



Prospectus Supplement No. 2 to European Base Prospectus, dated June 5, 2015

The Goldman Sachs Group, Inc. Euro Medium-Term Notes, Series F

This Prospectus Supplement No. 2 (the “Prospectus Supplement”) to the European Base Prospectus, dated June 5, 2015 and approved by the Commission de Surveillance du Secteur Financier (the “CSSF”) on June 5, 2015 (the “European Base Prospectus”), constitutes a supplement to the European Base Prospectus for the purposes of Article 13 of Chapter 1 of Part II of the Luxembourg Law on Prospectuses for Securities dated July 10, 2005 (the “Luxembourg Law”) and should be read in conjunction therewith and with Prospectus Supplement No. 1, dated July 16, 2015. The terms defined in the European Base Prospectus have the same meaning when used in this Prospectus Supplement.

The credit ratings of The Goldman Sachs Group, Inc. referred to in the European Base Prospectus have been issued by DBRS, Inc., Fitch, Inc., Moody’s Investors Service and Standard & Poor’s Ratings Services, each of which is established in the United States (together, the “US CRAs”).

In general, European regulated investors are restricted from using a rating for regulatory purposes if such rating is not either (1) issued or validly endorsed by a credit rating agency established in the European Union (an “EU CRA”) and registered with the European Securities and Markets authority (“ESMA”) under Regulation (EU) No. 1060/2009, amended by Regulation (EU) No 513/2011 (as amended, the “CRA Regulation”) or (2) issued by a credit rating agency established outside the European Union which is certified under the CRA Regulation.

The EU affiliates of DBRS, Inc., Fitch, Inc., Moody’s Investors Service and Standard & Poor’s Ratings Services are registered EU CRAs on the official list, available at <http://www.esma.europa.eu/page/List-registered-and-certified-CRAs>. ESMA has approved the endorsement by such EU affiliates of credit ratings issued by the corresponding US CRAs. Accordingly, credit ratings issued by the US CRAs may be used for regulatory purposes in the EU. In addition to the US CRAs mentioned, Rating and Investment Information, Inc. (“R&I”) has issued a credit rating. This rating is incorporated in the European Base Prospectus for information purposes only. R&I is incorporated in a third country but has not applied for the registration under the CRA Regulation.

To the extent that there is any inconsistency between (a) any statement in this Prospectus Supplement or any statement incorporated by reference in this Prospectus Supplement and (b) any other statement in or incorporated by reference in the European Base Prospectus and Supplement No. 1, the statements in (a) above will prevail. Save as disclosed in this Prospectus Supplement, as at the date hereof there has been no other significant new factor, material mistake or inaccuracy which would affect the assessment of securities to be offered to the public or listed and admitted to trading on an EU regulated market pursuant to the European Base Prospectus as previously supplemented by Supplement No. 1, relating to the information included in the European Base Prospectus, since the publication of Supplement No. 1.

This Prospectus Supplement incorporates by reference:

- the Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2015, dated July 31, 2015 (the “2015 Second Quarter Form 10-Q”), which we filed with the U.S. Securities and Exchange Commission (the “SEC”) on August 3, 2015.

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

In addition:

- Element B.12 of “Section B—Issuer” in the “Summary” beginning on p. 7 of the European Base Prospectus is hereby deleted and replaced with the following:

B.12	Key financial information	Selected historical consolidated financial information relating to The Goldman Sachs Group, Inc. which summarizes the consolidated financial position of The Goldman Sachs Group, Inc. as of and for the years ended 31-12-2014 and 31-12-2013, and for the 6 months ended 30-06-2015 and 30-06-2014 and as of 30-06-2015 is set out in the following tables:	
	Income statement information	For the year ended 31-12-	For the 6 months ended 30-06-

