PROSPECTUS SUPPLEMENT NO. 5 TO THE BASE PROSPECTUS DATED 1 JUNE 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 1 June 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 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 27 August 2015, Prospectus Supplement No. 2 to the Base Prospectus, dated 2 October 2016, Prospectus Supplement No. 3 to the Base Prospectus, dated 20 November 2015 and Prospectus Supplement No. 4 to the Base Prospectus, dated 21 January 2016 (the Original Base Prospectus as so supplemented prior to this Prospectus Supplement, the "**Base Prospectus**"). On 1 June 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.

Information being supplemented

Incorporation by reference

This Prospectus Supplement supplements the Base Prospectus by incorporating by reference (i) GSI's Annual Report for the fiscal year ended December, 31 2015 ("**GSI's 2015 Annual Report**") and (ii) GSW's yearly financial statements and management report for the period ended 31 December 2015 (together with an unofficial English translation thereof, for which GSW accepts responsibility) ("**GSW's 2015 Financial Statements**").

Copies of GSI's 2015 Annual Report and GSW's 2015 Financial Statements have been filed with the CSSF in its capacity as competent authority under the Prospectus Directive.

GSI's 2015 Annual Report and GSW's 2015 Financial Statements are incorporated by reference into, and form part of, this Prospectus Supplement, and the information contained in this Prospectus Supplement, GSI's 2015 Annual Report and GSW's 2015 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 documents 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 Base Prospectus

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

1. by replacing Element B.12 (*Selected historical key financial information of the Issuer*) in the Summary, on page 4 of the Original Base Prospectus, with the following:
"

<table>
<tr>
<td>B.12</td>
<td>Selected historical key financial information of the Issuer</td>
<td>
[The following table shows selected key historical financial information in relation to GSI:
<table>
<tr><th></th><th colspan="2">Year ended</th></tr>
<tr><th></th><th>31 December 2015
(USD)</th><th>31 December 2014
(USD)</th></tr>
<tr><td>Operating Profit</td><td>2,939,000,000</td><td>2,275,000,000</td></tr>
<tr><td>Profit on ordinary activities before taxation</td><td>2,661,000,000</td><td>2,060,000,000</td></tr>
<tr><td>Profit for the financial year</td><td>2,308,000,000</td><td>1,608,000,000</td></tr>
<tr><th></th><th colspan="2">As of December</th></tr>
<tr><th></th><th>2015
(USD)</th><th>2014
(USD)</th></tr>
<tr><td>Fixed Assets</td><td>12,000,000</td><td>14,000,000</td></tr>
<tr><td>Current Assets</td><td>850,219,000,000</td><td>967,411,000,000</td></tr>
<tr><td>Total Shareholders' Funds</td><td>26,353,000,000</td><td>21,997,000,000]</td></tr>
</table>
[The following table shows selected key historical financial information in relation to GSW:
<table>
<tr><th></th><th colspan="2">As of and for the year ended</th></tr>
<tr><th></th><th>31 December 2015
(EUR)</th><th>31 December 2014
(EUR)</th></tr>
<tr><td>Operating income</td><td>677,585.76</td><td>527,606.85</td></tr>
<tr><td>Taxation on income</td><td>-216,316.24</td><td>-170,401.49</td></tr>
<tr><td>Net Income</td><td>461,269.52</td><td>357,205.36</td></tr>
<tr><th></th><th colspan="2">As at</th></tr>
<tr><th></th><th>31 December 2015
(EUR)</th><th>31 December 2014
(EUR)</th></tr>
<tr><td>Total assets</td><td>4,975,138,387.11</td><td>4,574,414,791.34</td></tr>
<tr><td>Total capital and reserves</td><td>3,334,779.14</td><td>2,873,509.62]</td></tr>
</table>
[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.]
</td>
</tr>
</table>

		[Not applicable; there has been no significant change in the financial or trading position particular to GSI subsequent to 31 December 2015.] [Not applicable; there has been no significant change in the financial or trading position particular to GSW subsequent to 31 December 2015.]

