

PROSPECTUS SUPPLEMENT NO. 7 TO THE BASE PROSPECTUS DATED 17 NOVEMBER 2015



GOLDMAN SACHS INTERNATIONAL
(Incorporated with unlimited liability in England)

**as Issuer and as Guarantor in respect of Securities issued by
Goldman, Sachs & Co. Wertpapier GmbH**

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

as Issuer

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

This Prospectus Supplement

This prospectus supplement (the "**Prospectus Supplement**") to the base prospectus dated 17 November 2015 prepared by Goldman, Sachs & Co. Wertpapier GmbH ("**GSW**") as issuer and Goldman Sachs International ("**GSI**") as issuer and as guarantor in respect of Securities issued by GSW 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 20 November 2015, Prospectus Supplement No. 2 to the Base Prospectus, dated 21 January 2016, Prospectus Supplement No. 3 to the Base Prospectus, dated 24 March 2016, Prospectus Supplement No. 4 to the Base Prospectus, dated 24 May 2016, Prospectus Supplement No. 5 to the Base Prospectus, dated 1 August 2016 and Prospectus Supplement No. 6 to the Base Prospectus, dated 26 August 2016 (the Original Base Prospectus, as so supplemented prior to this Prospectus Supplement, the "**Base Prospectus**"). On 17 November 2015, 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.

Incorporation by reference

This Prospectus Supplement supplements the Base Prospectus by incorporating by reference the German language version of the unaudited half yearly financial statements and interim management report for the period ended 30 June 2016 (together with, an unofficial English translation thereof, for which GSW accepts responsibility) ("**GSW's 2016 Interim Financial Statements**").

A copy of GSW's 2016 Interim Financial Statements has been filed with the CSSF in its capacity as competent authority under the Prospectus Directive.

GSW's 2016 Interim Financial Statements is incorporated by reference into, and forms part of, this Prospectus Supplement, and the information contained in this Prospectus Supplement and GSW's 2016 Interim Financial Statements, shall be deemed to update and, where applicable, supersede any information contained in the Base Prospectus, or any documents incorporated by reference therein.

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

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

- by replacing Element B.12 (*Selected historical key financial information of the Issuer*), on pages 4 to 5 of the Original Base Prospectus, as supplemented prior to this Prospectus Supplement, with the following:

B.12	Selected historical key financial information of the Issuer	[The following table shows selected key historical financial information in relation to GSI:				
		Six months ended (unaudited)	Year ended			
		<i>(in USD)</i>	30 June 2016	30 June 2015	31 December 2015	31 December 2014
		Operating Profit	1,533,000,000	1,347,000,000	2,939,000,000	2,275,000,000
		Profit on ordinary activities before taxation	1,368,000,000	1,226,000,000	2,661,000,000	2,060,000,000
		Profit for the financial year	1,016,000,000	992,000,000	2,308,000,000	1,608,000,000
			As of six months ended (unaudited)		As of	
			June 2016		December 2015	December 2014
		<i>(in USD)</i>				
		Fixed Assets	68,000,000		12,000,000	14,000,000
		Current Assets	1,143,839,000,000		850,219,000,000	967,411,000,000
		Total Shareholders' funds	27,415,000,000		26,353,000,000	21,997,000,000]
		[The following table shows selected key historical financial information in relation to GSW:				
			As and for the six months ended (unaudited)		As and for the year ended	
	30 June 2016 (EUR)	30 June 2015 (EUR)	31 December 2015 (EUR)	31 December 2014 (EUR)		
Operating income	407,944.15	295,444.69	677,585.76	527,606.85		
Taxation on income	-130,231.95	-94,408.35	-216,316.24	-170,401.49		
Net Income	277,712.20	201,036.34	461,269.52	357,205.36		
	As at six months ended (unaudited)		As at			
	30 June 2016 (EUR)		31 December 2015 (EUR)	31 December 2014 (EUR)		
Total assets	5,349,044,919.25		4,975,138,387.11	4,574,414,791.34		

		Total capital and reserves	3,612,491.34	3,334,779.14	2,873,509.62]
		[There has been no material adverse change in the prospects of GSI since 31 December 2015.]			
		[There has been no material adverse change in the prospects of GSW since 31 December 2015.]			
		[Not applicable; there has been no significant change in the financial or trading position particular to GSI subsequent to 30 June 2016.]			
		[Not applicable; there has been no significant change in the financial or trading position particular to GSW subsequent to 30 June 2016.]			