(in millions of USD)	2014	2013	2015 (unaudited)	2014 (unaudited)
Total non-interest revenues	30,481	30,814	18,164	16,416
Net revenues, including net interest income	34,528	34,206	19,686	18,453
Pre-tax earnings/(loss)	12,357	11,737	5,660	5,842
Balance sheet information (in millions of USD)	As of 31-12		As of 30-06-2015 (unaudited)	
	2014	2013		
Total assets	856,240	911,507	859,879	
Total liabilities	773,443	833,040	772,225	
Total shareholders' equity	82,797	78,467	87,654	
No material adverse change statement	There has been no material adverse change in the prospects of The Goldman Sachs Group, Inc. since 31-12-2014.			
Significant change statement	Not applicable; there has been no significant change in the financial or trading position of The Goldman Sachs Group, Inc. subsequent to 30-06-2015.			
In the foregoing statements required by the Prospectus Regulation, references to the "prospects" and "financial or trading position" of the Issuer, are specifically to the ability of the Issuer to meet its full payment obligations under the notes in a timely manner.				

- The text and tables which are included under "Unaudited Interim Selected Financial Information" on p. 51 of the European Base Prospectus are hereby deleted and replaced with the following:

Selected historical consolidated financial information relating to The Goldman Sachs Group, Inc. which summarizes the consolidated financial position of The Goldman Sachs Group, Inc. for the 6 months ended 30 June 2015 and 30 June 2014; and selected balance sheet information as of 30 June 2015, is set out in the following tables:

Income statement information (in millions of USD)	For the 6 months ended 30 June	
	2015 (unaudited)	2014 (unaudited)
Total non-interest revenues	18,164	16,416
Net revenues, including net interest income	19,686	18,453
Pre-tax earnings/(loss)	5,660	5,842
Balance sheet information (in millions of USD)	As of 30 June 2015 (unaudited)	
Total assets	859,879	
Total liabilities	772,225	
Total shareholders' equity	87,654	

- the second paragraph under the caption "Material Adverse or Significant Changes and Legal Proceedings" on p. 134 of the European Base Prospectus is hereby deleted and replaced with the following:

There has been no significant change in the financial or trading position of The Goldman Sachs Group, Inc. subsequent to June 30, 2015.

- the fourth paragraph under the caption "Material Adverse or Significant Changes and Legal Proceedings" on p. 134 of the European Base Prospectus is hereby deleted and replaced with the following:

The Goldman Sachs Group, Inc. has not been involved in any governmental, legal or arbitration proceedings during the twelve months before the approval date of this European base prospectus, as supplemented, which may have, or have had in the recent past, significant effects on The Goldman Sachs Group, Inc. financial position or profitability, except as may otherwise be indicated in (1) Part II, Item 8: Financial Statements and Supplementary Data — Note 27: Legal Proceedings of our 2014 Form 10-K or (2) Part I, Item 1: Financial Statements — Note 27: Legal Proceedings of our 2015 Second Quarter Form 10-Q.

The 2015 Second Quarter Form 10-Q is incorporated by reference into, and forms part of, this Prospectus Supplement, and the information contained in the 2015 Second Quarter Form 10-Q shall be deemed to update any information contained in the European Base Prospectus and any document incorporated by reference therein. The 2015 Second Quarter Form 10-Q will be available as described in the section “Documents Incorporated By Reference” in the European Base Prospectus. This Prospectus Supplement and the 2015 Second Quarter Form 10-Q will be available on the website of the Luxembourg Stock Exchange at <http://www.bourse.lu>.

Investors who have already agreed to purchase or subscribe for securities offered under the European Base Prospectus before this Prospectus Supplement is published shall have the right, exercisable within two working days after the publication of this Prospectus Supplement, up to and including August 5, 2015, to withdraw their acceptances in accordance with Article 13 paragraph 2 of the Luxembourg Law.