"

2. by replacing Element B.19 (B.12) (*Selected historical key financial information of the Guarantor*) in the Summary, on page 7 of the Original Base Prospectus, with the following:

"

B.19 (B.12)	**Selected historical key financial information of the Guarantor**	The following table shows selected key historical financial information in relation to GSI:

	Year ended	
	31 December 2015 (USD)	**31 December 2014 (USD)**
Operating Profit	2,939,000,000	2,275,000,000
Profit on ordinary activities before taxation	2,661,000,000	2,060,000,000
Profit for the financial year	2,308,000,000	1,608,000,000

	As of December	
	2015 (USD)	**2014 (USD)**
Fixed Assets	12,000,000	14,000,000
Current Assets	850,219,000,000	967,411,000,000
Total Shareholders' Funds	26,353,000,000	21,997,000,000

There has been no material adverse change in the prospects of GSI since 31 December 2015.

Not applicable; there has been no significant change in the financial or trading position particular to GSI subsequent to 30 December 2015.

"

3. by replacing Element D.2 (*Key risks that are specific to the Issuer[, and the Guarantor]*) in the Summary, on pages 32 to 34 of the Original Base Prospectus, with the following:

"

D.2	**Key risks that are specific to the Issuer[, and the Guarantor]**	The payment [or delivery] of any amount due on the Securities is subject to our credit risk. The Securities are our unsecured obligations. The Securities are not bank deposits and are not insured or guaranteed by the UK Financial Services Compensation Scheme or any other government or governmental or private agency, or deposit protection scheme in any jurisdiction. The value of and return on your securities will be subject to our credit risk and to changes in the market's view of our creditworthiness. References in Element[s] B.12 [and B.19 (B.12)] above to the "prospects" and "financial or trading position" of the Issuer [and Guarantor (as

		applicable)], are specifically to [their respective ability] [the Issuer's ability] to meet [their] [its] full payment obligations under the Securities [(in the case of GSI or GSW)] [or Guarantee (in the case of GSI)] in a timely manner. Material information about the Issuer's [and Guarantor's respective] financial condition and prospects is included in GSI's [and GSW's] annual report[s]. You should be aware, however, that each of the key risks highlighted below could have a material adverse effect on the Issuer's [and Guarantor's] businesses, operations, financial and trading position and prospects, which, in turn, could have a material adverse effect on the return investors receive on the Securities. The Issuer [and the Guarantor] [is][are] subject to a number of key risks: • GSI's businesses have been and may continue to be adversely affected by conditions in the global financial markets and economic conditions generally. • GSI's businesses and those of its clients are subject to extensive and pervasive regulation around the world. • GSI's businesses have been and may be adversely affected by declining asset values. This is particularly true for those businesses in which it has net "long" positions, receives fees based on the value of assets managed, or receives or posts collateral. • GSI's businesses have been and may be adversely affected by disruptions in the credit markets, including reduced access to credit and higher costs of obtaining credit. • GSI's market-making activities have been and may be affected by changes in the levels of market volatility. • GSI's investment banking, client execution and investment management businesses have been adversely affected and may continue to be adversely affected by market uncertainty or lack of confidence among investors and CEOs due to general declines in economic activity and other unfavourable economic, geopolitical or market conditions. • GSI's investment management business may be affected by the poor investment performance of its investment products. • GSI may incur losses as a result of ineffective risk management processes and strategies. • GSI's liquidity, profitability and businesses may be adversely affected by an inability to access the debt capital markets or to sell assets or by a reduction in its credit ratings or by an increase in its credit spreads. • A failure to appropriately identify and address potential conflicts of interest could adversely affect GSI's businesses. • A failure in GSI's operational systems or infrastructure, or those of third parties, as well as human error, could impair GSI's' liquidity, disrupt GSI's businesses, result in the disclosure of confidential information, damage GSI's reputation and cause losses. • A failure to protect GSI's computer systems, networks and information, and GSI's clients' information, against cyber attacks and similar threats could impair GSI's ability to conduct GSI's businesses, result in the disclosure, theft or destruction of confidential information, damage GSI's reputation and cause losses. • GSI's businesses, profitability and liquidity may be adversely affected by deterioration in the credit quality of, or defaults by, third parties who owe GSI money, securities or other assets or whose securities or obligations GSI holds. • Concentration of risk increases the potential for significant losses in

