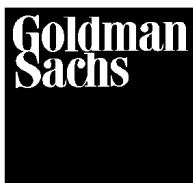


SUPPLEMENT NO. 2 TO THE REGISTRATION DOCUMENT DATED 20 JUNE 2014



GOLDMAN SACHS INTERNATIONAL
(Incorporated with unlimited liability in England)

GOLDMAN, SACHS & CO. WERTPAPIER GMBH
(Incorporated with limited liability in Germany)

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

This Supplement

This supplement (the "**Supplement**") to the registration document dated 20 June 2014 prepared by Goldman, Sachs & Co. Wertpapier GmbH ("**GSW**") as issuer, Goldman Sachs International ("**GSI**") as issuer and The Goldman Sachs Group, Inc. ("**GSG**") as guarantor of warrants, notes and certificates (the "**Original Registration Document**"), constitutes a supplement to the Registration Document for the purposes of Article 13 of Chapter 1 of Part II of the Luxembourg Law on Prospectuses for Securities dated 10 July 2005 and amended on 3 July 2012 (the "**Luxembourg Law**") and should be read in conjunction therewith and with Supplement No. 1 to the Registration Document, dated 16 July 2014 (the Original Registration Document as so supplemented, the "**Registration Document**"). On 20 June 2014, the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") approved the Original Registration Document for the purposes of Article 7 of the Luxembourg Law. Terms defined in the Registration Document have the same meaning when used in this Supplement.

Information being supplemented

This Supplement supplements the Registration Document by incorporating by reference the Quarterly Report on Form 10-Q for the second fiscal quarter ended 30 June 2014 (the "**Second Quarter Form 10-Q**") which was filed with the U.S. Securities and Exchange Commission (the "**SEC**") on 7 August 2014. A copy of the Second Quarter Form 10-Q has been filed with the CSSF in its capacity as competent authority under the Prospectus Directive.

The Second Quarter Form 10-Q is by reference incorporated into, and forms part of, this Supplement, and the information contained in this Supplement, and the information set out in the Second Quarter Form 10-Q referred to below shall be deemed to update and where applicable, supersede any information contained in the Registration Document, or any documents incorporated by reference therein.

	From the Second Quarter 10-Q	Page Reference
<i>PART I</i>	<i>Financial Information</i>	<i>Page 2</i>
<i>Item 1</i>	<i>Financial Statements (Unaudited)</i>	<i>Page 2</i>
	<i>Condensed Consolidated Statements of Earnings for the three and six months ended June 30, 2014 and June 30, 2013</i>	<i>Page 2</i>
	<i>Condensed Consolidated Statements of Comprehensive Income for the three and six months ended June 30, 2014 and June 30, 2013</i>	<i>Page 3</i>

	<i>Condensed Consolidated Statements of Financial Condition as of June 30, 2014 and December 31, 2013</i>	<i>Page 4</i>
	<i>Condensed Consolidated Statements of Changes in Shareholders' Equity for the six months ended June 30, 2014 and year ended December 31, 2013</i>	<i>Page 5</i>
	<i>Condensed Consolidated Statements of Cash Flows for the six months ended June 30, 2014 and June 30, 2013</i>	<i>Page 6</i>
	<i>Notes to Condensed Consolidated Financial Statements</i>	<i>Pages 7-100</i>
	<i>Report of Independent Registered Public Accounting Firm</i>	<i>Page 101</i>
	<i>Statistical Disclosures</i>	<i>Page 102</i>
<i>Item 2</i>	<i>Management's Discussion and Analysis of Financial Condition and Results of Operations</i>	<i>Pages 104-179</i>
<i>Item 3</i>	<i>Quantitative and Qualitative Disclosures About Market Risk</i>	<i>Page 180</i>
<i>Item 4</i>	<i>Controls and Procedures</i>	<i>Page 180</i>
<i>PART II</i>	<i>Other Information</i>	<i>Page 180</i>
<i>Item 1</i>	<i>Legal Proceedings</i>	<i>Page 180</i>
<i>Item 2</i>	<i>Unregistered Sales of Equity Securities and Use of Proceeds</i>	<i>Page 180</i>
<i>Item 6</i>	<i>Exhibits</i>	<i>Page 181</i>
	<i>Signatures</i>	<i>Page 182</i>

Any information incorporated by reference that is not included in the From the Second Quarter 10-Q table above is considered to be additional information and is not required by the relevant schedules of Commission Regulation (EC) No. 809/2004 as amended (the "**Prospectus Regulation**").

This Supplement and the document incorporated by reference into this supplement will be available on the website of the Luxembourg Stock Exchange at www.bourse.lu.

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 Supplement.

