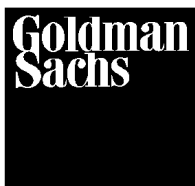


SUPPLEMENT NO. 5 TO THE REGISTRATION DOCUMENT DATED 20 JUNE 2014



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 certain 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, Supplement No. 2 to the Registration Document, dated 8 August 2014, Supplement No. 3 to the Registration Document, dated 28 August 2014 and Supplement No. 4 to the Registration Document, dated 3 September 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. The 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 following documents:

1. the Current Report on Form 8-K dated 16 October 2014 (the "**16 October Form 8-K**"), which was filed with the U.S. Securities and Exchange Commission (the "**SEC**") by GSG on 16 October 2014; and
2. the German language version of the unaudited half yearly financial statements and interim management report of GSW for the period ended 30 June 2014 (together with, an unofficial English translation thereof, for which GSW accepts responsibility) ("**GSW's 2014 Interim Financial Statements**").

A copy of each of the 16 October Form 8-K and GSW's 2014 Interim Financial Statements has been filed with the CSSF in its capacity as competent authority under the Prospectus Directive.

The 16 October Form 8-K and GSW's 2014 Interim Financial Statements are by reference incorporated into, and form part of, this Supplement, and the information contained in this Supplement, and the information of the 16 October Form 8-K and GSW's 2014 Interim Financial Statements, 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.

Information incorporated by reference from the 16 October Form

Page Reference

8-K*

Item 2.02:	Results of Operations and Financial Condition	Page 3
Item 9.01:	Financial Statements and Exhibits	Page 3
Exhibit 99.1:	Press release of GSG dated October 16, 2014 containing financial information for its third quarter ended September 30, 2014	Pages 5 to 14 (marked as pages 1-10 of Exhibit 99.1)

* The page numbers referenced above in relation to the 16 October Form 8-K relate to the order in which the pages appear in the PDF version of such document.

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.

1. The Goldman Sachs Group, Inc.

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 SEC. The following documents, which GSG has filed with the SEC, are hereby incorporated by reference into the Registration Document:

- (a) the Current Report on Form 8-K dated 16 October 2014 (filed with the SEC on 16 October 2014) (the "**16 October Form 8-K**").
- (b) the Current Report on Form 8-K dated 22 August 2014 (filed with the SEC on 22 August 2014) (the "**22 August Form 8-K**").
- (c) the Quarterly Report on Form 10-Q for the fiscal quarter ended 30 June 2014 (the "**Second Quarter Form 10-Q**").
- (d) 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**").
- (e) Proxy Statement relating to the 2014 Annual Meeting of Shareholders on 16 May 2014 (the "**Proxy Statement**").
- (f) 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**").
- (g) the Quarterly Report on Form 10-Q for the fiscal quarter ended 31 March 2014 (the "**First Quarter Form 10-Q**").
- (h) 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 Original Registration Document, as supplemented prior to this Supplement.

2. Goldman, Sachs & Co. Wertpapier GmbH

The Registration Document, as supplemented by this Supplement, incorporates by reference the following documents in relation to GSW. The following documents, which have previously been published and have been filed with the CSSF, are hereby incorporated by reference into the Registration Document:

- (a) The German language version of the unaudited half yearly financial statements and interim management report for the period ended 30 June 2014 (together with, an unofficial English translation thereof, for which GSW accepts responsibility) ("**GSW's 2014 Interim Financial Statements**").
- (b) The German language version of the (a) Financial Statements for the business year from 1 January 2013 to 31 December 2013 and (b) Auditors' Report thereon (together with, in each case, an unofficial English translation thereof, for which GSW accepts responsibility) ("**GSW's 2013 Financial Statements**").
- (c) The German language version of the (a) Financial Statements for the business year from 1 January 2012 to 31 December 2012 and (b) Auditors' Report thereon (together with, in each case, an unofficial English translation thereof, for which GSW accepts responsibility) ("**GSW's 2012 Financial Statements**").

