proven error or omission;
- where the amendment is of a formal, minor or technical nature; or
- where such amendment will not materially and adversely affect the interests of holders.

In certain other circumstances, the consent of a defined majority of holders is required to make amendments. The terms and conditions of the Securities contain provisions for holders of Securities to call and attend meetings to vote upon such matters or to pass a written resolution in the absence of such a meeting. Resolutions passed at such a meeting, or passed in writing, can bind all holders of Securities, including investors that did not attend or vote, or who do not consent to the amendments.

4. Risks associated with Securities that reference one or more Underlying Asset(s)**4.1 The value on and return on your Securities depends on the performance of the Underlying Asset(s)**

The return on your Securities may depend on the performance of one or more Underlying Asset(s). The level, price, rate or other applicable value of the Underlying Asset(s) may be subject to unpredictable change over time. This degree of change is known as "volatility". The volatility of an Underlying Asset

may be affected by national and international financial, political, military or economic events, including governmental actions, or by the activities of participants in the relevant markets. Any of these events or activities could adversely affect the value of and return on the Securities. Volatility does not imply direction of the level, price, rate or other applicable value, though an Underlying Asset that is more volatile is likely to increase or decrease in value more often and/or to a greater extent than one that is less volatile.

Where the performance of an Underlying Asset in relation to your Securities is calculated on a "European basis" – i.e., a comparison is made between the Underlying Asset's level, price, rate or other applicable value on a start date and a future date to determine performance – you will not benefit from any increase in the Underlying Asset's level, price, rate or other applicable value from the start date up to, but excluding, the specified date on which the Underlying Asset's price will be determined for the purpose of your Securities.

Where the performance of an Underlying Asset in relation to your Securities is calculated on an "Asian basis" – i.e., the average of the Underlying Asset's level, price, rate or other applicable value on a number of reference dates is used to determine the performance – the average level, price, rate or other applicable value will be lower than the highest value and therefore you will not benefit from the greatest increase in the Underlying Asset's level, price, rate or other applicable value from the start date.

4.2 Past performance of an Underlying Asset is not indicative of future performance

You should not regard any information about the past performance of the Underlying Asset(s) as indicative of the range of, or trends in, fluctuations in the Underlying Asset(s) that may occur in the future.

4.3 You will not have any rights of ownership in the Underlying Asset(s)

The Underlying Asset(s) will not be held by us for your benefit and, as such, you will not have any rights of ownership, including, without limitation, any voting rights, any rights to receive dividends or other distributions or any other rights with respect to any Underlying Asset(s).

4.4 Following a disruption event, the valuation of the Underlying Asset(s) may be postponed and/or valued by us in our discretion

If we (as Calculation Agent) determine that a disruption event in relation to the Underlying Asset(s) has occurred which affects the determination of the level, price, rate or other applicable value of the Underlying Asset(s) on any relevant day, we may postpone the valuation and ultimately determine the level, price, rate or other applicable value in our discretion. Any such postponement and/or alternative valuation may have a negative effect on the value of and return on your Securities. In the event that the valuation day of the Underlying Asset(s) is postponed, the date on which final cash settlement or physical delivery is made on your Securities may be postponed.

4.5 Following the occurrence of certain extraordinary events in relation to the Underlying Asset(s), the terms and conditions of your Securities may be adjusted or the Securities may be redeemed early at the non-scheduled early repayment amount

If we (as Calculation Agent) determine that an extraordinary event (as described below in relation to each type of Underlying Asset) has occurred in relation to the Underlying Asset(s), then we may adjust the terms and conditions of the Securities (without your consent) to account for such event or we may redeem the Securities early. Any adjustment made to the terms and conditions of the Securities may have a negative effect on the value of and return on the Securities.

In the event of early redemption, we will pay to you the non-scheduled early repayment amount. Unless the terms of your Securities provide that "Par" is applicable, the non-scheduled early repayment amount will be determined on the basis of market quotations obtained from qualified financial institutions or, where insufficient market quotations are obtained, will be an amount determined by us to be the fair market value of the Securities immediately prior to (and taking into account the circumstances leading to) such early redemption (and the fact that such circumstances are taken into account will tend to reduce any amount payable on the Securities on early redemption), adjusted to account fully for our reasonable expenses and costs including those relating to the unwinding of any underlying and/or related hedging and funding arrangements. The non-scheduled early repayment amount may be less than your initial investment and you may therefore lose some or all of your investment.

Following any such early redemption of the Securities, you may not be able to reinvest the proceeds from an investment at a comparable return and/or with a comparable interest rate for a similar level of risk. You should consider such reinvestment risk in light of other available investments when you purchase the Securities.

4.6 Reform of LIBOR and EURIBOR and proposed regulation of other "benchmarks"

The London Inter-Bank Offered Rate ("**LIBOR**"), the Euro Interbank Offered Rate ("**EURIBOR**") and other indices which are deemed 'benchmarks' are the subject of recent national, international and other regulatory guidance and proposals for reform. Some of these reforms are already effective whilst others are still to be implemented. These reforms may cause such benchmarks to perform differently than in the past, or have other consequences which cannot be predicted.

Key international proposals for reform of "benchmarks" include (i) IOSCO's *Principles for Oil Price Reporting Agencies* (October 2012) and *Principles for Financial Market Benchmarks* (July 2013), (ii) ESMA-EBA's *Principles for the benchmark-setting process* (June 2013) and (iii) the European Commission's *proposed regulation on indices used as "benchmarks" in certain financial instruments, financial contracts and investment funds* (September 2013) (the "**Proposed Benchmark Regulation**").

The Proposed Benchmark Regulation, if passed in its current form, would apply to "contributors", "administrators" and "users" of "benchmarks" in the EU, and would, among other things, (i) require benchmark administrators to be authorised (or, if non-EU-based, to be subject to an equivalent regulatory regime) and to comply with extensive requirements in relation to the administration of "benchmarks" and (ii) ban the use of "benchmarks" of unauthorised administrators. The scope of the Proposed Benchmark Regulation is wide and, in addition to so-called "critical benchmark" indices such as LIBOR and EURIBOR, could also potentially apply to many interest rate and foreign exchange rate indices, equity indices and other indices (including "proprietary" indices or strategies) where referenced in listed financial instruments, financial contracts and investment funds.

It is presently unclear whether the Proposed Benchmark Regulation will be passed in its current form (including its broad scope) and, if so, when it would be effective. However, if so enacted, it could have a material impact on any listed Securities linked to a 'benchmark' index, including in any of the following circumstances:

- an index which is a "benchmark" could not be used as such if its administrator does not obtain authorisation or is based in a non-EU jurisdiction which does not have equivalent regulation. In such event, depending on the particular 'benchmark' and the applicable terms of the Securities, the Securities could be de-listed, adjusted, terminated or otherwise impacted; and
- the methodology or other terms of the 'benchmark' could be changed in order to comply with the terms of the Proposed Benchmark Regulation, and such changes could have the effect of reducing

or increasing the rate or level or affecting the volatility of the published rate or level, and could lead to adjustments to the terms of the Securities including Calculation Agent determination of the rate or level in its discretion.

More broadly, any of the international, national or other proposals for reform or general increased regulatory scrutiny of "benchmarks" could have a material adverse effect on the costs and risks of administering or otherwise participating in the setting of a "benchmark" and complying with any such regulations or requirements. Such factors may have the effect of discouraging market participants from continuing to administer or participate in certain "benchmarks", trigger changes in the rules or methodologies used in certain "benchmarks" or lead to the disappearance of certain "benchmarks". The disappearance of a "benchmark" or changes in the manner of administration of a "benchmark" may result in an adjustment to the terms and conditions of the Securities or other consequences, depending on the specific provisions applicable to such "benchmark".

In addition to the international proposals for reform of "benchmarks" described above, there are numerous other proposals, initiatives and investigations which may impact "benchmarks". For example, there are ongoing global investigations into the setting of foreign exchange rate "benchmarks", which may result in further regulation around the setting of foreign exchange rates. Further, in June 2014 the UK HM Treasury announced a review in relation to the way in which way wholesale financial markets operate. As part of this review new legislation may be introduced deeming foreign exchange, fixed income and certain commodity markets to be "regulated benchmarks" in the UK.