The Registration Document, as supplemented by this Supplement, incorporates by reference the following documents in relation to GSG. GSG files documents and information with the United States Securities and Exchange Commission (the "**SEC**"). The following documents, which GSG has filed with the SEC, are hereby incorporated by reference into the Registration Document:

- (a) the Quarterly Report on Form 10-Q for the fiscal quarter ended 30 June 2014 (the "**Second Quarter Form 10-Q**").
- (b) the Current Report on Form 8-K dated 15 July 2014 (filed with the SEC on 15 July 2014) (the "**15 July Form 8-K**").
- (c) Proxy Statement relating to the 2014 Annual Meeting of Shareholders on 16 May 2014 (the "**Proxy Statement**").
- (d) the Current Report on Form 8-K dated 17 April 2014 (filed with the SEC on 17 April 2014) (the "**17 April Form 8-K**").

- (e) the Quarterly Report on Form 10-Q for the fiscal quarter ended 31 March 2014 (the "**First Quarter Form 10-Q**").
- (f) the Annual Report on Form 10-K for the fiscal year ended 31 December 2013 (the "**2013 Form 10-K**"), containing financial statements relating to the fiscal years ended 31 December 2013 and 31 December 2012, including Exhibit 21.1 thereto.

The above list supersedes the list of documents incorporated by reference on page 6 of the Registration Document.

The following table supersedes the table contained on pages 6 - 8 of the Registration Document in relation to GSG and indicates where information required by the Prospectus Regulation to be disclosed in, and incorporated by reference into, the Registration Document can be found in the documents referred to above:

Information required by the Prospectus Regulation	Document/Location
Selected financial information for the fiscal years ended 31 December 2013, 31 December 2012 and 31 December 2011 (Annex IV, Section 3.1 of the Prospectus Regulation)	2013 Form 10-K (p. 231)
Unaudited selected financial information (Annex IV, Section 3.1 of the Prospectus Regulation)	First Quarter Form 10-Q (pp. 2,4)
	17 April Form 8-K (pp. 6-9)
	Second Quarter Form 10-Q (pp.2,4)
Risk factors relating to GSG (Annex IV, Section 4 of the Prospectus Regulation)	2013 Form 10-K (pp. 24-39)
Information about GSG	
History and development of the company (Annex IV, Section 5.1 of the Prospectus Regulation)	2013 Form 10-K (p. 1)
Investments (Annex IV, Section 5.2 of the Prospectus Regulation)	First Quarter Form 10-Q (pp. 138-139)
	Second Quarter Form 10-Q (pp. 145-146)
Business overview	
GSG's principal activities (Annex IV, Section 6.1 of the Prospectus Regulation)	2013 Form 10-K (pp. 1-5, 7-22, 128)
GSG's principal markets (Annex IV, Section 6.2 of the Prospectus Regulation)	2013 Form 10-K (pp. 1, 42, 47-48, 213-216)
Organizational Structure (Annex IV, Section 7 of the Prospectus Regulation)	2013 Form 10-K (pp. 29-30, Exhibit 21.1)
Trend information (Annex IV, Section 8 of the Prospectus Regulation)	2013 Form 10-K (pp. 45-119)
	First Quarter Form 10-Q (pp. 103-105)
	Second Quarter Form 10-Q (pp. 105-109)
Administrative, management and supervisory bodies, including conflicts of interest (Annex IV, Section 10 of the	2013 Form 10-K (p. 41)

Prospectus Regulation)	Proxy Statement (p. 1, pp. 4-5, pp. 6-25, pp. 61-64)
Audit committee (Annex IV, Section 11.1 of the Prospectus Regulation)	Proxy Statement (p. 25, pp. 56-57)
Beneficial owners of more than five per cent. (Annex IV, Section 12 of the Prospectus Regulation)	Proxy Statement (p. 66)
Financial information	
Audited historical financial information for the fiscal years ended 31 December 2013 and 31 December 2012 (Annex IV, Section 13.1-13.4 of the Prospectus Regulation)	2013 Form 10-K (pp. 123-228)
Audit report (Annex IV, Section 13.1 of the Prospectus Regulation)	2013 Form 10-K (p. 122)
Balance sheet (Annex IV, Section 13.1 of the Prospectus Regulation)	2013 Form 10-K (p. 125)
Shareholder's equity statement (Annex IV, Section 13.1 of the Prospectus Regulation)	2013 Form 10-K (pp. 125-126, 200-202)
Income statement (Annex IV, Section 13.1 of the Prospectus Regulation)	2013 Form 10-K (pp. 123-124)
Cash flow statement (Annex IV, Section 13.1 of the Prospectus Regulation)	2013 Form 10-K (p. 127)
Accounting policies and explanatory notes (Annex IV, Section 13.1 of the Prospectus Regulation)	2013 Form 10-K (pp. 49-53, 128-228)
Unaudited interim historical financial information (Annex IV, Section 13.5 of the Prospectus Regulation)	First Quarter Form 10-Q (pp. 2, 3, 4, 5, 6, 7-101) Second Quarter Form 10-Q (pp. 2, 3, 4, 5, 6, 7-103)
Unaudited balance sheet (Annex IV, Section 13.5 of the Prospectus Regulation)	First Quarter Form 10-Q (p. 4) Second Quarter Form 10-Q (pp. 4)
Unaudited shareholder's equity statement (Annex IV, Section 13.5 of the Prospectus Regulation)	First Quarter Form 10-Q (pp. 5, 74-76) Second Quarter Form 10-Q (pp. 5, 77-78)
Unaudited income statement (Annex IV, Section 13.5 of the Prospectus Regulation)	First Quarter Form 10-Q (pp. 2-3) Second Quarter Form 10-Q (pp. 2-3)
Unaudited cash flow statement (Annex IV, Section 13.5 of the Prospectus Regulation)	First Quarter Form 10-Q (p. 6) Second Quarter Form 10-Q (p. 6)
Unaudited accounting policies and explanatory notes (Annex IV, Section 13.5 of the Prospectus Regulation)	First Quarter Form 10-Q (pp. 7-99) Second Quarter Form 10-Q (pp. 7-100)
Legal and arbitration proceedings (Annex IV, Section 13.6 of the Prospectus Regulation)	2013 Form 10-K (pp. 40, 218-224) First Quarter Form 10-Q (pp. 92-99)

