



Prospectus Supplement No. 3 to European Base Prospectus, dated June 10, 2013

The Goldman Sachs Group, Inc.
Euro Medium-Term Notes, Series F
Subordinated Euro Medium-Term Notes, Series G

This Prospectus Supplement No. 3 (the "Prospectus Supplement") to the European Base Prospectus, dated June 10, 2013 and approved by the Commission de Surveillance du Secteur Financier (the "CSSF") on June 11, 2013 (the "European Base Prospectus"), constitutes a supplement to the European Base Prospectus for the purposes of Article 13 of Chapter 1 of Part II of the Luxembourg Law on Prospectuses for Securities dated July 10, 2005 (the "Luxembourg Law") and should be read in conjunction therewith and with Prospectus Supplement No. 1, dated July 17, 2013 and Prospectus Supplement No. 2, dated August 9, 2013.

The credit ratings of The Goldman Sachs Group, Inc. referred to in the European Base Prospectus have been issued by DBRS, Inc., Fitch, Inc., Moody's Investors Service and Standard & Poor's Ratings Services, each of which is established in the United States (together, the "US CRAs").

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 Regulation (EU) No. 1060/2009, amended by Regulation (EU) No 513/2011 (as amended, 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, Inc., Fitch, Inc., Moody's Investors Service and Standard & Poor's Ratings Services are registered EU CRAs on the official list, available at <http://www.esma.europa.eu/page/List-registered-and-certified-CRAs>. ESMA has approved the endorsement by such EU affiliates of credit ratings issued by the corresponding US CRAs. Accordingly, credit ratings issued by the US CRAs may be used for regulatory purposes in the EU. In addition to the US CRAs mentioned, Rating and Investment Information, Inc. ("R&I") has issued a credit rating. This rating is incorporated in the European Base Prospectus for information purposes only. R&I is incorporated in a third country but has not applied for the registration under the CRA Regulation.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference in this Supplement and (b) any other statement in or incorporated by reference in the European Base Prospectus and Supplements Nos. 1 and 2, the statements in (a) above will prevail. Save as disclosed in this Supplement, as at the date hereof there has been no other significant new factor, material mistake or inaccuracy which would affect the assessment of securities to be offered to the public or listed on an EU regulated market pursuant to the European Base Prospectus as previously supplemented by Supplements Nos. 1 and 2, relating to the information included in the European Base Prospectus, since the publication of Supplement No. 2.

This Prospectus Supplement incorporates by reference:

- the Current Report on Form 8-K dated October 17, 2013 (the "October 17 Form 8-K"), which we filed with the U.S. Securities and Exchange Commission (the "SEC") on October 17, 2013.

The October 17 Form 8-K is incorporated by reference into, and forms part of, this Prospectus Supplement, and the information contained in the October 17 Form 8-K shall be deemed to update any information contained in the European Base Prospectus and any document incorporated by reference therein. The October 17 Form 8-K will be available as described in the section "Documents Incorporated By Reference" in the European Base Prospectus. This Prospectus Supplement and the October 17 Form 8-K will be available on the website of the Luxembourg Stock Exchange at <http://www.bourse.lu>.

In accordance with Article 13 paragraph 2 of the Luxembourg Law, investors who have already agreed to purchase or subscribe for securities offered under the European Base Prospectus before this Prospectus Supplement is published may have the right, exercisable within two working days after the publication of this Prospectus Supplement, up to and including October 22, 2013, to withdraw their acceptances.

Additional Information

The information below is included to provide investors with additional information about documents that have been incorporated by reference as of the date of this Prospectus Supplement.