Any of the above changes or any other consequential changes to LIBOR, EURIBOR or any other "benchmark" as a result of international, national or other proposals for reform or other initiatives or investigations, could have a material adverse effect on the value of and return on any Securities linked to a "benchmark".

5. Risks associated with particular types of Underlying Assets

Risks associated with Indices as Underlying Assets

(a) Various unpredictable factors may affect the performance of equity Indices

Equity indices are comprised of a synthetic portfolio of shares, and as such, the performance of an Index is dependent upon the macroeconomic factors relating to the shares that underlie such Index, such as interest and price levels on the capital markets, currency developments, political factors as well as company-specific factors such as earnings position, market position, risk situation, shareholder structure and distribution policy.

(b) Actions by the index sponsor may negatively affect the Securities

The sponsor of the Index(s) will have no involvement in the offer and sale of the Securities and will have no obligation to you as a holder of Securities. For example, the sponsor can add, delete or substitute the components of an index at its discretion, and may also alter the methodology used to calculate the level of the Index. The sponsor may also alter, discontinue or suspend calculation or dissemination of the Index. Any of these actions may have a detrimental impact on the level of the Index, which in turn could have a negative impact on the value of and return on your Securities.

(c) You may receive a lower return on Securities linked to equity Indices than if you held the underlying shares directly

The value of and return on Securities that depend on the performance of one or more equity

Indices may be less than the value of and return on a direct holding of the shares of the companies comprising the components of the Index. This is because the closing index level on any specified valuation date may reflect the prices of such index components without taking into account any dividend payments on those component shares. Accordingly, you may receive a lower return on Securities linked to one or more equity Indices than you would have received had you invested directly in those shares.

(d) The occurrence of an index adjustments event or successor sponsor may have a negative effect on your Securities

If the sponsor of an Index makes a material alteration to the Index or cancels the Index and no successor exists, or if the sponsor fails to calculate and announce the Index, we (as Calculation Agent) shall, if we determine the event to have a material effect on the Securities, calculate the level of the Index according to the previous formula and method or redeem the Securities prior to their scheduled redemption date. If we redeem the Securities, the non-scheduled early repayment amount payable to you may be less than you paid for the Securities. See risk factor 4.5 (*"Following the occurrence of certain extraordinary events in relation to the Underlying Asset(s), the terms and conditions of your Securities may be adjusted or the Securities may be redeemed early at the non-scheduled early repayment amount"*).

If an index is calculated by a successor index sponsor, or, is replaced by a successor index, the successor index or index as calculated by the successor index sponsor, will be deemed to be the index if approved by us (as Calculation Agent). Any such successor index may perform poorly and may result in holders of Securities receiving less than they otherwise expected.

Any of these events may have a negative effect on the value of and return on your Securities.

6. Risks associated with discretionary powers of the Issuer and the Calculation Agent including in relation to our hedging arrangements

As described elsewhere in these risk factors, the occurrence of certain events – relating to the Issuer, our hedging arrangements, the Underlying Asset(s), taxation, the relevant currency or other matters – the occurrence of which may give rise to discretionary powers on our part (as Issuer or as Calculation Agent) under the terms and conditions of the Securities.

In relation to the Underlying Asset(s), a key investment objective of the Securities is to allow holders to gain an economic exposure to the Underlying Asset(s). Therefore, if an Underlying Asset is materially impacted by an unexpected event or the relevant level, price, rate or other applicable value can no longer be calculated, then it may not be possible to achieve the investment objective of your Securities based on their original terms. In that case, we may have discretionary powers under the terms and conditions of the Securities (as described elsewhere in these risk factors) to (i) adjust the terms and conditions of the Securities to preserve the original economic terms and rationale, (ii) in certain cases, substitute the Underlying Asset(s) for another, (iii) calculate the relevant level, price, rate or other applicable value itself, (iv) postpone payment (v) redeem the Securities early or (vi) apply some combination thereof.

In relation to our hedging arrangements, we (including through one or more affiliates of the Issuer and Guarantor) may enter into one or more arrangements to cover our exposure to the relevant cash amounts to be paid or assets to be delivered under the Securities as these fall due. We describe some of the potential types of arrangements in risk factor 9.1 (*"Our hedging, trading, issuance and underwriting activities may create conflicts of interest between you and us"*) below. The particular hedging arrangements (if any) undertaken by us, and their cost, will likely be a significant determinant of the price and the economic terms and conditions of your Securities. Accordingly, if an event occurs which

negatively impacts our hedging arrangements, we may have discretionary powers under the terms and conditions of your Securities as described in the paragraph immediately above to account for such impact on our hedging arrangements. The exercise by us of such discretionary powers may have a negative impact on the value of and return on your Securities.

7. Risks associated with taxation

7.1 Tax laws may change and this may have a negative impact on your Securities

Tax law and practice is subject to change, possibly with retrospective effect and this could adversely affect the value of your Securities to you and/or their market value generally. Any such change may (i) cause the tax treatment of the relevant Securities to change from what you understood the position to be at the time of purchase; (ii) render the statements in this document concerning relevant tax law and practice in relation to the Securities inaccurate or inapplicable in some or all respects to certain Securities or have the effect that this document does not include material tax considerations in relation to certain Securities; or (iii) give us the right to adjust the terms and conditions of the Securities (without your consent), or redeem the Securities early, if such change has the effect that our the Issuer's performance under the Securities is unlawful or impracticable (see risk factor 3.1 ("*Your Securities may be adjusted or redeemed prior to maturity due to a change in law. Any such adjustment may have an adverse effect on the value of and return on the Securities; and the amount you receive following an early redemption may be less than your initial investment*"). You should consult your own tax advisers about the tax implications of holding any Security and of any transaction involving any Security.

7.2 U.S. taxation developments may have a negative impact on your Securities

The U.S. Treasury Department has issued proposed regulations under Section 871(m) of the U.S. Internal Revenue Code which would, if finalized in their current form, impose U.S. federal withholding tax on "dividend equivalent" payments made on certain financial instruments linked to U.S. corporations (which the proposed regulations refer to as "specified ELIs") that are owned by non-U.S. holders. However, according to a notice issued by the U.S. Internal Revenue Service on March 4, 2014, the U.S. Internal Revenue Service intends to issue regulations providing that the term "specified ELI" will exclude any instrument issued prior to 90 days after the date when the proposed regulations under Section 871(m) are finalized. Accordingly, we anticipate that non-U.S. holders of the Securities will not be subject to tax under Section 871(m) of the U.S. Internal Revenue Code.

8. Risks associated with certain terms of public offers

8.1 Risks associated with Securities which provide for a subscription period for an offer to the public

If the terms and conditions of your Securities provide for a subscription period for the purpose of offering the Securities to the public, but do not provide for a fixed strike date or initial valuation date, you should be aware that that we may reduce or extend the length of the subscription period. In such case, the date on which the initial value of the Underlying Asset(s) will be determined will be brought forward or postponed. Any adjustment to the subscription period will be at our discretion. Any such adjustment may cause the initial level, price, rate or other applicable value to be fixed on a date which may have a negative effect on the value of and return on the Securities than if the fixing has been made on a different day.

8.2 Certain specific information may not be known at the beginning of an offer period

The terms of your Securities may provide that certain specific information relating to your Securities (such as certain amounts, levels, percentages, prices, rates or values (as applicable) used to determine or calculate amounts payable or assets deliverable in respect of the Securities) may not be fixed or

determined until the end of the offer period. In such case, the terms of the Securities will specify in place of the relevant amounts, levels, percentages, prices, rates or values (as applicable), such indicative amounts, levels, percentages, prices, rates or values (as applicable), or an indicative range thereof, which may be subject to a minimum or maximum amount, level, percentage, price, rate or value (as applicable).

The actual amounts, levels, percentages, prices, rates or values (as applicable) will be determined based on market conditions by the Issuer on or around the end of the offer period and may be the same as or different from any indicative amount specified in the terms of the Securities, provided that such actual amounts will not be less than any indicative minimum amount specified therein and will not be more than any indicative maximum amount specified therein.

