



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

This Prospectus Supplement No. 5 (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, Prospectus Supplement No. 2, dated August 9, 2013, Prospectus Supplement No. 3, dated October 18, 2013 and Prospectus Supplement No. 4, dated November 8, 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. 1-4, 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. 1-4, relating to the information included in the European Base Prospectus, since the publication of Supplement No. 4.

This Prospectus Supplement incorporates by reference:

- Item 8.01 of the Current Report on Form 8-K dated November 14, 2013 (such incorporated section referred to below as the “November 15 Form 8-K”), which we filed with the U.S. Securities and Exchange Commission (the “SEC”) on November 15, 2013.

In addition:

- Element B.17 of “Section B—Issuer” in the “Summary” beginning on P. 9 of the European Base Prospectus is hereby deleted and replaced with the following:

| | | | | | |
|------|---|--|-------------------|----------------------|--------------------|
| B.17 | Credit Rating | The following table sets forth the Issuer’s unsecured credit ratings as of the date of this European base prospectus. A rating is not a recommendation to buy, sell or hold any of the notes. Any or all of these ratings are subject to revision or withdrawal at any time by the assigning rating organization. Each rating should be evaluated independently of any other rating: | | | |
| | | Short-Term Debt | Long-Term Debt | Subordinated Debt | Preferred Stock |
| | Dominion Bond Rating Service Limited..... | R-1 (middle) | A (high) | A | BBB |
| | Fitch, Inc. | F1 | A | A– | BB+ |
| | Moody’s Investors Service..... | P-2 | Baa1 | Baa2 | Ba2 |

| | | | | |
|--|-----|----|------|-----|
| Standard & Poor's | A-2 | A- | BBB+ | BB+ |
| Rating and Investment Information, Inc..... | a-1 | A+ | A | N/A |

- the table under the caption “Risk Factors – Changes in our Credit Ratings may affect the Market Proce of a Note” on p. 18 of the European Base Prospectus is hereby deleted and replaced with the following:

| | <u>Short-Term Debt</u> | <u>Long-Term Debt</u> | <u>Subordinated Debt</u> | <u>Preferred Stock</u> |
|---|----------------------------|------------------------|--------------------------|------------------------|
| Dominion Bond Rating Service Limited ¹⁾ | R-1 (middle) ⁶⁾ | A (high) ⁷⁾ | A ⁷⁾ | BBB ⁸⁾ |
| Fitch, Inc. ²⁾ | F1 ⁹⁾ | A ¹⁰⁾ | A- ¹⁰⁾ | BB+ ¹¹⁾ |
| Moody's Investors Service ³⁾ | P-2 ¹²⁾ | Baa1 ¹³⁾ | Baa2 ¹³⁾ | Ba2 ¹⁴⁾ |
| Standard & Poor's ⁴⁾ | A-2 ¹⁵⁾ | A- ¹⁶⁾ | BBB+ ¹⁷⁾ | BB+ ¹⁸⁾ |
| Rating and Investment Information, Inc. ⁵⁾ | a-1 ¹⁹⁾ | A+ ²⁰⁾ | A ²⁰⁾ | N/A |

¹⁾ All rating categories other than AAA and D also contain subcategories “(high)” and “(low)”. The absence of either a “(high)” or “(low)” designation indicates the rating is in the middle of the category.

²⁾ The modifiers “+” or “-” may be appended to a rating to denote relative status within major rating categories. Such suffixes are not added to the “AAA” Long-Term Rating category, or categories below “B”.

³⁾ Moody’s appends numerical modifiers 1, 2, and 3 to each generic rating classification from Aa through Caa. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category; the modifier 2 indicates a mid-range ranking; and the modifier 3 indicates a ranking in the lower end of that generic rating category.

⁴⁾ Ratings from “AA” to “CCC” may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within the major rating categories.

⁵⁾ A plus (+) or minus (-) sign may be appended to the categories from AA to CCC to indicate relative standing within each rating category. The plus and minus signs are part of the rating symbols.

⁶⁾ Superior credit quality. The capacity for the payment of short-term financial obligations as they fall due is very high. Differs from R-1 (high) by a relatively modest degree. Unlikely to be significantly vulnerable to future events.

⁷⁾ Good credit quality. The capacity for the payment of financial obligations is substantial, but of lesser credit quality than AA. May be vulnerable to future events, but qualifying negative factors are considered manageable.