	Second Quarter Form 10-Q (pp. 94-100)
Financial or trading position (Annex IV, Section 13.7 of the Prospectus Regulation)	2013 Form 10-K (pp. 123-228) First Quarter Form 10-Q (pp. 2-99) Second Quarter Form 10-Q (pp. 2-100)

Additional information

Share capital (Annex IV, Section 14.1 of the Prospectus Regulation)	2013 Form 10-K (pp. 125, 200-202) First Quarter Form 10-Q (pp. 4-5, 74-76) Second Quarter Form 10-Q (pp. 4-5, 77-78)
Credit ratings (Annex V, Section 7.5 of the Prospectus Regulation)	2013 Form 10-K (pp. 100-101) First Quarter Form 10-Q (p. 151) Second Quarter Form 10-Q (pp. 158)

Any information incorporated by reference that is not included in the above cross-reference list is considered to be additional information and is not required by the relevant schedules of the Prospectus Regulation.

Additional changes to the Registration Document

The following supplemental changes shall be made to the Registration Document by virtue of this Supplement:

1. The list of documents under paragraph 4 "*Documents Available*" on page 19 of the Original Registration Document, as supplemented prior to this Supplement, shall now read as follows:

- "(i) the certificate of incorporation of GSG;
- (ii) the constitutional documents of GSI;
- (iii) the constitutional documents of GSW;
- (iv) GSG's First Quarter Form 10-Q;
- (v) GSG's Second Quarter Form 10-Q;
- (vi) GSG's 26 March Form 8-K;
- (vii) GSG's 17 April Form 8-K;
- (viii) GSG's Proxy Statement;
- (ix) GSG's 2013 Form 10-K;
- (x) GSG's 15 July Form 8-K;
- (xi) GSI's 2012 Financial Statements;
- (xii) GSI's 2013 Annual Report;
- (xiii) GSW's 2012 Financial Statements; and
- (xiv) GSW's 2013 Financial Statements."

2. Paragraph 2 "*No Significant change and no material adverse change*" on page 18 of the Original Registration Document, as supplemented prior to this Supplement, shall now read as follows:

"There has been no significant change in the financial or trading position of GSI or GSW since 31 December 2013.

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

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

3. Paragraph 3 "*Litigation*" on pages 18 - 19 of the Original Registration Document, as supplemented prior to this Supplement:

"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 2013 Form 10-K, (ii) "Legal Proceedings" in Part II, Item 1 (page 174) and Note 27 to the Consolidated Financial Statements (Unaudited) (pages 92 to 99) of the First Quarter Form 10-Q, (iii) paragraph (c) of Note 26 to the Financial Statements (pages 83 to 84) of GSI's 2013 Annual Report and (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 Second Quarter Form 10-Q, there have been no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which GSG, GSI or GSW is aware) during the 12 months before the date of this Registration Document which may have, or have had in the recent past, significant effects on GSG, GSI, GSW or the Goldman Sachs Group's financial position or profitability."

Responsibility Statement

Each of Goldman Sachs International and Goldman, Sachs & Co. Wertpapier GmbH accepts responsibility for the information given in this Supplement and confirms that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of their knowledge, in accordance with the facts and does not omit anything likely to affect its import.

Interpretation

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Registration Document by this Supplement and (b) any other statement in or incorporated by reference into the Registration Document, the statements in (a) above will prevail.

References to the Registration Document shall hereafter mean the Registration Document as supplemented by this Supplement. Each of the Issuers and the Guarantor has taken all reasonable care to ensure that the information contained in the Registration Document (including as supplemented by this Supplement), is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import and accepts responsibility accordingly.

U.S. notice

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

Supplement, dated 8 August 2014