Documents Incorporated by Reference

The European Base Prospectus, as supplemented by this Prospectus Supplement, incorporates by reference the following documents (the “Reports”):

1. the Annual Report on Form 10-K for the fiscal year ended December 31, 2014 (the “2014 Form 10-K”), including Exhibit 21.1 thereto (“Exhibit 21.1”), which we filed with the SEC on February 23, 2015;
2. the Current Report on Form 8-K dated March 9, 2015 (the “March 9 Form 8-K”), which we filed with the SEC on March 9, 2015;
3. the Current Report on Form 8-K dated March 11, 2015 (the “March 11 Form 8-K”), which we filed with the SEC on March 11, 2015;
4. the Proxy Statement relating to our 2015 Annual Meeting of Shareholders on May 21, 2015 (the “2015 Proxy Statement”), which we filed with the SEC on April 10, 2015;
5. the Current Report on Form 8-K dated April 16, 2015 (the “April 16 Form 8-K”), which we filed with the SEC on April 16, 2015;
6. the Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2015 (the “2015 First Quarter Form 10-Q”), which we filed with the SEC on May 5, 2015;
7. the terms and conditions of the Notes contained on pages 32-100 of the base prospectus dated June 11, 2010;
8. the terms and conditions of the Notes contained on pages 33-102 of the base prospectus dated June 10, 2011;
9. the prospectus supplement dated October 19, 2011 to the base prospectus dated June 10, 2011;
10. the terms and conditions of the Notes contained on pages 31-92 of the base prospectus dated June 8, 2012;
11. the terms and conditions of the Notes contained on pages 29-77 of the base prospectus dated June 10, 2013;
12. the terms and conditions of the Notes contained on pages 47-105 of the base prospectus dated June 5, 2014;

13. the Current Report on Form 8-K dated July 16, 2015 (the “July 16 Form 8-K”), which we filed with the SEC on July 16, 2015; and
14. the 2015 Second Quarter Form 10-Q.

This list supersedes the list of documents incorporated by reference on page 48 of the European Base Prospectus.

The following table supersedes the table contained on pages 49-50 of the European Base Prospectus and indicates where information required by the Prospectus Regulation to be disclosed in, or incorporated by reference into, this Prospectus Supplement can be found in the Reports. Unless otherwise specified, page references are to the body of each Report rather than to exhibits attached thereto. The information incorporated by reference that is not included in the cross-reference list is considered as additional information and is not required by the relevant schedules of the Commission Regulation (EC) 809/2004.

<u>Information required by the Prospectus Regulation</u>	<u>Document/Location</u>
Selected financial information for the fiscal years ended December 31, 2014, December 31, 2013 and December 31, 2012 (<i>Annex IV, Section 3 of the Prospectus Regulation</i>)	2014 Form 10-K (p. 224)
Risk factors (<i>Annex IV, Section 4 of the Prospectus Regulation</i>)	2014 Form 10-K (pp. 25-42)
Information about us	
History and development of our company (<i>Annex IV, Section 5.1 of the Prospectus Regulation</i>)	2014 Form 10-K (p. 1) March 11 Form 8-K (p. 2)
Investments (<i>Annex IV, Section 5.2 of the Prospectus Regulation</i>)	2014 Form 10-K (pp. 83-85, 184-185)
Business overview	
Our principal activities (<i>Annex IV, Section 6.1 of the Prospectus Regulation</i>)	2014 Form 10-K (pp. 1-6, 123)
Our principal markets (<i>Annex IV, Section 6.2 of the Prospectus Regulation</i>)	2014 Form 10-K (pp. 1-7, 45, 49-50, 207-208)
Organizational structure (<i>Annex IV, Section 7 of the Prospectus Regulation</i>)	2014 Form 10-K (pp. 31-32, Exhibit 21.1)
Trend information (<i>Annex IV, Section 8 of the Prospectus Regulation</i>)	2014 Form 10-K (pp. 48-114) 2015 First Quarter Form 10-Q (pp. 102-164) 2015 Second Quarter Form 10-Q (pp. 103-171)
Administrative, management and supervisory bodies, including conflicts of interest (<i>Annex IV, Section 10 of the Prospectus Regulation</i>)	Exhibit 99.1 to the December 19 Form 8-K 2014 Form 10-K (p. 44) March 9 Form 8-K (p. 2) 2015 Proxy Statement (pp. 1, 4, 10-11, 14-35, 86-88)
Audit committee (<i>Annex IV, Section 11.1 of the Prospectus Regulation</i>)	Exhibit 99.1 to the December 19 Form 8-K March 9 Form 8-K (p. 2) 2015 Proxy Statement (pp. 25, 79-80)
Beneficial owners of more than five per cent. (<i>Annex IV, Section 12 of the Prospectus Regulation</i>)	2015 Proxy Statement (p. 91)
Financial information	
Audited historical financial information for the fiscal years ended December 31, 2014, December 31, 2013 and December 31, 2012	2014 Form 10-K (pp. 118-221)