You will be required to make your investment decision based on the indicative amounts or indicative range rather than the actual amounts, levels, percentages, prices, rates or values (as applicable), which will only be fixed or determined at the end of the offer period after their investment decision is made but will apply to the Securities once issued.

If terms of the Securities provide that an indicative range of amounts, levels, percentages, prices, rates or values (as applicable), you should, for the purposes of evaluating the risks and benefits of an investment in the Securities, assume that the actual amounts, levels, percentages, prices, rates or values (as applicable) fixed or determined at the end of the offer period may have a negative impact on the amounts payable or assets deliverable in respect of the Securities and consequently, have an adverse impact on the return on the Securities (when compared with other amounts, levels, percentages, prices, rates or values (as applicable) within any indicative range, or less than any indicative maximum amount, or greater than any indicative minimum amount). You should therefore make your decision to invest in the Securities on that basis.

9. Risks associated with conflicts of interest between Goldman Sachs and purchasers of Securities

The various roles and trading activities of Goldman Sachs could create conflicts of interest between you and us.

9.1 Our hedging, trading, issuance and underwriting activities may create conflicts of interest between you and us

In anticipation of the sale of the Securities, we and/or our affiliates may (but are not obligated to) enter into hedging transactions involving purchase of the Underlying Asset(s), the stocks or commodities other components underlying the Underlying Asset ("**underlying components**"), listed or over-the-counter options, futures and/or other instruments linked to the Underlying Asset(s), constituent indices of such Underlying Asset(s), the underlying components, commodities, foreign currencies or other instruments linked to the underlying components, constituent indices of such Underlying Asset(s), the underlying components, indices designed to track the performance of the relevant markets or components of such markets or other transactions on or before the trade date. In addition, from time to time after we issue the Securities, we and/or our affiliates expect to enter into additional hedging transactions and to unwind those we have entered into, in connection with the Securities and perhaps in connection with other Securities we issue, some of which may have returns linked to any one or more of the Underlying Asset(s), one or more of the underlying components thereof, as applicable, the Underlying Asset(s) stocks, commodities or foreign currencies or other assets. Consequently, with regard to your Securities, from time to time, we:

- expect to acquire or dispose of positions in listed or over-the-counter options, futures or other instruments linked to some or all of the Underlying Asset(s)s, some or all of the underlying components of such Underlying Asset(s) (if applicable) or some or all Underlying Asset(s) stocks or foreign currencies;

- may take or dispose of positions in the Underlying Asset(s) or the underlying components of such Underlying Asset(s) (if applicable);
- may take or dispose of positions in listed or over-the-counter options or other instruments based on Underlying Asset(s) designed to track the performance of the stock exchanges or other components of the relevant markets;
- may take short positions in the Underlying Asset(s) or other securities or instruments of the kind described above — i.e., we and/or our affiliates may sell securities of the kind that we do not own or that we borrow for delivery to purchaser; and/or
- may acquire or dispose of the specified currency of the Securities in foreign exchange transactions involving other currencies.

We and/or our affiliates may acquire a long or short position in securities similar to your Securities from time to time and may, in our or their sole discretion, hold or resell those securities.

In the future, we and/or our affiliates expect to close out hedge positions relating to the Securities and perhaps relating to other Securities with returns linked to the Underlying Asset(s), the underlying components of such Underlying Asset(s) (if applicable) or foreign currencies. We expect these steps to involve sales of instruments linked to the Underlying Asset(s), the underlying components of such Underlying Asset(s) (if applicable) or the foreign currencies on or shortly before the trade date. These steps also may involve sales and/or purchases of some or all of the Underlying Asset(s), the underlying components of such Underlying Asset(s) (if applicable) or listed or over-the-counter options, futures or other instruments linked to any one or more of the Underlying Asset(s), underlying components of such Underlying Asset(s) (if applicable) or the foreign currencies, some or all of the Underlying Asset(s), the underlying components of such Underlying Asset(s) (if applicable), constituent indices or indices designed to track the performance of the exchange or other markets or other components of such markets, as applicable.

We may also engage in trading in one or more of the Underlying Asset(s) or (if applicable) the underlying components of such Underlying Asset(s) or instruments whose returns are linked to the Underlying Asset or (if applicable) the underlying components of such Underlying Asset(s), for our proprietary accounts, for other accounts under our management or to facilitate transactions, including block transactions, on behalf of customers.

Any of these hedging or trading activities may adversely affect the level, price, rate or other applicable value of the Underlying Asset(s) — directly or (if applicable) indirectly by affecting the level, price, rate or other applicable value of the underlying components of such Underlying Asset(s) (if applicable) — and therefore the market value of the Securities and the return on the Securities. It is possible that we could receive substantial returns with respect to such hedging activities while the value of your Securities decline.

We may issue or underwrite, other securities or financial or derivative instruments with returns linked to changes in the level, price, rate or other applicable value of the Underlying Asset or (if applicable) the underlying components of such Underlying Asset(s). By introducing competing products into the marketplace in this manner, we could adversely affect the market value of and return on the Securities.

9.2 We may have confidential information relating to the Underlying Asset(s) (directly or indirectly) which we will not disclose to you

We may, from time to time, by virtue of acting as underwriter, advisor or otherwise, possess or have access to information relating to the Securities, the Underlying Assets, the underlying components of

such Underlying Asset(s) and/or any derivative instruments referencing them. In such case, we will not be obligated to disclose any such information to you.

9.3 As Calculation Agent, we will have the authority to make determinations that could affect the market value and return on your Securities

Unless otherwise specified in the terms of the Securities, the Calculation Agent will be Goldman Sachs International. The Calculation Agent has the authority (i) to determine whether certain specified events and/or matters so specified in the conditions relating to the Securities have occurred, and (ii) to determine the consequence of such event, including potentially, revised calculations, adjustments, postponements or early redemption of the Securities. See risk factor 6 ("*Risks associated with discretionary powers of the Issuer and the Calculation Agent including in relation to our hedging arrangements*") above. Any such determination made by the Calculation Agent (in the absence of manifest or proven error) shall be binding on the Issuer and all purchasers of the Securities. Any such determinations may have an adverse impact on the value of and return on the Securities.

PERFORMANCE SCENARIOS

THE SCENARIOS AND FIGURES PRESENTED BELOW ARE FOR ILLUSTRATIVE PURPOSES ONLY. THE INTEREST AMOUNT (IF ANY) AND THE SETTLEMENT AMOUNT IN RESPECT OF EACH CERTIFICATE WILL BE CALCULATED IN ACCORDANCE WITH THE TERMS OF THE CERTIFICATES AS SET OUT IN THE TERMS AND CONDITIONS OF THE SECURITIES.

The Issue Price per Certificate is USD 1,000. The Nominal Amount is USD 1,000. The Digital Coupon Barrier Level is 95 per cent. (95%) of the Reference Price (Initial). The Cap is 200 per cent. (200%), expressed as 2.00. The Barrier Level is 55 per cent. (55%) of the Reference Price (Initial).

INTEREST AMOUNT

Scenario 1 – Interest Amount payable: *The Closing Index Level on any Observation Date (closing valuation) falling in the Observation Period is less than or equal to the Digital Coupon Barrier Level.*

In this scenario, an Interest Amount of five per cent. (5%) of the Nominal Amount, i.e., USD 50, will be payable on the Interest Payment Date.

Scenario 2 – no Interest Amount payable: *The Closing Index Level on each Observation Date (closing valuation) falling in the Observation Period is greater than the Digital Coupon Barrier Level.*

In this scenario, no Interest Amount will be payable on the Interest Payment Date.

