

PROSPECTUS SUPPLEMENT NO. 13 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, Prospectus Supplement No. 11 to the Base Prospectus, dated 1 April 2015 and Prospectus Supplement No. 12 to the Base Prospectus, dated 17 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:

1. by incorporating by reference in its entirety Supplement No. 12 to the Registration Document dated 20 June 2014 ("**Supplement No. 12 to the Registration Document**"), approved by the CSSF on 6 May 2015. Supplement No. 12 to the Registration Document incorporates the Quarterly Report on Form 10-Q of GSG for the first fiscal quarter ended 31 March 2015, which was filed with the U.S. Securities and Exchange Commission on 4 May 2015 ("**2015 First Quarter Form 10-Q**"); and

2. in relation to an inaccuracy in respect of certain terms and conditions of EIS Notes (as defined in the Base Prospectus) capable of affecting the assessment of such Securities.

A copy of the 2015 First Quarter Form 10-Q has been filed with the CSSF in its capacity as competent authority under the Prospectus Directive.

The amendments in relation to the terms and conditions of the Securities shall only apply to Final Terms, the date of which falls on or after the approval of this Prospectus Supplement.

Supplement No. 12 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. 12 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.

Information incorporated by reference

Registration Document Supplement No. 12

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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.

Amendments to the Summary

Element B.19 (B.12) (*Selected historical key financial information of the Guarantor*) (on page 6 of the Original Base Prospectus) shall now read as follows:

"

B.19 (B.12)	Selected historical key financial information of the Guarantor	Income statement information				
			For the three months ended (unaudited)		For the Year ended	
		<i>(in USD millions)</i>	31 March 2015	31 March 2014	December 2014	December 2013
		Total non-interest revenues	9,758	8,291	30,481	30,814
		Net revenues, including net interest income	10,617	9,328	34,528	34,206
		Pre-tax earnings	3,934	3,021	12,357	11,737
			Balance sheet information			

		As at 31 March (unaudited)		As at 31 December	
		2015	2014	2014	2013
	<i>(in USD millions)</i>				
	Total assets	865,458	856,240	911,507	
	Total liabilities	780,331	773,443	833,040	
	Total shareholders' equity:	85,127	82,797	78,467	
There has been no material adverse change in the prospects of GSG since 31 December 2014.					
Not applicable; there has been no significant change in GSG's financial or trading position since 31 March 2015.					

Amendments to the Base Prospectus

Please note that, in respect of the sentences or paragraphs reproduced below from the Base Prospectus as supplemented by this Prospectus Supplement, any insertions of new text in such sentences or paragraphs from that prior to this Prospectus Supplement, have been underlined. Such underlining is for ease of reference only, and the actual text included in the Base Prospectus (as supplemented by this Prospectus Supplement) is not underlined.

The following amendments shall be made to the Base Prospectus by virtue of this Prospectus Supplement:

1. The definition of 'Maturity Date' under the heading entitled "*Amendments to defined terms in the Share Linked Conditions and the General Note Conditions*" on page 236 of the Original Base Prospectus, as supplemented prior to this Prospectus Supplement, shall be amended to read as follows:

"**Maturity Date**" means the Scheduled Maturity Date, (and such date shall not be subject to adjustment pursuant to the definition of "Maturity Date" in the General Note Conditions or the Share Linked Conditions) or, if later, the number of Business Days equal to Number of Settlement Period Business Days (EIS) following the Valuation Date provided that if (i) Preference Share Automatic Early Redemption is applicable in relation to the applicable Preference Shares and (ii) a Preference Share Automatic Early Redemption Event occurs the Maturity Date shall be the automatic early redemption date for redemption of the Preference Shares corresponding to the valuation date on which a Preference Share Automatic Early Redemption Event has occurred under the Preference Share Terms and Conditions (as determined by the Calculation Agent);"

2. Item 51 (EIS Notes) of the form of final terms set out in the section entitled "*Form of Final Terms (Notes)*" on page 499 of the Original Base Prospectus, as supplemented prior to this Prospectus Supplement, shall be amended to read as follows:

"		
51.	EIS Notes:	[Applicable / Not Applicable].
	(i) EIS Automatic Early Redemption:	[Applicable / Not Applicable].
	(ii) Preference Shares:	[Class [●] Name of preference shares] (Bloomberg Code(s): [●]).

(iii) Number of Settlement Period [●]
Business Days (EIS):

"

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 11 May 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 7 May 2015