The European Base Prospectus, as supplemented by Supplements Nos. 1 and 2 and this Prospectus Supplement, incorporates by reference the following documents (the "Reports"):

- the Annual Report on Form 10-K for the fiscal year ended December 31, 2012 (the “2012 Form 10-K”), including Exhibit 21.1 thereto (“Exhibit 21.1”), which we filed with the SEC on February 28, 2013;
- the Current Report on Form 8-K dated March 14, 2013 (the “March 14 Form 8-K”), which we filed with the SEC on March 15, 2013;
- the Current Report on Form 8-K dated April 16, 2013 (the “April 16 Form 8-K”), which we filed with the SEC on April 16, 2013;
- the Proxy Statement relating to our 2013 Annual Meeting of Shareholders on May 23, 2013 (the “2013 Proxy Statement”), which we filed with the SEC on April 12, 2013;
- the Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2013 (the “2013 First Quarter Form 10-Q”), which we filed with the SEC on May 9, 2013;
- the terms and conditions of the Notes contained on pages 32-100 of the base prospectus dated June 11, 2010;
- the terms and conditions of the Notes contained on pages 33-102 of the base prospectus dated June 10, 2011;
- the prospectus supplement dated October 19, 2011 to the base prospectus dated June 10, 2011;
- the terms and conditions of the Notes contained on pages 31-92 of the base prospectus dated June 8, 2012;
- the Current Report on Form 8-K dated July 16, 2013 (the “July 16 Form 8-K”), which we filed with the SEC on July 16, 2013;
- the Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2013 (the “2013 Second Quarter Form 10-Q”), which we filed with the SEC on August 8, 2013; and
- the October 17 Form 8-K.

This list supersedes the list of documents incorporated by reference on page 26 of the European Base Prospectus and the lists of documents incorporated by reference included in Prospectus Supplements Nos. 1 and 2.

The following table supersedes the table contained on pages 27-28 of the European Base Prospectus and the tables incorporated by reference included in Prospectus Supplements Nos. 1 and 2 and indicates where information required by the Prospectus Regulation to be disclosed in, or incorporated by reference into, this Prospectus Supplement can be found in the Reports. Unless otherwise specified, page references are to the body of each Report rather than to exhibits attached thereto. 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 Commission Regulation (EC) 809/2004.

<u>Information required by the Prospectus Regulation</u>	<u>Document/Location</u>
Selected financial information for the fiscal years ended December 31, 2012, December 31, 2011 and December 31, 2010 (<i>Annex IV, Section 3 of the Prospectus Regulation</i>)	2012 Form 10-K (p. 230)
Risk factors (<i>Annex IV, Section 4 of the Prospectus Regulation</i>)	2012 Form 10-K (pp. 24-37)
Information about us	
History and development of our company (<i>Annex IV, Section 5.1 of the Prospectus Regulation</i>)	2012 Form 10-K (p. 1)
Investments (<i>Annex IV, Section 5.2 of the Prospectus Regulation</i>)	2012 Form 10-K (pp. 83-84) 2013 First Quarter Form 10-Q (pp. 148-149) 2013 Second Quarter Form 10-Q (pp. 162-

	163)
Business overview	
Our principal activities (<i>Annex IV, Section 6.1 of the Prospectus Regulation</i>)	2012 Form 10-K (pp. 1-6, 8-22, 122)
Our principal markets (<i>Annex IV, Section 6.2 of the Prospectus Regulation</i>)	2012 Form 10-K (pp. 1, 40, 45-46, 205-208)
Organizational structure (<i>Annex IV, Section 7 of the Prospectus Regulation</i>)	2012 Form 10-K (p. 29 and Exhibit 21.1)
Trend information (<i>Annex IV, Section 8 of the Prospectus Regulation</i>)	2012 Form 10-K (pp. 43-112) 2013 First Quarter Form 10-Q (pp. 112-114) 2013 Second Quarter Form 10-Q (pp. 117-120)
Administrative, management and supervisory bodies, including conflicts of interest (<i>Annex IV, Section 10 of the Prospectus Regulation</i>)	2012 Form 10-K (p. 39) 2013 Proxy Statement (pp. 1, 4-5, 6-24, 70-73)
Audit committee (<i>Annex IV, Section 11.1 of the Prospectus Regulation</i>)	2013 Proxy Statement (pp. 24, 60-61)
Beneficial owners of more than five per cent. (<i>Annex IV, Section 12 of the Prospectus Regulation</i>)	2013 Proxy Statement (p. 75)
Financial information	
Audited historical financial information for the fiscal years ended December 31, 2012, December 31, 2011 and December 31, 2010 (<i>Annex IV, Section 13.1-13.4 of the Prospectus Regulation</i>)	2012 Form 10-K (pp. 117-227)
Audit report (<i>Annex IV, Section 13.1 of the Prospectus Regulation</i>)	2012 Form 10-K (p. 116)
Balance sheet (<i>Annex IV, Section 13.1 of the Prospectus Regulation</i>)	2012 Form 10-K (p. 119)
Income statement (<i>Annex IV, Section 13.1 of the Prospectus Regulation</i>)	2012 Form 10-K (pp. 117-118)
Cash flow statement (<i>Annex IV, Section 13.1 of the Prospectus Regulation</i>)	2012 Form 10-K (p. 121)
Accounting policies and explanatory notes (<i>Annex IV, Section 13.1 of the Prospectus Regulation</i>)	2012 Form 10-K (pp. 47-50, 122-227)
Financial or trading position (<i>Annex IV, Section 13.7 of the Prospectus Regulation</i>)	2012 Form 10-K (pp. 117-227) April 16 Form 8-K (pp. 2-5) July 16 Form 8-K (pp. 3-6) Exhibit 99.1 to the October 17 Form 8-K (pp. 2-4)
Interim and other financial information (<i>Annex IV, Section 13.5 of the Prospectus Regulation</i>)	April 16 Form 8-K (pp. 7-10) 2013 First Quarter Form 10-Q (pp. 2-110) July 16 Form 8-K (pp. 8-13) 2013 Second Quarter Form 10-Q (pp. 2-

