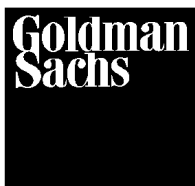


SUPPLEMENT NO. 13 TO THE REGISTRATION DOCUMENT DATED 20 JUNE 2014



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, Supplement No. 4 to the Registration Document, dated 3 September 2014, Supplement No. 5 to the Registration Document, dated 17 October 2014, Supplement No. 6 to the Registration Document, dated 6 November 2014, Supplement No. 7 to the Registration Document, dated 21 January 2015, Supplement No. 8 to the Registration Document, dated 24 February 2015, Supplement No. 9 to the Registration Document, dated 12 March 2015, Supplement No. 10 to the Registration Document, dated 31 March 2015, Supplement No. 11 to the Registration Document, dated 17 April 2015 and Supplement No. 12 to the Registration Document, dated 6 May 2015 (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, unless otherwise defined in this Supplement.

Information being supplemented

This Supplement supplements the Registration Document by incorporating by reference the yearly financial statements and management report of GSW for the period ended 31 December 2014 (together with an unofficial English translation thereof, for which GSW accepts responsibility) ("**GSW's 2014 Financial Statements**").

A copy of GSW's 2014 Financial Statements has been filed with the CSSF in its capacity as competent authority under the Prospectus Directive.

GSW's 2014 Financial Statements is incorporated by reference into, and forms part of, this Supplement, and the information contained in this Supplement and GSW's 2014 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.

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 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 (together with an unofficial English translation, for which GSW accepts responsibility) of "**GSW's 2014 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, as supplemented prior to this Supplement, shall be replaced with the following:

"Cross Reference List

GSW Information in the Financial Statements	GSW's 2014 Financial Statements*		GSW's 2013 Financial Statements
	German language version	English translation	German language version and English translation
Balance Sheet	p. 6	p. 11	p. F-2
Profit and Loss Account/Income Statement	p. 7	p. 13	p. F-3
Cash Flow Statement	p. 12	p. 21	p. F-9
Notes to the Financial Statements	pp. 8 - 11	pp. 15 - 20	pp. F-4 – F-8
Independent Auditors' Report	p. 14	pp. 25 - 27	pp. F-11 – F-12
Statement of Changes in Shareholders' Equity	p. 13	p. 23	p. F-10

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

Only the German language versions of GSW's 2014 Financial Statements and GSW's 2013 Financial Statements relating to GSW are legally binding.

Amendments to the Section entitled "Risk Factors"

The fifth paragraph under the heading entitled "Risks in connection with the legal form and organisation of GSW" on pages 4 and 5 of the Original Registration Document, as supplemented prior to this Supplement, shall be replaced with the following:

"To hedge its claims arising from the issued Securities, GSW enters into hedging transactions with GSI, in relation to which GSW also has to provide collateral as a result of new regulatory requirements relating to derivative transactions. In this context, there exists in particular the risk of insolvency of parties with whom GSW concludes derivative transactions to hedge its obligations in respect of the issuance of the Securities. Since GSW enters into such hedging transactions primarily with GSI, GSW is exposed to a so-called cluster risk compared to other issuers with a more widely spread selection of contracting partners. Therefore, an illiquidity or insolvency of companies affiliated with GSW may directly result in an insolvency of GSW. Holders of Securities of GSW are not entitled to any claims in respect of any hedging transactions concluded in this manner."

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

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

1. The paragraphs under the heading "GSW Overview" on page 16 of the Original Registration Document, as supplemented prior to this Supplement, shall be replaced with the following:

"GSW was established for the purpose of issuing securities, in particular warrants. Apart from warrants, GSW has also been issuing certificates and structured bonds. The securities issued by GSW are sold to GSI, London. For issuances in Germany, Goldman Sachs AG, Frankfurt am Main acts as issuing and paying agent, and undertakes the processing of all products issued by GSW and deposited with Clearstream Banking Frankfurt. For products deposited with other clearing systems GSI undertakes these tasks. For issuances in the Netherlands Goldman Sachs AG, Frankfurt am Main assumes only the function of the issuing agent.