SETTLEMENT AMOUNT

Scenario 1 – negative scenario: *The Reference Price (Final) is equal to the Barrier Level.*

In this scenario, the Certificates will be redeemed on the Maturity Date and the Settlement Amount payable per Certificate will be an amount equal to the *product* of (i) the Nominal Amount, *multiplied* by (ii) the *quotient* of (a) the Reference Price (Final), *divided* by (b) the Reference Price (Initial), i.e., USD 550. **In this scenario, an investor who purchased the Certificates at the Issue Price will sustain a substantial loss of the original amount invested.**

Scenario 2 – negative scenario: *The Reference Price (Final) is equal to zero.*

In this scenario, the Certificates will be redeemed on the Maturity Date and the Settlement Amount payable per Certificate will be zero, being the *product* of (i) the Nominal Amount, *multiplied* by (ii) the *quotient* of (a) the Reference Price (Final), *divided* by (b) the Reference Price (Initial). **In this scenario, an investor will sustain a total loss of the original amount invested.**

Scenario 3 – neutral scenario: *The Reference Price (Final) is equal to 56 per cent. (56%) of the Reference Price (Initial).*

In this scenario, the Certificates will be redeemed on the Maturity Date and the Settlement Amount payable per Certificate will be an amount equal to the *product* of (i) the Nominal Amount, *multiplied* by (ii) the *lower* of (a) the Cap and (b) the *greater* of (I) one and (II) the *quotient* of (A) the Reference Price (Final), *divided* by (B) the Reference Price (Initial), i.e., USD 1,000. **In this scenario, an investor who purchased the Certificates at the Issue Price will receive an amount equal to the original amount invested.**

Scenario 4 – positive scenario: *The Reference Price (Final) is equal to 101 per cent. (101%) of the Reference Price (Initial).*

In this scenario, the Certificates will be redeemed on the Maturity Date and the Settlement Amount payable per

Certificate will be an amount equal to the *product* of (i) the Nominal Amount, *multiplied* by (ii) the *lower* of (a) the Cap and (b) the *greater* of (I) one and (II) the *quotient* of (A) the Reference Price (Final), *divided* by (B) the Reference Price (Initial), i.e., USD 1,010.

Scenario 5 – positive scenario: *The Reference Price (Final) is equal to 201 per cent. (201%) of the Reference Price (Initial).*

In this scenario, the Certificates will be redeemed on the Maturity Date and the Settlement Amount payable per Certificate will be an amount equal to the *product* of (i) the Nominal Amount, *multiplied* by (ii) the *lower* of (a) the Cap and (b) the *greater* of (I) one and (II) the *quotient* of (A) the Reference Price (Final), *divided* by (B) the Reference Price (Initial), i.e., USD 2,000.

DOCUMENTS INCORPORATED BY REFERENCE

This Document should be read and construed in conjunction with the documents incorporated by reference into this Prospectus. The information contained in the following documents (other than any documents which are incorporated by reference into such following documents) is hereby incorporated by reference into this Prospectus and deemed to form a part of this Prospectus:

- (i) the base prospectus dated June 20, 2014 relating to issues of non-equity securities under the Programme by Goldman Sachs International and Goldman Sachs & Co. Wertpapier GmbH (the "**Original Base Prospectus**");
- (ii) Supplement No. 2 to the Original Base Prospectus dated August 8, 2014 ("**Base Prospectus Supplement No. 2**");
- (iii) Supplement No. 4 to the Original Base Prospectus dated September 3, 2014 ("**Base Prospectus Supplement No. 4**"); and
- (iv) Supplement No. 5 to the Original Base Prospectus dated October 17, 2014 ("**Base Prospectus Supplement No. 5**"),

and the Original Base Prospectus as supplemented, the "**Base Prospectus**".

The table below sets out the relevant page references for the information incorporated into this Prospectus by reference. The information incorporated by reference that is not included in the cross-reference list is considered as additional information and is not required by the relevant schedules of the Prospectus Regulation.

The Luxembourg Stock Exchange will publish such documents on its website at www.bourse.lu.

Information incorporated by reference	Page reference
<i>From the Original Base Prospectus</i>	
Risk Factors	Pages 42 to 77
Commonly Asked Questions about the Programme	Pages 83 to 94
General Terms and Conditions of the Instruments	Pages 95 to 146
Introduction to the Index Linked Conditions	Pages 270 to 277
Index Linked Conditions	Pages 278 to 306
Form of Guaranty	Pages 513 to 515
Book-Entry Clearing Systems	Pages 529 to 531
Use of Proceeds	Page 532
Taxation	Pages 533 to 568
Selling Restrictions	Pages 569 to 587
Offers and Sales and Distribution Arrangements	Page 588
General Information	Pages 595 to 596
<i>From Base Prospectus Supplement No. 2</i>	
Amendments to the Summary	Page 2
Additional Supplements to the Base Prospectus	Pages 2 to 3
<i>From Base Prospectus Supplement No. 4</i>	
Amendments to the Summary	Page 2
<i>From Base Prospectus Supplement No. 5</i>	
Amendments to the Summary	Page 2 to 3

GSG will provide without charge to each person to whom this Prospectus is delivered, upon his or her written or oral request, a copy of the documents referred to above which has been incorporated by reference into this Prospectus, excluding exhibits to the documents unless they are specifically incorporated by reference into the documents. Investors can request the documents from Investor Relations, 200 West Street, New York, New York 10282, USA, telephone +1 (212) 902-0300. GSG's filings with the SEC are also available through the SEC's website at <http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0000886982&owner=exclude&count=40&hidefilings=0> (and the information appearing on such website, unless specifically incorporated by reference into this Prospectus, does not form part of this Prospectus). This Prospectus has been filed with the Commission de Surveillance du Secteur Financier, and the Luxembourg Stock Exchange will publish such documents on its website at www.bourse.lu.

CONTRACTUAL TERMS

ISIN: GB00BP2YGW82
 Common Code: 071484505
 Valoren: 25322677
 PIPG Tranche Number: 46190

The terms and conditions ("**Conditions**") of the Securities shall comprise (i) the General Instrument Conditions as completed and/or amended by (ii) the terms of the relevant Underlying Asset Conditions specified to be applicable by these Contractual Terms, as further completed and/or amended by (iii) these Contractual Terms. In the event of any inconsistency between the General Instrument Conditions and the applicable Underlying Asset Conditions, the latter shall prevail; in the event of any inconsistency between these General Instrument Conditions as completed and/or amended by the applicable Underlying Asset Conditions and these Contractual Terms, these Contractual Terms shall prevail. All references in the General Instrument Conditions and the applicable Underlying Asset Conditions to "Final Terms" shall be deemed to be references to these Contractual Terms.

The General Instrument Conditions and applicable Underlying Asset Conditions are incorporated by reference herein: see "Documents Incorporated by Reference" above.

Terms used herein shall be deemed to be defined as such for the purposes of the General Instrument Conditions as completed and/or amended by the applicable Underlying Asset Conditions set forth in the Base Prospectus.

1. **Tranche Number:** One.
2. **Settlement Currency(ies):** United States Dollar ("**USD**").
3. **Aggregate Number of Certificates:**
 - (i) **Series:** Up to 20,000 Certificates.

The final Aggregate Number of Certificates to be issued under this Tranche will be determined by the Issuer on or around the Initial Valuation Date and published on the website *www.goldman-sachs.it*.
 - (ii) **Tranche:** Up to 20,000 Certificates.
 - (iii) **Trading in Nominal:** Not Applicable.
 - (iv) **Nominal Amount:** Not Applicable – see Annex A (*Payout Terms*).
4. **Issue Price:** USD 1,000 per Certificate.
5. **Calculation Amount:** Not Applicable.
6. **Issue Date:** December 4, 2014.
7. **Maturity Date:** Scheduled Maturity Date is December 4, 2019.

The definition of "Maturity Date" in Index Linked Condition 7 (*Definitions*) is applicable.
 - (i) **Strike Date:** November 26, 2014.

- | | | |
|-------|--|---------------------------|
| (ii) | Relevant Determination Date (General Instrument Condition 2(a)): | The Final Valuation Date. |
| (iii) | Scheduled Determination Date: | November 26, 2019. |
| (iv) | First Maturity Date Specific Adjustment: | Not Applicable. |
| (v) | Second Maturity Date Specific Adjustment: | Not Applicable. |
| (vi) | Business Day Adjustment: | Not Applicable. |
| (vii) | American Style Adjustment: | Not Applicable. |
8. **Underlying Asset(s):** The Index (as defined in paragraph 52(ii) below).

