

**PROSPECTUS SUPPLEMENT NO. 5 TO THE BASE PROSPECTUS DATED 14 APRIL 2016**



**GOLDMAN SACHS INTERNATIONAL**  
*(Incorporated with unlimited liability in England)*

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

**SERIES M 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 14 April 2016 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, as amended (the "**Luxembourg Law**") and should be read in conjunction therewith and with Prospectus Supplement No. 1 to the Base Prospectus, dated 21 April 2016, Prospectus Supplement No. 2 to the Base Prospectus, dated 12 May 2016, Prospectus Supplement No. 3 to the Base Prospectus, dated 24 May 2016 and Prospectus Supplement No. 4 to the Base Prospectus, dated 5 July 2016 (the Original Base Prospectus as so supplemented, the "**Base Prospectus**"). On 14 April 2016 the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") approved the 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**

*Incorporation by reference*

This Prospectus Supplement supplements the Base Prospectus by incorporating by reference the following documents:

1. Current Report on Form 8-K dated 20 May 2016 of The Goldman Sachs Group, Inc. (the "**20 May 2016 Form 8-K**"), as filed with the U.S. Securities and Exchange Commission (the "**SEC**") on 20 May 2016.
2. Current Report on Form 8-K dated 19 July 2016 of The Goldman Sachs Group, Inc. (the "**19 July 2016 Form 8-K**"), as filed with the SEC on 19 July 2016.

A copy of each of the 20 May 2016 Form 8-K and the 19 July 2016 Form 8-K has been filed with the CSSF in

its capacity as competent authority under the Prospectus Directive.

The 20 May 2016 Form 8-K and the 19 July 2016 Form 8-K are incorporated by reference into, and form part of, this Prospectus Supplement, and the information contained in this Prospectus Supplement and the 20 May 2016 Form 8-K and the 19 July 2016 Form 8-K, set out in "Information incorporated by reference" below, 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**

<b>20 May 2016 Form 8-K*</b>		
<i>Item 5.07:</i>	<i>Submission of Matters to a Vote of Security Holders</i>	<i>Pages 2-3</i>
<b>19 July 2016 Form 8-K*</b>		
<i>Item 2.02:</i>	<i>Results of Operations and Financial Condition</i>	<i>Page 3</i>
<i>Item 9.01:</i>	<i>Financial Statements and Exhibits</i>	<i>Page 3</i>
<i>Exhibit 99.1:</i>	<i>Press release of GSG dated July 19, 2016 containing financial information for its second quarter ended June 30, 2016.</i>	<i>Pages 5-14 (marked as pages 1-10 of Exhibit 99.1)</i>

\* The page numbers referenced above in relation to the 20 May 2016 Form 8-K and the 19 July 2016 Form 8-K relate to the order in which the pages appear in the PDF version of such documents.

This Prospectus Supplement and the documents incorporated by reference into this Prospectus Supplement will be available on the website of the Luxembourg Stock Exchange at [www.bourse.lu](http://www.bourse.lu).

#### **Amendments to the Base Prospectus**

The Base Prospectus shall be amended by virtue of this Prospectus Supplement, as follows:

1. by replacing the sub-section entitled "The Goldman Sachs Group, Inc." under the section "Documents Incorporated by Reference", on pages 100 to 101 of the Original Base Prospectus, as supplemented prior to this Prospectus Supplement, with the following:

"GSG files documents and information with the SEC. The following documents, which have previously been published and filed with the SEC, shall be deemed to be incorporated in, and to form part of, this Base Prospectus:

- (a) The Current Report on Form 8-K dated 19 July 2016 of The Goldman Sachs Group, Inc. (the "**19 July 2016 Form 8-K**"), as filed with the SEC on 19 July 2016.
- (b) The Current Report on Form 8-K dated 20 May 2016 of The Goldman Sachs Group, Inc. (the "**20 May 2016 Form 8-K**"), as filed with the SEC on 20 May 2016.
- (c) The Current Report on Form 8-K dated 29 June 2016 of The Goldman Sachs Group, Inc. (the "**29 June 2016 Form 8-K**"), as filed with the SEC on 29 June 2016.
- (d) The Quarterly Report on Form 10-Q for the first fiscal quarter ended March 31, 2016 of The Goldman Sachs Group, Inc. (the "**2016 First Quarter Form 10-Q**"), as filed with the SEC on 6 May 2016.
- (e) The Report on Form 8-K dated 19 April 2016 of The Goldman Sachs Group, Inc. (the "**19 April 2016 Form 8-K**"), as filed with the SEC on 19 April 2016.