The purpose of GSW is to issue fungible securities and to carry out financial transactions and auxiliary transactions for financial transactions. GSW is neither engaged in banking transactions within the meaning of section 1 of the German Banking Act (Kreditwesengesetz) nor in business operations within the meaning of section 34 c of the German Industrial Code (Gewerbeordnung).

GSW arranges contrary hedging transactions with affiliated companies to hedge against any market price risks. This places GSW in the position to meet its obligations in accordance with the Securities issued.

GSW primarily operates in Germany and, to a lesser extent, also in other European countries including Austria, Luxembourg and the United Kingdom.

The financial year 2014 was characterised by a dynamic market environment. Compared to the prior financial year 2013, the number of issuances increased by 15 per cent. This increase reflects – after the decrease of the issuance activity in 2013 – the now completed adjustment of the product documentation and respective issuance processes in connection with the amendment of the Prospectus Directive on 1 July 2012. GSW issued individual products for the Dutch market in 2014 and listed them on the Euronext Amsterdam."

2. The paragraphs under the heading "Selected financial information" on page 17 of the Original Registration Document, as supplemented prior to this Supplement, shall be replaced with the following:

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

GSW's 2014 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 year ended 31 December 2014 was EUR 527,606.85 (EUR 380,836.28 for the year ended 31 December 2013). The taxation on income for the year ended 31 December 2014 was EUR 170,401.49 (EUR 120,965.71 for the year ended 31 December 2013). The net income for the year ended 31 December 2014 was EUR 357,205.36 (EUR 259,870.57 for the year ended 31 December 2013). As at 31 December 2014 the Total Assets were EUR 4,574,414,791.34 (EUR 4,443,043,003.63 as at 31 December 2013). As at 31 December 2014 the Total Capital and Reserves were EUR 2,873,509.62 (EUR 2,516,304.26 as at 31 December 2013)."

Amendments to the Section entitled "General Information"

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

1. Paragraph (c) (*Goldman, Sachs & Co. Wertpapier GmbH*) under heading 1 entitled "Financial Statements" on page 18 of the Original Registration Document, as supplemented prior to this Supplement, shall be replaced with the following:

"The annual financial statements of GSW for the periods ended 31 December 2014 and 31 December 2013 have been audited without qualification by PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Friedrich-Ebert-Anlage 35 – 37, 60327 Frankfurt am Main in accordance with the laws of Germany. PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft is a member of the German Chamber of Public Accountants (*Wirtschaftsprüferkammer*), a public body (*Körperschaft des öffentlichen Rechts*), Rauchstraße 26, 10787 Berlin."

2. The first two paragraphs under the heading "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 or GSW since 31 December 2014 and there has been no significant change in the financial or trading position of GSG since 31 March 2015.

There has been no material adverse change in the prospects of GSI, GSG or GSW since 31 December 2014."

3. The list of documents under heading 4 entitled "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 2015 First Quarter Form 10-Q;
- (vi) GSG's Second Quarter Form 10-Q;
- (vii) GSG's 16 April Form 8-K;
- (viii) GSG's 26 March Form 8-K;
- (ix) GSG's 17 April Form 8-K;
- (x) GSG's Proxy Statement;
- (xi) GSG's 2015 Proxy Statement;
- (xii) GSG's 2013 Form 10-K;
- (xiii) GSG's 2014 Form 10-K;
- (xiv) GSG's 15 July Form 8-K;
- (xv) GSG's 22 August Form 8-K;
- (xvi) GSG's 16 October Form 8-K;
- (xvii) GSG's 19 December Form 8-K;
- (xviii) GSG's 16 January Form 8-K;
- (xix) GSG's 9 March Form 8-K;
- (xx) GSG's 11 March Form 8-K;
- (xxi) GSI's 2014 Annual Report;
- (xxii) GSI's 2013 Annual Report;
- (xxiii) GSI's 2012 Financial Statements;
- (xxiv) GSI's 2014 Interim Financial Statements;
- (xxv) GSW's 2012 Financial Statements;
- (xxvi) GSW's 2013 Financial Statements;
- (xxvii) GSW's 2014 Interim Financial Statements; and
- (xxviii) GSW's 2014 Financial Statements."

Responsibility Statement

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.

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.

U.S. notice

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

Supplement, dated 21 May 2015