The table and the first paragraph immediately below such table on page 9 of the Original Registration Document shall be replaced with the following:

"Cross Reference List

GSW Information in the Financial Statements	GSW's 2014 Interim Financial Statements *	GSW's 2013 Financial Statements	GSW's 2012 Financial Statements
Balance Sheet	p. 5	p. F-2	p. 6
Profit and Loss Account/Income Statement	p. 6	p. F-3	p. 7
Cash Flow Statement	p. 10	p. F-9	p. 14
Notes to the Financial Statements	pp. 7-10	pp. F-4 – F-8	pp. 8-12
Independent Auditors' Report	N/A	pp. F-11 – F-12	pp. 16-17
Statement of Changes in Shareholders' Equity	p. 14	p. F-10	p. 15

* The page numbers referenced above in relation to GSW's 2014 Interim Financial Statements relate to the order in which the pages appear in the PDF version of such document.

Only the German language versions of GSW's 2014 Interim Financial Statements, GSW's 2013 Financial Statements and GSW's 2012 Financial Statements relating to GSW are legally binding. The page references above refer to the German language versions and the English language versions of GSW's 2014 Interim Financial Statements, GSW's 2013 Financial Statements and GSW's 2012 Financial Statements."

Amendments to the section entitled "Goldman, Sachs & Co. Wertpapier GmbH"

The following supplemental changes shall be made by virtue of this Supplement to the section entitled "Goldman, Sachs & Co. Wertpapier GmbH":

1. The two paragraphs immediately under the heading "Management" on page 17 of the Original Registration Document shall be replaced with the following:

"Management

The managing directors (*Geschäftsführer*) of GSW are Dr. Jörg Kukies, Michael Schmitz, Christian Schmitz and Dirk Urmoneit.

Dr. Jörg Kukies is Managing Director at GSI, Frankfurt branch (*Zweigniederlassung Frankfurt*). Michael Schmitz is Managing Director at GSI, Frankfurt branch (*Zweigniederlassung Frankfurt*). Christian Schmitz is Vice President at GSI, Frankfurt branch (*Zweigniederlassung Frankfurt*). Dirk Urmoneit is Managing Director at GSI, London."

2. The three paragraphs under the heading "Selected financial information" on page 17 of the Original Registration Document shall be replaced with the following:

"The selected financial information set out below has been extracted from GSW's 2013 Financial Statements, produced by PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft and from GSW's 2014 Interim Financial Statements.

GSW's 2013 Financial Statements and GSW's 2014 Interim Financial Statements are incorporated by reference into this Registration Document. The financial information presented below should be read in conjunction with the financial statements included in such document, the notes thereto and report thereon.

The operating income for the six months ended 30 June 2014 was EUR 254,186.73 (EUR 189,934.70 for the six months ended 30 June 2013) and for the year ended 31 December 2013 was EUR 380,836.28 (EUR 710,866.34 for the year ended 31 December 2012). The taxation on income for the six months ended 30 June 2014 was EUR -84,758.00 (EUR -60,631.19 for the six months ended 30 June 2013) and for the year ended 31 December 2013 was EUR 120,965.71 (EUR 224,054.41 for the year ended 31 December 2012). The net income for the six months ended 30 June 2014 was EUR 169,428.73 (EUR 129,303.51 for the six months ended 30 June 2013) and for the year ended 31 December 2013 was EUR 259,870.57 (EUR 486,811.93 for the year ended 31 December 2012). As at the six months ended 30 June 2014 the Total Assets were EUR 4,572,663,086.54 and as at 31 December 2013 the Total Assets were EUR 4,443,043,003.63 (EUR 4,146,594,026.29 as at 31 December 2012). As at the six months ended 30 June 2013 the Total Capital and Reserves were EUR 2,685,732.99 and as at 31 December 2013 the Total Capital and Reserves were EUR 2,516,304.26 (EUR 2,256,433.69 as at 31 December 2012)."

Amendments to the section entitled "General Information"

The following supplemental changes shall be made by virtue of this Supplement to the section entitled "General Information":

1. The first two paragraphs of Item 2 "No significant change and no material adverse change" on page 18 of the Original Registration Document, as supplemented prior to this Supplement, shall be replaced with the following:

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

2. The list of documents under paragraph 4 "*Documents Available*" on page 19 of the Registration Document 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) GSG's 22 August Form 8-K;
- (xii) GSG's 16 October Form 8-K;
- (xiii) GSI's 2012 Financial Statements;
- (xiv) GSI's 2013 Annual Report;
- (xv) GSI's 2014 Interim Financial Statements;
- (xvi) GSW's 2012 Financial Statements;
- (xvii) GSW's 2013 Financial Statements; and
- (xviii) GSW's 2014 Interim Financial Statements."

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 17 October 2014