- (f) The Proxy Statement relating to the 2016 Annual Meeting of Shareholders on 20 May 2016 (the "**20 May 2016 Proxy Statement**").
- (g) The Annual Report on Form 10-K for the fiscal year ended December 31, 2015 (the "**GSG's 2015 Form 10-K**"), containing financial statements relating to the fiscal years ended 31 December 2015 and 31 December 2014, including Exhibit 21.1."

The following table indicates where information required by Commission Regulation (EC) No. 809/2004 (as amended) (the "**Prospectus Regulation**") is to be disclosed in, and incorporated by reference into, this Base Prospectus can be found in the documents referred to above:

<b>Information required by the Prospectus Regulation</b>	<b>Document/Location</b>
Selected financial information for the fiscal years ended 31 December 2015 and 31 December 2014 (Annex IV, Section 3.1 of the Prospectus Regulation)	GSG's 2015 Form 10-K (p. 210)
Unaudited selected financial information (Annex IV, Section 3.1 of the Prospectus Regulation)	2016 First Quarter Form 10-Q (pp. 2, 4)
Risk factors relating to GSG (Annex IV, Section 4 of the Prospectus Regulation)	GSG's 2015 Form 10-K (pp. 25–43)
<b>Information about GSG</b>	
History and development of the company (Annex IV, Section 5.1 of the Prospectus Regulation)	GSG's 2015 Form 10-K (p. 1)
Investments (Annex IV, Section 5.2 of the Prospectus Regulation)	GSG's 2015 Form 10-K (pp. 81-83,175-176) 2016 First Quarter Form 10-Q (pp. 121-123)
<b>Business overview</b>	
GSG's principal activities (Annex IV, Section 6.1 of the Prospectus Regulation)	GSG's 2015 Form 10-K (pp. 1-6, 121)
GSG's principal markets (Annex IV, Section 6.2 of the Prospectus Regulation)	GSG's 2015 Form 10-K (pp. 1-7, 46, 50-51, 195-196)
Organizational Structure (Annex IV, Section 7 of the Prospectus Regulation)	GSG's 2015 Form 10-K (pp. 34-35, Exhibit 21.1)
Trend information (Annex IV, Section 8 of the Prospectus Regulation)	GSG's 2015 Form 10-K (pp. 48-112) 2016 First Quarter Form 10-Q (p. 93-153)
Administrative, management and supervisory bodies, including conflicts of interest (Annex IV, Section 10 of the Prospectus Regulation)	GSG's 20 May 2016 Form 8-K (p.2) GSG's 2015 Form 10-K (p. 45) 20 May 2016 Proxy Statement (pp. 1, 4, 7-8, 11-32, 72-74)
Audit committee (Annex IV, Section 11.1 of the Prospectus Regulation)	20 May 2016 Proxy Statement (pp. 21, 64-65)
Beneficial owners of more than five per cent. (Annex IV, Section 12 of the Prospectus Regulation)	20 May 2016 Proxy Statement (p. 77)
<b>Financial information</b>	
Audited historical financial information for the fiscal years ended 31 December 2015 and 31 December 2014 (Annex IV, Section 13.1-13.4 of the Prospectus Regulation)	GSG's 2015 Form 10-K (pp. 116-208)