VALUATION PROVISIONS

9. **Valuation Date:** Each of the November 26, 2015 and November 26, 2019, in each case, subject to adjustment in accordance with Index Linked Condition 1.1 (*Single Index and Reference Dates*).
- The Valuation Date scheduled to fall on November 26, 2019 shall be the "**Final Valuation Date**".
10. **Initial Valuation Date:** November 26, 2014, subject to adjustment in accordance with Index Linked Condition 1.1 (*Single Index and Reference Dates*).
11. **Averaging:** Not Applicable.
12. **Asset Initial Price:** Not Applicable.
13. **Adjusted Asset Final Reference Date:** Not Applicable.
14. **Adjusted Asset Initial Reference Date:** Not Applicable.
15. **FX (Final) Valuation Date:** Not Applicable.
16. **FX (Initial) Valuation Date:** Not Applicable.
17. **Final FX Valuation Date:** Not Applicable.
18. **Initial FX Valuation Date:** Not Applicable.

COUPON PAYOUT CONDITIONS

19. **Coupon Payout Conditions:** Not Applicable.
20. **Interest Basis:** Fixed Rate, save as modified herein and in Annex A (*Payout Terms*).
21. **Interest Commencement Date:** Not Applicable.

22. **Fixed Rate Interest Conditions (General Instrument Condition 11):** Applicable, save as modified herein and in Annex A (*Payout Terms*). **The Interest Amount in respect of the Certificates may be zero.**
- (i) Notional Amount per Instrument: Not Applicable – see Annex A (*Payout Terms*).
- (ii) Rate of Interest: Not Applicable – see Annex A (*Payout Terms*).
- (iii) Interest Payment Date(s): December 3, 2015, or, if later, the fifth Business Day following the Observation Period End Date.
- (iv) Fixed Coupon Amount: Not Applicable.
- (v) Broken Amount(s): Not Applicable.
- (vi) Day Count Fraction: Not Applicable.
- (vii) Step Up Fixed Rate Instrument Conditions (General Instrument Condition 11(d)): Not Applicable.
23. **BRL FX Conditions (Coupon Payout Condition 1.1(c)):** Not Applicable.
24. **FX Security Conditions (Coupon Payout Condition 1.1(d)):** Not Applicable.
25. **Floating Rate Instrument Conditions (General Instrument Condition 12):** Not Applicable.
26. **Change of Interest Basis (General Condition 13):** Not Applicable.
27. **Conditional Coupon (Coupon Payout Condition 1.3):** Not Applicable.

AUTOCALL PAYOUT CONDITIONS

28. **Automatic Early Exercise (General Instrument Conditions 13):** Not Applicable.
29. **Autocall Payout Conditions:** Not Applicable.

SETTLEMENT AMOUNT AND PAYOUT CONDITIONS

30. **Settlement:** Cash Settlement.
31. **Single Limb Payout (Payout Condition 1.1):** Not Applicable.
32. **Multiple Limb Payout (Payout Condition 1.2):** Not Applicable.
33. **Warrants Payout (Payout Condition 1.3):** Not Applicable.
34. **Barrier Event Conditions (Payout Condition 1.4):** Not Applicable.

2):

35. **Trigger Event Conditions (Payout Condition 3):** Not Applicable.
36. **Currency Conversion:** Not Applicable.
37. **Physical Settlement (General Instrument Condition 7(e)):** Not Applicable.
38. **Non-scheduled Early Repayment Amount:** Fair Market Value.
- Adjusted for any reasonable expenses and costs: Not Applicable.

EXERCISE PROVISIONS

39. **Exercise Style of Certificates (General Instrument Condition 7):** The Certificates are European Style Instruments. General Instrument Condition 7(b) is applicable.
40. **Exercise Period:** Not Applicable.
41. **Specified Exercise Dates:** Not Applicable.
42. **Expiration Date:** Final Valuation Date.
- Expiration Date is Business Day Adjusted: Not Applicable.
43. **Redemption at the option of the Issuer (General Instrument Condition 16):** Not Applicable.
44. **Automatic Exercise (General Instrument Condition 7(i)):** The Certificates are Automatic Exercise Instruments – General Instrument Condition 7(i) is applicable, save that General Instrument Condition 7(i)(iii) is not applicable.
45. **Minimum Exercise Number (General Instrument Condition 10(a)):** Not Applicable.
46. **Permitted Multiple (General Instrument Condition 10(a)):** Not Applicable.
47. **Maximum Exercise Number:** Not Applicable.
48. **Strike Price:** Not Applicable.
49. **Closing Value:** Not Applicable.

SHARE LINKED INSTRUMENT / INDEX LINKED INSTRUMENT / COMMODITY LINKED INSTRUMENT / FX LINKED INSTRUMENT / INFLATION LINKED INSTRUMENT / MULTI-ASSET BASKET LINKED INSTRUMENT

50. **Type of Certificates:** The Certificates are Index Linked Instruments – the Index Linked Conditions are applicable, subject to the

	terms herein.
51. Share Linked Instruments:	Not Applicable.
52. Index Linked Instruments:	Applicable.
(i) Single Index or Index Basket or Multi-Asset Basket:	Single Index.
(ii) Name of Index(ices):	MSCI Emerging Markets Index (<i>Bloomberg page: MXXEF <Index>; Reuters screen: .MSCIEF</i>) (the " Index "). For more information, see Annex B (<i>Index Disclaimer</i>).
(iii) Type of Index:	Multi-Exchange Index.
(iv) Exchange(s):	As specified in Index Linked Condition 8 (<i>Definitions</i>).
(v) Related Exchange(s):	All Exchanges.
(vi) Options Exchange:	Not Applicable.
(vii) Index Sponsor:	MSCI Inc.
(viii) Valuation Time:	Default Valuation Time.
(ix) Index-Linked Derivatives Contract Provisions:	Not Applicable.
(x) Initial Index Level:	Not Applicable.
(xi) Initial Closing Index Level:	Not Applicable.
(xii) Initial Average Index Level:	Not Applicable.
(xiii) Initial Average Closing Index Level:	Not Applicable.
(xiv) Single Index and Reference Dates – Consequences of Disrupted Days:	Applicable in respect of the Initial Valuation Date and each Valuation Date – as specified in Index Linked Condition 1.1 (<i>Single Index and Reference Dates</i>).
(a) Maximum Days of Disruption:	As specified in Index Linked Condition 7 (<i>Definitions</i>).
(b) No Adjustment:	Not Applicable.
(xv) Single Index and Averaging Reference Dates – Consequences of Disrupted Days:	Not Applicable.
(xvi) Index Basket and Reference Dates – Basket Valuation (Individual Scheduled Trading Day and Individual Disrupted Day):	Not Applicable.

(xvii) Index Basket and Averaging Reference Dates – Basket Valuation (Individual Scheduled Trading Day and Individual Disrupted Day):	Not Applicable.
(xviii) Index Basket and Reference Dates – Basket Valuation (Common Scheduled Trading Day but Individual Disrupted Day):	Not Applicable.
(xix) Index Basket and Averaging Reference Dates – Basket Valuation (Common Scheduled Trading Day but Individual Disrupted Day):	Not Applicable.
(xx) Index Basket and Reference Dates – Basket Valuation (Common Scheduled Trading Day and Common Disrupted Day):	Not Applicable.
(xxi) Index Basket and Averaging Reference Dates – Basket Valuation (Common Scheduled Trading Day and Common Disrupted Day):	Not Applicable.
(xxii) Fallback Valuation Date:	Not Applicable.
(xxiii) Index Modification:	Calculation Agent Adjustment.
(xxiv) Index Cancellation	Calculation Agent Adjustment.
(xxv) Index Disruption:	Calculation Agent Adjustment.
(xxvi) Change in Law:	Applicable.
(xxvii) Correction of Index Level:	Applicable.
(xxviii) Correction Cut-off Date:	Applicable. In respect of: <ul style="list-style-type: none"> (i) the Initial Valuation Date and each Observation Date (closing valuation), the second Business Day prior to the Interest Payment Date; and (ii) the Final Valuation Date, the second Business Day prior to the Maturity Date.
(xxix) Index Disclaimer:	Applicable. See also Annex B (<i>Index Disclaimer</i>) below.
53. Commodity Linked Instruments (Single Commodity or Commodity Basket):	Not Applicable.
54. Commodity Linked Instruments (Commodity Index):	Not Applicable.

55. **FX Linked Instruments:** Not Applicable.
56. **Inflation Linked Instruments:** Not Applicable.
57. **Multi-Asset Basket Linked Instruments:** Not Applicable.