<i>(Annex IV, Section 13.1-13.4 of the Prospectus Regulation)</i>	
Audit report <i>(Annex IV, Section 13.1 of the Prospectus Regulation)</i>	2014 Form 10-K (p. 117)
Balance sheet <i>(Annex IV, Section 13.1 of the Prospectus Regulation)</i>	2014 Form 10-K (p. 120)
Income statement <i>(Annex IV, Section 13.1 of the Prospectus Regulation)</i>	2014 Form 10-K (pp. 118-119)
Cash flow statement <i>(Annex IV, Section 13.1 of the Prospectus Regulation)</i>	2014 Form 10-K (p. 122)
Accounting policies and explanatory notes <i>(Annex IV, Section 13.1 of the Prospectus Regulation)</i>	2014 Form 10-K (pp. 50-53, 123-221)
Unaudited Interim and other financial information <i>(Annex IV, Section 13.5 of the Prospectus Regulation)</i>	2014 Form 10-K (p. 222)
	2015 First Quarter Form 10-Q (pp. 2-100)
	2015 Second Quarter Form 10-Q (pp. 2-100)
Balance sheet <i>(Annex IV, Section 13.5 of the Prospectus Regulation)</i>	2015 First Quarter Form 10-Q (p. 4)
	2015 Second Quarter Form 10-Q (p. 4)
Income statement <i>(Annex IV, Section 13.5 of the Prospectus Regulation)</i>	2015 First Quarter Form 10-Q (pp. 2-3)
	2015 Second Quarter Form 10-Q (pp. 2-3)
Cash flow statement <i>(Annex IV, Section 13.5 of the Prospectus Regulation)</i>	2015 First Quarter Form 10-Q (p. 6)
	2015 Second Quarter Form 10-Q (p. 6)
Accounting policies and explanatory notes <i>(Annex IV, Section 13.5 of the Prospectus Regulation)</i>	2015 First Quarter Form 10-Q (pp. 7-99)
	2015 Second Quarter Form 10-Q (pp. 7-100)
Legal and arbitration proceedings <i>(Annex IV, Section 13.6 of the Prospectus Regulation)</i>	2014 Form 10-K (pp. 43, 210-218)
	2015 First Quarter Form 10-Q (pp. 90-98)
	2015 Second Quarter Form 10-Q (pp. 91-99)
Share capital <i>(Annex IV, Section 14.1 of the Prospectus Regulation)</i>	2014 Form 10-K (pp. 120, 190-192)
	2015 First Quarter Form 10-Q (pp. 4-5, 73-74)
	2015 Second Quarter Form 10-Q (pp. 4-5, 75-76)

References to the European Base Prospectus in the European Base Prospectus shall hereafter mean the European Base Prospectus as supplemented by this Prospectus Supplement and Prospectus Supplement No. 1, dated July 16, 2015. The Goldman Sachs Group, Inc. has taken all reasonable care to ensure that the information contained in the European Base Prospectus, as supplemented by this Prospectus 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.

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

Prospectus Supplement, dated August 3, 2015