Audit report (Annex IV, Section 13.1 of the Prospectus Regulation)	GSG's 2015 Form 10-K (p. 115)
Balance sheet (Annex IV, Section 13.1 of the Prospectus Regulation)	GSG's 2015 Form 10-K (p. 118)
Shareholder's equity statement (Annex IV, Section 13.1 of the Prospectus Regulation)	GSG's 2015 Form 10-K (pp. 118-119, 180-182)
Income statement (Annex IV, Section 13.1 of the Prospectus Regulation)	GSG's 2015 Form 10-K (pp. 116)
Cash flow statement (Annex IV, Section 13.1 of the Prospectus Regulation)	GSG's 2015 Form 10-K (p. 120)
Accounting policies and explanatory notes (Annex IV, Section 13.1 of the Prospectus Regulation)	GSG's 2015 Form 10-K (pp. 51-54, 121-208)
<b>Unaudited interim historical financial information (Annex IV, Section 13.5 of the Prospectus Regulation)</b>	
Unaudited balance sheet (Annex IV, Section 13.5 of the Prospectus Regulation)	2016 First Quarter Form 10-Q (p. 4)
Unaudited shareholder's equity statement (Annex IV, Section 13.5 of the Prospectus Regulation)	2016 First Quarter Form 10-Q (p. 5)
Unaudited income statement (Annex IV, Section 13.5 of the Prospectus Regulation)	2016 First Quarter Form 10-Q (p. 2-3) Exhibit 99.1 to the 19 July 2016 Form 8-K (pp.7-8)
Unaudited cash flow statement (Annex IV, Section 13.5 of the Prospectus Regulation)	2016 First Quarter Form 10-Q (p. 6)
Unaudited accounting policies and explanatory notes (Annex IV, Section 13.5 of the Prospectus Regulation)	2016 First Quarter Form 10-Q (p. 7-90)
Legal and arbitration proceedings (Annex IV, Section 13.6 of the Prospectus Regulation)	GSG's 2015 Form 10-K (pp. 44, 198-205) 2016 First Quarter Form 10-Q (p. 82-89)
Financial or trading position (Annex IV, Section 13.7 of the Prospectus Regulation)	GSG's 2015 Form 10-K (pp. 116-208) 2016 First Quarter Form 10-Q (p. 2-89)
<b>Additional information</b>	
Share capital (Annex IV, Section 14.1 of the Prospectus Regulation)	GSG's 2015 Form 10-K (pp. 118, 180-182) 2016 First Quarter Form 10-Q (pp. 4-5, 65-67)
Credit ratings (Annex V, Section 7.5 of the Prospectus Regulation)	GSG's 2015 Form 10-K (pp. 96-97) 2016 First Quarter Form 10-Q (p. 135-136)

Any information incorporated by reference that is not included in the cross-reference lists is considered to be additional information and is not required by the relevant schedules of the Prospectus Regulation.

2. by replacing the list of documents under paragraph 5 "Documents Available" on page 644 of the Original Base Prospectus, as supplemented prior to this Prospectus Supplement, with the following:
  - (a) the certificate of incorporation of GSG;
  - (b) the constitutional documents of GSI;

- (c) the constitutional documents of GSW;
- (d) GSG's 2016 Proxy Statement;
- (e) GSG's 19 July 2016 Form 8-K;
- (f) GSG's 29 June 2016 Form 8-K;
- (g) GSG's 20 May 2016 Form 8-K;
- (h) GSG's 19 April 2016 Form 8-K;
- (i) GSG's 2016 Form 10-K;
- (j) GSG's 2015 Form 10-K;
- (k) GSI's 2016 First Quarter Financial Report;
- (l) GSI's 2015 Financial Statements;
- (m) GSI's 2014 Financial Statements;
- (n) GSW's 2015 Financial Statements;
- (o) GSW's 2014 Financial Statements;
- (p) the Guaranty;
- (q) the Programme Agency Agreement;
- (r) the Deed of Covenant or Cayman Deed of Covenant, as applicable;
- (s) the Final Terms for each Tranche or Series of Securities that are listed on the Official List of the Luxembourg Stock Exchange or any other stock exchange;
- (t) a copy of the Base Prospectus;
- (u) a copy of any supplement to the Base Prospectus and Final Terms; and
- (v) all reports, letters and other documents, balance sheets, valuations and statements by any expert any part of which is extracted or referred to in this Base Prospectus.

3. by amending the section entitled "The General Terms and Conditions of the Notes" as follows:

- (a) the definition of "Holder" in General Note Condition 2(a) (*Definitions*), on page 182 of the Original Base Prospectus, as supplemented prior to this Prospectus Supplement, shall be replaced with the following:

"**Holder**" has the meaning given in General Note Condition 4 (*Title*);"

- (b) the definition of "Noteholder" in General Note Condition 2(a) (*Definitions*), on page 186 of the Original Base Prospectus, as supplemented prior to this Prospectus Supplement, shall be replaced with:

"**Noteholder**" has the meaning given in General Note Condition 4 (*Title*);"

- (c) the bolded text "**holder of Notes**" in General Note Condition 4(b) (*Title to Notes represented by a Global Registered Note*), on page 195 of the Original Base Prospectus, as supplemented prior to this Prospectus Supplement, shall be replaced with "**Holder of Notes**".

### **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 26 July 2016, 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.

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Prospectus Supplement, date 22 July 2016