GENERAL PROVISIONS APPLICABLE TO THE CERTIFICATES

58. **FX Disruption Event/CNY FX Disruption Event/Currency Conversion Disruption Event (General Instrument Condition 14):** Not Applicable.
59. **Rounding (General Instrument Condition 24):**
- (i) Non-Default Rounding – calculation values and percentages: Not Applicable.
 - (ii) Non-Default Rounding – amounts due and payable: Not Applicable.
 - (iii) Other Rounding Convention: Not Applicable.
60. **Additional Business Centre(s):** TARGET and the State of New York.
- Non-Default Business Day: Applicable.
61. **Principal Financial Centre:** Not Applicable.
- Non-Default Principal Financial Centre: Not Applicable.
62. **Form of Certificates:** Euroclear/Clearstream Instruments.
63. **Minimum Trading Number (General Instrument Condition 5(b)):** One Certificate.
64. **Permitted Trading Multiple (General Instrument Condition 5(b)):** One Certificate.
65. **Calculation Agent (General Instrument Condition 16):** Goldman Sachs International.

DISTRIBUTION

66. **Method of distribution:** Non-syndicated.
- (i) If syndicated, names and addresses of Managers and underwriting commitments: Not Applicable.
 - (ii) Date of Subscription Agreement: Not Applicable.
 - (iii) If non-syndicated, name and address of Dealer: Goldman Sachs International, Peterborough Court, 133 Fleet Street, London EC4A 2BB, England.

67. **Non-exempt Offer:**

An offer of the Certificates will be made by the placers other than pursuant to Article 3(2) of the Prospectus Directive in the Republic of Italy ("**Public Offer Jurisdiction**") during the period commencing on (and including) November 3, 2014 (only after this Document has been approved as a prospectus for the purpose of Article 5.3 of the Prospectus Directive by the CSSF and notification of such approval has been made to the CONSOB in its capacity as the competent authority of the Republic of Italy) and ending on (and including) November 26, 2014 ("**Offer Period**"). See further paragraph entitled "Terms and Conditions of the Offer" below.

Signed on behalf of Goldman Sachs International:

By:

Duly authorised

OTHER INFORMATION

LISTING AND ADMISSION TO TRADING

An application will be made for the Certificates to be listed on the Official List and admitted to trading on the Luxembourg Stock Exchange (a regulated market for the purposes of Directive 2004/39/EC on Markets in Financial Instruments) and, within 90 business days from the end of the Offer Period, an application will be made for the Certificates to be listed and admitted to trading on the Euro TLX market, an MTF organised and managed by Euro TLX SIM S.p.A., which is not a regulated market for the purposes of Directive 2004/39/EC on Markets in Financial Instruments, but no assurances can be given that such applications for listing and admission to trading will be granted (or, if granted, will be granted within 90 business days from the time of application).

The Issuer has no duty to maintain the listing (if any) of the Certificates on the relevant stock exchange(s) over their entire lifetime. The Certificates may be suspended from trading and/or de-listed at any time in accordance with applicable rules and regulations of the relevant stock exchange(s).

INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE OFFER

Save as discussed in the risk factor, "Risks associated with conflicts of interest between Goldman Sachs and purchasers of Securities", so far as the Issuer is aware, no person involved in the offer of the Certificates has an interest material to the offer.

REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- | | |
|---------------------------------|---|
| (i) Reasons for the offer: | The net proceeds from the issue of the Securities will be used in the general business of the Issuer, i.e., for making profit and/or hedging certain risks. |
| (ii) Estimated net proceeds: | Not Applicable. |
| (iii) Estimated total expenses: | Not Applicable. |

PERFORMANCE AND VOLATILITY OF THE UNDERLYING ASSET

Information about the past and further performance and volatility of the Underlying Asset can be obtained from Bloomberg® and/or Reuters. However, past performance is not indicative of future performance.

The value of and return on the Certificates will depend on the performance of the Index on each Observation Date (closing valuation) during the Observation Period and on the Final Valuation Date. **If the Reference Price (Final) is less than or equal to the Barrier Level, an investor will sustain a partial or total loss on the amount invested in the Certificates.**

See the section entitled "*Performance Scenarios*" above for examples of the potential return on the Securities in various hypothetical scenarios.

POST-ISSUANCE INFORMATION

The Issuer does not intend to provide post-issuance information, except if required by any applicable laws and regulations.

OPERATIONAL INFORMATION

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme Not Applicable.

and the relevant identification number(s):

Delivery: Delivery against payment.

Names and addresses of additional Programme Agent(s) (if any): Not Applicable.

Operational contact(s) for Principal Programme Agent: eq-sd-operations@gs.com.

TERMS AND CONDITIONS OF THE OFFER

Offer Period: An offer of the Certificates will be made by the placers other than pursuant to Article 3(2) of the Prospectus Directive in the Public Offer Jurisdiction during the period commencing on (and including) November 3, 2014 (only after this Document has been approved as a prospectus for the purpose of Article 5.3 of the Prospectus Directive by the CSSF and notification of such approval has been made to the CONSOB in its capacity as the competent authority of the Republic of Italy) and ending on (and including) November 26, 2014.

Offer Price: The Issue Price (being USD 1,000 per Certificate) plus any fees charged by the Distributor.

Conditions to which the offer is subject: The offer of the Certificates for sale to the public in the Public Offer Jurisdiction is subject to the relevant regulatory approvals having been granted, and the Certificates being issued.

The Offer Period is subject to adjustment by or on behalf of the Issuer in accordance with the applicable regulations and any adjustments to such period will be set out in one or more notices to be made available during normal business hours at the registered office of the placer(s).

The offer of the Certificates may be withdrawn in whole or in part at any time before the Issue Date at the discretion of the Issuer.

Description of the application process: The subscription forms will be collected by the distributor either directly from end investors or via brokers who are allowed to collect forms on behalf of the distributor. There is no preferential subscription right for this offer.

Description of possibility to reduce subscription and manner for refunding excess amount paid by applicant: Not Applicable.

<p>Details of the minimum and/or maximum amount of application:</p>	<p>The minimum amount of application per investor will be one Certificate.</p> <p>The maximum amount of application will be subject only to availability at the time of application.</p>
<p>Details of the method and time limits for paying up and delivering the Certificates:</p>	<p>Each subscriber shall pay the Issue Price to the relevant Distributor who shall pay the Issue Price reduced by the selling commission to the Issuer.</p> <p>The delivery of the subscribed Securities will be done after the Offer Period on the Issue Date.</p>
<p>Manner in and date on which results of the offer are to be made public:</p>	<p>The results of the offering will be available on the website of the Issuer (<i>www.goldman-sachs.it</i>) on or around the end of the Offer Period.</p>
<p>Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:</p>	<p>Not Applicable.</p>
<p>Categories of potential investors to which the Certificates are offered and whether tranche(s) have been reserved for certain countries:</p>	<p>The Certificates will be offered to the public in the Public Offer Jurisdiction.</p> <p>Offers may only be made by offerors authorised to do so in the Public Offer Jurisdiction. None of the Issuer, the Guarantor or the Dealer has taken or will take any action specifically in relation to the Certificates referred to herein to permit a public offering of such Certificates in any jurisdiction other than the Public Offer Jurisdiction.</p> <p>In other EEA countries, offers will only be made pursuant to an exemption from the obligation under the Prospectus Directive as implemented in such countries to publish a prospectus.</p> <p>Notwithstanding anything else in the Base Prospectus, neither the Issuer nor the Guarantor will accept responsibility for the information given in this Prospectus in relation to offers of Certificates made by an offeror not authorised by the Issuer or Guarantor to make such offers.</p>
<p>Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:</p>	<p>Allocation of Securities is simultaneous with the acceptance of the offer by each individual investor and subject to (i) the availability of funds in his or her account for the total amount invested and (ii) the total amount for which acceptances have been received not exceeding the maximum Aggregate Number of Certificates under this Prospectus.</p>

Dealing may not begin prior to the Issue Date.

Amount of any expenses and taxes specifically charged to the subscriber or purchaser:

There are no expenses specifically charged to the subscriber or purchaser other than specified in the paragraph below.