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 "Goldman Sachs & Co Wertpapier GmbH" in the section "Documents Incorporated by Reference", on page 98 of the Original Base Prospectus, as supplemented prior to this Prospectus Supplement, with the following:

"2. **Goldman Sachs & Co Wertpapier GmbH**

The following documents, which have previously been published and have been filed with the CSSF shall be deemed to be incorporated in, and to form part of, this Base Prospectus:

- (a) The German language version of the unaudited half yearly financial statements and interim management report for the period ended 30 June 2016 (together with, an unofficial English translation thereof, for which GSW accepts responsibility) ("**GSW's 2016 Interim Financial Statements**").
- (b) The German language version of the unaudited half yearly financial statements and interim management report for the period ended 30 June 2015 (together with, an unofficial English translation thereof, for which GSW accepts responsibility) ("**GSW's 2015 Interim Financial Statements**").
- (c) The German language version of the (i) Financial Statements for the business year from 1 January 2014 to 31 December 2014 and (ii) Auditors' Report thereon (together with, in each case, an unofficial English translation thereof, for which GSW accepts responsibility) (the "**GSW's 2014 Financial Statements**").
- (d) The German language version of the (i) Financial Statements for the business year from 1 January 2013 to 31 December 2013 and (ii) Auditors' Report thereon (together with, in each case, an unofficial English translation thereof, for which GSW accepts responsibility) (the "**GSW's 2013 Financial Statements**").

Cross- Reference List

GSW Information in the Financial Statements	GSW's 2016 Interim Financial Statements *		GSW's 2015 Interim Financial Statements *
	English language version	German language version	English and German language versions
Balance Sheet	p. 5	p. 6	p. 5

Profit and Loss Account/Income Statement	p. 6	p.7	p. 6
Cash Flow Statement	pp. 7	pp.8	p. 13
Notes to the Financial Statements	pp. 8-13	pp-9-14	pp. 7 – 12
Independent Auditors' Report	N/A	N/A	N/A
Statement of Changes in Shareholders' Equity	p. 14	p.15	p. 14

GSW Information in the Financial Statements

	GSW's 2014 Financial Statements*		GSW's 2013 Financial Statements*
	English language version	German language translation	English and German language versions
Balance Sheet	p. 8	p. 11	p. F-2
Profit and Loss Account/Income Statement	p. 9	p. 13	p. F-3
Cash Flow Statement	p. 16	p. 21	p. F-9
Notes to the Financial Statements	pp. 10 – 15	pp. 15 - 20	pp. F-4 – F-8
Independent Auditors' Report	pp. 18-19	pp. 25 - 27	pp. F-11 – F-12
Statement of Changes in Shareholders' Equity	p. 17	p. 23	p. F-10

*The page numbers referenced relate to the order in which the pages appear in the PDF version of such document.

Only the German language versions of GSW's 2016 Interim Financial Statements, GSW's 2015 Interim Financial Statements, GSW's 2014 Financial Statements and GSW's 2013 Financial Statements relating to GSW are legally binding.

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

Investors who have not previously reviewed the information contained in the above documents should do so in connection with their evaluation of any Securities. Any statement contained in a document or the relevant portion of which is incorporated by reference into this Base Prospectus, shall be deemed to

be modified or superseded for the purpose of this Base Prospectus to the extent that a statement contained in this Base Prospectus or in any supplement to this Base Prospectus filed under Article 16 of the Prospectus Directive, including any documents incorporated therein by reference, modifies or supersedes such earlier statement (whether expressly, by implication or otherwise). The documents incorporated by reference will be available on the Luxembourg Stock Exchange's website (www.bourse.lu)."

2. by replacing the table showing selected key historical financial information in relation to GSW in the section "Goldman, Sachs & Co. Wertpapier GmbH", on page 568 of the Original Base Prospectus, as supplemented prior to this Prospectus Supplement, with the following:

"

	As and for the six months ended (unaudited)		As and for the year ended	
	30 June 2016 (EUR)	30 June 2015 (EUR)	31 December 2015 (EUR)	31 December 2014 (EUR)
Operating income	407,944.15	295,444.69	677,585.76	527,606.85
Taxation on income	-130,231.95	-94,408.35	-216,316.24	-170,401.49
Net Income	277,712.20	201,036.34	461,269.52	357,205.36

	As at six months ended (unaudited)		As at	
	30 June 2016 (EUR)	31 December 2015 (EUR)	31 December 2015 (EUR)	31 December 2014 (EUR)
Total assets	5,349,044,919.25	4,975,138,387.11	4,975,138,387.11	4,574,414,791.34
Total capital and reserves	3,612,491.34	3,334,779.14	3,334,779.14	2,873,509.62

"

3. by replacing the sub-section 3 entitled "No significant change and no material adverse change" in the section "General Information" on page 645 of the Original Base Prospectus, as supplemented prior to this Prospectus Supplement, with the following:

"There has been no significant change in the financial or trading position of GSI or GSW since 30 June 2016.

In this Base Prospectus, references to the "prospects" and "financial or trading position" of GSI and GSW are specifically to the ability of GSI and GSW to meet its full payment obligations under the Securities in a timely manner. In addition, all such statements should be read in conjunction with and are qualified by the information contained in the documents incorporated by reference into this Base Prospectus."

Responsibility

Each of Goldman Sachs International and Goldman, Sachs & Co. Wertpapier GmbH. 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 12 October 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.

Prospectus Supplement dated 10 October 2016