⁸⁾ Adequate credit quality. The capacity for the payment of financial obligations is considered acceptable. May be vulnerable to future events.

⁹⁾ Highest short-term credit quality. Indicates the strongest intrinsic capacity for timely payment of financial commitments; may have an added “+” to denote any exceptionally strong credit feature.

¹⁰⁾ High credit quality. “A” ratings denote expectations of low default risk. The capacity for payment of financial commitments is considered strong. This capacity may, nevertheless, be more vulnerable to adverse business or economic conditions than is the case for higher ratings.

¹¹⁾ Speculative. “BB” ratings indicate an elevated vulnerability to default risk, particularly in the event of adverse changes in business or economic conditions over time.

¹²⁾ Issuers (or supporting institutions) rated Prime-2 have a strong ability to repay short-term debt obligations.

¹³⁾ Obligations rated Baa are subject to moderate credit risk. They are considered medium grade and as such may possess certain speculative characteristics.

¹⁴⁾ Obligations rated Ba are judged to have speculative elements and are subject to substantial credit risk.

¹⁵⁾ A short-term obligation rated “A-2” is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher rating categories. However, the obligor’s capacity to meet its financial commitment on the obligation is satisfactory.

¹⁶⁾ An obligation rated “A” is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher-rated categories. However, the obligor’s capacity to meet its financial commitment on the obligation is still strong.

¹⁷⁾ An obligation rated “BBB” exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to lead to a weakened capacity of the obligor to meet its financial commitment on the obligation.

¹⁸⁾ An obligation rated “BB” is less vulnerable to non-payment than other speculative issues. However, it faces major on-going uncertainties or exposure to adverse business, financial, or economic conditions which could lead to the obligor’s inadequate capacity to meet its financial commitment on the obligation.

¹⁹⁾ Certainty of the fulfillment of a short-term obligation is high.

²⁰⁾ High creditworthiness supported by a few excellent factors.

- Immediately preceding the caption “Considerations Relating to Notes Linked to LIBOR Underlyers” on p. 24 of the European Base Prospectus, the following risk factor is inserted:

The manipulation of published currency exchange rates and possible reforms affecting the determination or publication of exchange rates or the supervision of currency trading could have an adverse impact on your notes

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

The November 15 Form 8-K is incorporated by reference into, and forms part of, this Prospectus Supplement, and the information contained in the November 15 Form 8-K shall be deemed to update any information contained in the European Base Prospectus and any document incorporated by reference therein. The November 15 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 November 15 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 November 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. 1-4 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;
- the Current Report on Form 8-K dated October 17, 2013 (the “October 17 Form 8-K”), which we filed with the SEC on October 17, 2013;
- the Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2013 (the “2013 Third Quarter Form 10-Q”), which we filed with the SEC on November 7, 2013; and
- the November 15 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. 1-4.

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. 1-4 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) 2013 Third Quarter Form 10-Q (pp. 160-161) |
| 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</i>) | 2012 Form 10-K (p. 29 and Exhibit 21.1) |

Regulation)

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| 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) 2013 Third Quarter Form 10-Q (pp. 114-118) |
| 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) 2013 Third Quarter Form 10-Q (pp. 2-112) |
| Balance sheet (<i>Annex IV, Section 13.5 of the Prospectus Regulation</i>) | 2013 First Quarter Form 10-Q (p. 4) |

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| <i>Regulation)</i> | 2013 Second Quarter Form 10-Q (p. 4) 2013 Third Quarter Form 10-Q (p. 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) 2013 Third 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 (p. 6) 2013 Third Quarter Form 10-Q (p. 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) 2013 Third Quarter Form 10-Q (pp. 7-108) |
| 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) 2013 Third Quarter Form 10-Q (pp. 2-109) |
| 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) 2013 Third Quarter Form 10-Q (pp. 101-108) |
| 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) 2013 Third Quarter Form 10-Q (pp. 4-5, 85-87) |
| 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) 2013 Third Quarter Form 10-Q (pp. 172-173) November 15 Form 8-K (Item 8.01) |

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, Prospectus Supplement No. 2, dated August 9, 2013, Prospectus Supplement No. 3, dated October 17, 2013 and Prospectus Supplement No. 4, dated November 8, 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 November 20, 2013