The Issue Price (of USD 1,000 per Certificate) includes a selling commission of up to 2.0 per cent. (2.0%) of the Issue Price which has been paid by the Issuer.

Please refer to "Italian Tax Considerations" in the section entitled "Taxation" in the Base Prospectus as amended below:

- Law Decree No. 66/2014 has been converted into law by Law No. 89 of June 23, 2014, therefore the current rate of the withholding tax applicable to interest, premium and other income relating to the Securities mentioned in Paragraph 1 of the Italian Tax Considerations (*Securities representing debt instruments implying a "use of capital"*, page 548 of the Base Prospectus) is equal to 26 per cent. with reference to income accrued as of 1 July 2014 (page 548 of the Base Prospectus);
- regional tax on productive activities ("**IRAP**") mentioned in Paragraph 1 of the Italian Tax Considerations (*Securities representing debt instruments implying a "use of capital"*, page 549 of the Base Prospectus) is generally levied at a rate of 3.5 per cent., even though regional surcharges may apply. The previous rate equal to 3.9 per cent. has been decreased by Law Decree No. 66/2014, converted into law by Law No. 89 of June 23, 2014;
- the special tax rate applicable to the results of the relevant portfolio of Italian pension funds mentioned in Paragraph 1 of the Italian Tax Considerations (*Securities representing debt instruments implying a "use of capital"*, page 549 of the Base Prospectus) has been increased for the fiscal year 2014 from 11 per cent to 11.5 per cent. by the Law of Conversion No. 89 of June 23, 2014;
- the reporting obligations mentioned in Paragraph 8 of the Italian Tax Considerations (Tax monitoring obligations, page 554 of the Base Prospectus) is not required also for

deposit accounts and current accounts held abroad which total value does not exceed Euro 10,000 during the tax period.

Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place:

UBS (Italia) S.p.A., Via del Vecchio Politecnico 3, 20121, Milano, Italia, and such other placers as may be notified to potential investors from time to time by publication on the website *www.goldman-sachs.it*, in accordance with the applicable laws and regulations of the Public Offer Jurisdiction.

Consent to use the Prospectus:

Identity of financial intermediary(ies) that are allowed to use the Prospectus:

UBS (Italia) S.p.A., Via del Vecchio Politecnico 3, 20121, Milano, Italia, and such other placers as may be notified to potential investors from time to time by publication on the website *www.goldman-sachs.it*, in accordance with the applicable laws and regulations of the Public Offer Jurisdiction.

Offer period during which subsequent resale or final placement of Instruments by financial intermediaries can be made:

The Offer Period.

Conditions attached to the consent:

The financial intermediary named above (i) has the Issuer's consent to use the Prospectus in respect of offers of the Securities made in the Public Offer Jurisdiction provided that it complies with all applicable laws and regulations, and (ii) has the Issuer's consent to use the Prospectus in respect of private placements of the Securities that do not subject the Issuer or any affiliate of the Issuer to any additional obligation to make any filing, registration, reporting or similar requirement with any financial regulator or other governmental or quasi-governmental authority or body or securities exchange, or subject any officer, director or employee of the Issuer or any affiliate of the Issuer to personal liability, where such private placements are conducted in compliance with the applicable laws of the relevant jurisdictions thereof.

If prior to the listing of the Securities on the Luxembourg Stock Exchange any of the conditions attached to the consent are amended, any such information will be the subject of a supplement to this Prospectus under Article 16 of the Prospectus Directive.

ANNEX A

PAYOUT TERMS

1. **Interest Amount**

Unless the Certificates are exercised early, are adjusted, or are purchased and cancelled, in each case in accordance with the Conditions, the Interest Amount (which may be zero) payable on the Interest Payment Date for each Certificate shall be an amount determined by the Calculation Agent in accordance with paragraph (i) or (ii) below, as applicable:

- (i) if the Closing Index Level of the Index on any Observation Date (closing valuation) during the Observation Period is less than or equal to the Digital Coupon Barrier Level, the Interest Amount shall be an amount determined in accordance with the following formula:

$$NA \times \text{Digital Coupon Rate}$$

- (ii) if the Closing Index Level of the Index on each Observation Date (closing valuation) during the Observation Period is greater than the Digital Coupon Barrier Level, the Interest Amount shall be zero.

For the avoidance of doubt, General Instrument Condition 11(a) (*Interest Amount*) shall be deleted and replaced in its entirety with the foregoing.

2. **Settlement Amount**

Unless the Certificates are exercised early, are adjusted, or are purchased and cancelled, in each case in accordance with the Conditions, each Certificate shall be redeemed on the Maturity Date by payment of the Settlement Amount, which will be an amount determined by the Calculation Agent in accordance with paragraph (i) or (ii) below, as applicable:

- (i) if the Reference Price (Final) is greater than the Barrier Level, an amount in the Settlement Currency determined by the Calculation Agent in accordance with the following formula:

$$NA \times \text{Min} \left[\text{Cap}; \text{Max} \left(1; \frac{\text{Reference Price (Final)}}{\text{Reference Price (Initial)}} \right) \right]$$

- (ii) if the Reference Price (Final) is equal to or less than the Barrier Level, an amount in the Settlement Currency determined by the Calculation Agent in accordance with the following formula:

$$NA \times \frac{\text{Reference Price (Final)}}{\text{Reference Price (Initial)}}$$

3. **Definitions**

For the purposes of this Prospectus, the following terms and expressions shall have the following meanings. Terms not defined herein shall be given their respective meanings as contained in the Contractual Terms or the Base Prospectus, as applicable.

"**Barrier Level**" means an amount equal to 55 per cent. (55%) of the Reference Price (Initial), as determined by the Calculation Agent.

"**Cap**" means 200 per cent. (200%), expressed as 2.00.

"**Digital Coupon Barrier Level**" means an amount equal to 95 per cent. (95%) of the Reference Price (Initial), as determined by the Calculation Agent.

"**Digital Coupon Rate**" means five per cent. (5%), expressed as 0.05.

"**Max**" followed by a series of amounts inside brackets, means whichever is the greater of the amounts separated by a semi-colon inside those brackets.

"**Min**" followed by a series of amounts inside brackets, means whichever is the lesser of the amounts separated by a semi-colon inside those brackets.

"**NA**" or "**Nominal Amount**" means USD 1,000.

"**Observation Period**" means the period commencing on, and including, the Initial Valuation Date and ending on, and including, the Observation Period End Date.

"**Observation Period End Date**" means the Valuation Date scheduled to fall on November 26, 2015. The Observation Period End Date shall be deemed to be an Observation Date (closing valuation) for the purpose of the Certificates.

"**Reference Price (Final)**" means the Closing Index Level of the Index on the Final Valuation Date, as determined by the Calculation Agent.

"**Reference Price (Initial)**" means the Closing Index Level of the Index on the Initial Valuation Date, as determined by the Calculation Agent.

ANNEX B

INDEX DISCLAIMER

MSCI Emerging Markets Index

The MSCI Emerging Market Index (the "**Index**") is the exclusive property of MSCI Inc. ("**MSCI**"). MSCI and the Index names are service marks of MSCI or its affiliates and have been licensed for use for certain purposes by Goldman Sachs International and its affiliates. The Securities are not sponsored, endorsed, or promoted by MSCI, and MSCI bears no liability with respect to any such Securities. No purchaser, seller or holder of the Securities, or any other person or entity, should use or refer to any MSCI trade name, trademark or service mark to sponsor, endorse, market or promote the Securities without first contacting MSCI to determine whether MSCI's permission is required. Under no circumstances may any person or entity claim any affiliation with MSCI without the prior written permission of MSCI.

GENERAL INFORMATION

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

There has been no significant change in the financial or trading position of GSI or GSG since June 30, 2014.

References in the above statements (and in the statements in Elements B.12 and B.19 (B.12) of the Summary) to the "prospects" and "financial or trading position" of the Issuer and Guarantor (as applicable), are specifically to their respective ability to meet their full payment obligations under the Securities (in the case of GSI) or Guaranty (in the case of GSG) in a timely manner. Material information about GSI's and GSG's respective financial condition and prospects is included in the GSG periodic reports on Forms 10-K, 10-Q and 8-K which are incorporated by reference into the Registration Document.