	115)
	Exhibit 99.1 to the October 17 Form 8-K (pp.6-9)
Balance sheet (<i>Annex IV, Section 13.5 of the Prospectus Regulation</i>)	2013 First Quarter Form 10-Q (p. 4) 2013 Second Quarter Form 10-Q (pp. 4)
Income statement (<i>Annex IV, Section 13.5 of the Prospectus Regulation</i>)	2013 First Quarter Form 10-Q (pp. 2-3) 2013 Second Quarter Form 10-Q (pp. 2-3)
Cash flow statement (<i>Annex IV, Section 13.5 of the Prospectus Regulation</i>)	2013 First Quarter Form 10-Q (p. 6) 2013 Second Quarter Form 10-Q (pp. 6)
Accounting policies and explanatory notes (<i>Annex IV, Section 13.5 of the Prospectus Regulation</i>)	2013 First Quarter Form 10-Q (pp. 7-107) 2013 Second Quarter Form 10-Q (pp. 7-111)
Unaudited selected interim financial information (<i>Annex IV, Section 3 of the Prospectus Regulation</i>)	April 16 Form 8-K (pp. 7-10) 2013 First Quarter Form 10-Q (pp. 2-110) July 16 Form 8-K (pp. 8-13) 2013 Second Quarter Form 10-Q (pp. 2-115)
	Exhibit 99.1 to the October 17 Form 8-K (pp.6-9)
Legal and arbitration proceedings (<i>Annex IV, Section 13.6 of the Prospectus Regulation</i>)	2012 Form 10-K (pp. 38, 210-222) 2013 First Quarter Form 10-Q (pp. 95-107, 179) 2013 Second Quarter Form 10-Q (pp. 104-111)
Share capital (<i>Annex IV, Section 14.1 of the Prospectus Regulation</i>)	2012 Form 10-K (pp. 119, 191-193) 2013 First Quarter Form 10-Q (pp. 4-5, 79-81) 2013 Second Quarter Form 10-Q (pp. 4-5, 87-89)
Credit ratings (<i>Annex V, Section 7.5 of the Prospectus Regulation</i>)	2012 Form 10-K (pp. 94-95) 2013 First Quarter Form 10-Q (pp. 159-160) 2013 Second Quarter Form 10-Q (pp. 174-175)

References to the European Base Prospectus in the European Base Prospectus shall hereafter mean the European Base Prospectus as supplemented by this Prospectus Supplement, Prospectus Supplement No. 1, dated July 17, 2013 and Prospectus Supplement No. 2, dated August 9, 2013. The Goldman Sachs Group, Inc. has taken all reasonable care to ensure that the information contained in the European Base Prospectus, as supplemented by this Prospectus Supplement and any previous prospectus supplement, is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import and accepts responsibility accordingly.

This Prospectus Supplement is not for use in, and may not be delivered to or inside, the United States.

Prospectus Supplement, dated October 18, 2013