

PROSPECTUS SUPPLEMENT NO. 12 TO THE BASE PROSPECTUS DATED 20 JUNE 2014



GOLDMAN SACHS INTERNATIONAL
(Incorporated with unlimited liability in England)

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

**SERIES A PROGRAMME FOR THE ISSUANCE OF
WARRANTS, NOTES AND CERTIFICATES**

in respect of which the obligations of Goldman Sachs International,
Goldman, Sachs & Co. Wertpapier GmbH are
guaranteed by

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

This Prospectus Supplement

This prospectus supplement (the "**Prospectus Supplement**") to the base prospectus 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 under their programme for the issuance of warrants, notes and certificates with respect to the securities (the "**Programme**") (the "**Original Base Prospectus**"), constitutes a supplement to the base prospectus 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 Prospectus Supplement No. 1 to the Base Prospectus, dated 17 July 2014, Prospectus Supplement No. 2 to the Base Prospectus, dated 8 August 2014, Prospectus Supplement No. 3 to the Base Prospectus, dated 28 August 2014, Prospectus Supplement No. 4 to the Base Prospectus, dated 3 September 2014, Prospectus Supplement No. 5 to the Base Prospectus, dated 17 October 2014, Prospectus Supplement No. 6 to the Base Prospectus, dated 6 November 2014, Prospectus Supplement No. 7 to the Base Prospectus, dated 7 November 2014, Prospectus Supplement No. 8 to the Base Prospectus, dated 21 January 2015, Prospectus Supplement No. 9 to the Base Prospectus, dated 25 February 2015, Prospectus Supplement No. 10 to the Base Prospectus, dated 12 March 2015 and Prospectus Supplement No. 11 to the Base Prospectus, dated 1 April 2015 (the Original Base Prospectus as so supplemented, the "**Base Prospectus**"). On 20 June 2014, the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") approved the Original Base Prospectus for the purposes of Article 7 of the Luxembourg Law.

Terms defined in the Base Prospectus have the same meaning when used in this Prospectus Supplement unless otherwise defined herein. This Prospectus Supplement shall form part of and be read in conjunction with the Base Prospectus.

Information being supplemented

This Prospectus Supplement supplements the Base Prospectus by incorporating by reference in its entirety Supplement No. 11 to the Registration Document dated 20 June 2014 ("**Supplement No. 11 to the Registration Document**"), approved by the CSSF on 17 April 2015. Supplement No. 11 to the Registration Document incorporates (i) the Current Report on Form 8-K dated 16 April 2015 of GSG, as filed with the U.S. Securities and Exchange Commission (the "**SEC**") on 16 April 2015 and (ii) the Proxy Statement relating to the Annual Meeting of Shareholders on 21 May 2015, as filed with the SEC on 10 April 2015.

Supplement No. 11 to the Registration Document is entirely incorporated by reference into, and forms part of, this Prospectus Supplement, and the information contained in this Prospectus Supplement and Supplement No. 11 to the Registration Document shall be deemed to update and, where applicable, supersede any information contained in the Base Prospectus, or any documents incorporated by reference therein.

Documents incorporated by reference

Registration Document Supplement No. 11

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

Additional changes to the Base Prospectus

The second paragraph under the heading "Tax Monitoring Obligations" in the sub-section entitled "Italian Tax Considerations" on pages 547 to 554 of the Original Base Prospectus as supplemented prior to this Supplement (including by Supplement No. 8 to the Base Prospectus, dated 21 January 2015 replacing such sub-section entitled "Italian Tax Considerations"), shall be amended to read as follows:

"This obligation does not exist (i) in cases where each of the overall value of the foreign investments or financial assets at the end of the fiscal year, and the overall value of the related transfers to, from and occurred abroad carried out during the relevant fiscal year, does not exceed Euro 15,000, as well as (ii) in case the financial assets are given in administration or management to Italian banks, SIMs, fiduciary companies or other professional intermediaries, indicated in Article 1 of Decree No. 167, or if one of such intermediaries intervenes, also as a counterpart, in their transfer, provided that income deriving from such financial assets is collected through the intervention of such an intermediary."

Responsibility

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

Rights of withdrawal

In accordance with Article 13 paragraph 2 of the Luxembourg Law, investors who have already agreed to purchase or subscribe for the securities before this Prospectus Supplement is published have the right exercisable until 21 April 2015, which is two working days after the publication of this Prospectus Supplement, to withdraw their acceptances.

Interpretation

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

References to the Base Prospectus shall hereafter mean the Base Prospectus as supplemented by this Prospectus Supplement.

U.S. notice

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

Prospectus Supplement, dated 17 April 2015