2. Save as disclosed in (i) "Legal Proceedings" in Part 1, Item 3 (page 40) and Note 27 to the Consolidated Financial Statements (pages 218 to 224) of the Annual Report on Form 10-K for The Goldman Sachs Group, Inc. for the fiscal year ended December 31, 2013, (ii) Note 27 (*Legal Proceedings*) (pages 92 to 99) and "Legal Proceedings" in Part II, Item 1 (page 174) of the Quarterly Report for The Goldman Sachs Group, Inc. on Form 10-Q for the fiscal quarter ended March 31, 2014, (iii) paragraph (c) of Note 26 to the Financial Statements (pages 83 to 84) of the Annual Report for the fiscal year ended December 31, 2013 of GSI, (iv) "Legal Proceedings" in Part II, Item 1 (page 180) and Note 27 to the Condensed Consolidated Financial Statements (Unaudited) (pages 94 to 100) of the Quarterly Report for The Goldman Sachs Group, Inc. on Form 10-Q for the fiscal quarter ended June 30, 2014, (v) Exhibit 99.1 to the Current Report on Form 8-K for the Goldman Sachs Group, Inc. dated August 22, 2014 and (vi) paragraph (c) of Note 13 to the Financial Statements (page 33) of the unaudited half-yearly financial report of GSI for the period ended June 30, 2014, there have been no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which GSG or GSI is aware) during the 12 months before the date of this Document which may have, or have had in the recent past, significant effects on GSG, GSI or the Group's financial position or profitability.
3. GSG's prospects for the remainder of 2014 will be affected, potentially adversely, by developments in global, regional and national economies, including in the U.S. movements and activity levels, in financial, commodities, currency and other markets, interest rate movements, political and military developments throughout the world, client activity levels and legal and regulatory developments in the United States and other countries where GSG does business.
4. For so long as the Securities shall be outstanding, copies of the following documents may be obtained free of charge upon request during normal business hours from the specified office of the Issuer:
 - (a) the Memorandum and Articles of Association of the Issuer;
 - (b) the restated Certificate of Incorporation of GSG;
 - (c) the Guaranty;
 - (d) the agency agreement in relation to the Certificates dated June 20, 2014 (the "**Agency Agreement**", which expression shall include any amendments or supplements thereto) with the agents named therein;
 - (e) the deed of covenant made by the Issuer dated June 20, 2014 (the "**Deed of Covenant**");
 - (f) the audited accounts of GSG for the two years ended December 31, 2013 and December 31, 2012, the unaudited accounts of GSG for the three-month periods ended March 31, 2014 and March 31,

2013, and the unaudited accounts of GSG for the three-month periods ended June 30, 2014 and June 30, 2013;

- (g) the audited accounts of GSI for the two years ended December 31, 2013 and December 31, 2012 and the unaudited accounts of GSI for the six-month periods ended June 30, 2014 and June 30, 2013;
 - (h) a copy of the Registration Document and any document incorporated by reference therein;
 - (i) a copy of this Document and any document incorporated by reference herein; and
 - (j) all reports, letters and other documents, balance sheets, valuations and statements by any expert any part of which is extracted or referred to in this Prospectus.
5. The Securities shall be governed by English law. The Guaranty is governed by the laws of the State of New York.
6. Responsibility statements

Each of the Issuer and the Guarantor accepts responsibility for the information contained in this Prospectus. To the best of the respective knowledge of the Issuer and the Guarantor (who have taken all reasonable care to ensure that such is the case) the information contained in this Prospectus is in accordance with the facts and does not omit anything likely to affect the import of such information. Where information contained in this Prospectus has been sourced from a third party, this information has been accurately reproduced and, so far as the Issuer and the Guarantor are aware and are able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

7. Consent to use this Prospectus

Subject to the conditions set out below, in connection with a Non-exempt Offer (as defined below) of Securities, the Issuer and the Guarantor consent to the use of this Prospectus by UBS (Italia) S.p.A., Via del Vecchio Politecnico 3, 20121, Milano, Italia (the "**Authorised Offeror**" or "**Distributor**").

The consent of the Issuer and the Guarantor is subject to the following conditions:

- (i) the consent is only valid during the period from (and including) November 3, 2014 (only after this Document has been approved as a prospectus for the purpose of Article 5.3 of the Prospectus Directive by the CSSF and notification of such approval has been made to the CONSOB in its capacity as the competent authority of the Republic of Italy) to (and including) November 26, 2014 (the "**Offer Period**"); and
- (ii) the consent only extends to the use of this Prospectus to make Non-exempt Offers (as defined below) of the Securities in the Republic of Italy.

A "**Non-exempt Offer**" of Securities is an offer of Securities that is not within an exemption from the requirement to publish a prospectus under the Prospectus Directive.

The Issuer may (i) give consent to one or more additional Authorised Offerors after the date of this Prospectus, (ii) discontinue or change the Offer Period, and/or (iii) remove or add conditions and, if it does so, such information in relation to the Securities will be published by way of notice which will be available on the website of the Issuer (www.goldman-sachs.it), provided that, prior to the listing of the Securities on the Luxembourg Stock Exchange, any such information will be the subject of a supplement to this Prospectus under Article 16 of the Prospectus Directive.

The Issuer accepts responsibility for the content of this Prospectus in relation to any person purchasing Securities pursuant to a Non-exempt Offer where the offer to the Investor is made (i) by an Authorised Offeror (or the Issuer, the Guarantor or Dealer named herein), (ii) in a Member State for which the Issuer has given its consent, (iii) during the Offer Period for which the consent is given and (iv) in compliance with the other conditions attached to the giving of the consent, all as set forth in this Prospectus or as subsequently published in accordance with the paragraph immediately above. However, none of the Issuer, the Guarantor and the Dealer has any responsibility for any of the actions of any Authorised Offeror, including compliance by an Authorised Offeror with applicable conduct of business rules or other local regulatory requirements or other securities law requirements in relation to such offer.

Any person (an "Investor") intending to acquire or acquiring any Securities from an Authorised Offeror will do so, and offers and sales of Securities to an Investor by the relevant Authorised Offeror will be made, in accordance with any terms and other arrangements in place between such Authorised Offeror and such Investor including as to price, allocations and settlement arrangements. The Issuer will not be a party to any such arrangements with Investors in connection with the offer or sale of the Securities and, accordingly, this Prospectus will not contain such information and an Investor must obtain such information from the relevant Authorised Offeror. Information in relation to an offer to the public will be made available at the time such sub-offer is made, and such information will also be provided by the relevant Authorised Offeror at the time of such offer.

INDEX OF DEFINED TERMS

Page	Page		
Agency Agreement	52	IRAP	47
Authorised Offeror	6, 53	Issue Price	13, 18
Barrier Level	49	Issuer	1, 7
Base Prospectus	34	LIBOR	25
Base Prospectus Supplement No. 2	34	<i>Max</i>	50
Base Prospectus Supplement No. 4	34	<i>Min</i>	50
Base Prospectus Supplement No. 5	34	Moody's	4
Cap	50	MSCI	51
Certificates	1, 11	NA	50
Closing Index Level	12	Nominal Amount	50
Conditions	36	Non-exempt Offer	6, 53
CONSOB	6	Non-scheduled Early Repayment Amount	13
CRA Regulation	4	Observation Period	50
DBRS	4	Observation Period End Date	50
Deed of Covenant	52	Offer Period	6, 43, 53
Digital Coupon Barrier Level	50	Original Base Prospectus	1, 34
Digital Coupon Rate	50	Programme	1
Distributor	6, 53	Proposed Benchmark Regulation	25
Document	1	Prospectus	1
ESMA	4	Prospectus Directive	1
EU CRA	4	Public Offer Jurisdiction	18, 43
EURIBOR	25	R&I	4
Fitch	4	Reference Price (Final)	50
Goldman Sachs	10	Reference Price (Initial)	50
Group	15	Registration Document	1
GSG	1, 8	Regulation S	4, 11
GSI	1, 7	S&P	4
Guarantor	1	Securities	1, 11
Guaranty	1, 8	Securities Act	4
Holder	11	Settlement Amount	13
Index	14, 40, 51	USD	11, 36
Investor	6, 54		

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