		GSI's market-making, underwriting, investing and lending activities. • The financial services industry is both highly competitive and interrelated. • GSI faces enhanced risks as new business initiatives lead it to transact with a broader array of clients and counterparties and exposes it to new asset classes and new markets. • Derivative transactions and delayed settlements may expose GSI to unexpected risk and potential losses. • GSI's businesses may be adversely affected if GSI is unable to hire and retain qualified employees. • GSI may be adversely affected by increased governmental and regulatory scrutiny or negative publicity. • Substantial legal liability or significant regulatory action against GSI could have material adverse financial effects or cause significant reputational harm to GSI, which in turn could seriously harm GSI's business prospects. • The growth of electronic trading and the introduction of new trading technology may adversely affect GSI's business and may increase competition. • GSI's commodities activities, particularly its power generation interests and physical commodities activities, subject GSI to extensive regulation potential catastrophic events and environmental, reputational and other risks that may expose it to significant liabilities and costs. • In conducting its businesses around the world, GSI is subject to political, economic, legal, operational and other risks that are inherent in operating in many countries. • GSI may incur losses as a result of unforeseen or catastrophic events, including the emergence of a pandemic, terrorist attacks, extreme weather events or other natural disasters. • [GSW does not carry out any operating business activity other than issuing securities and is largely reliant on derivative transactions with GSI to fund its obligations under the securities and has a low capitalisation.]

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4. by replacing risk factors 2(i) to 2(xvii) with the following risk factors:

"2(i) ***Risks relating to economic and market conditions***

GSI's businesses, by their nature, do not produce predictable earnings and are materially affected by conditions in the global financial markets and economic conditions generally, both directly and through their impact on client activity levels. These conditions can change suddenly and negatively.

GSI's financial performance is highly dependent on the environment in which its businesses operate. A favourable business environment is generally characterised by, among other factors, high global GDP growth, regulatory and market conditions which result in transparent, liquid and efficient capital markets, low inflation, high business and investor confidence, stable geopolitical conditions, clear regulations and strong business earnings. Unfavourable or uncertain economic and market conditions can be caused by: concerns about sovereign defaults; uncertainty in U.S. federal and European Union ("**EU**") fiscal or monetary policy; extent of and uncertainty about the timing and nature of regulatory reforms; declines in economic growth, business activity or investor or business confidence; limitations on the availability or increases in the cost of credit and capital;

illiquid markets; increases in inflation, interest rates, exchange rate or basic commodity price volatility, or default rates; outbreaks of hostilities or other geopolitical instability; corporate, political or other scandals that reduce investor confidence in capital markets; extreme weather events or other natural disasters or pandemics; or a combination of these or other factors.

In 2008 and through early 2009, the financial services industry and the securities markets generally were materially and adversely affected by significant declines in the values of nearly all asset classes and by a serious lack of liquidity. Since 2011, concerns about European sovereign debt risk and its impact on the European banking system, and about changes in interest rates and other market conditions or actual changes in interest rates and other market conditions, including market conditions in China, have resulted, at times, in significant volatility while negatively impacting the levels of client activity.

General uncertainty about economic, political and market activities, and the scope, timing and final implementation of regulatory reform, as well as weak consumer, investor and chief executive officer (CEO) confidence resulting in large part from such uncertainty, continues to negatively impact client activity, which adversely affects many of GSI's businesses. Periods of low volatility and periods of high volatility, combined with a lack of liquidity, have at times had an unfavourable impact on GSI's market-making businesses.

GSI's revenues and profitability and those of its competitors have been and will continue to be impacted by requirements relating to capital, additional loss-absorbing capacity, leverage, minimum liquidity and long-term funding levels, requirements related to resolution and recovery planning, derivatives clearing and margin rules and levels of regulatory oversight, as well as limitations on whether and how certain business activities may be carried out by financial institutions. Although interest rates are at or near historically low levels, financial institution returns have also been negatively impacted by increased funding costs due in part to the withdrawal of perceived government support of such institutions in the event of future financial crises. In addition, liquidity in the financial markets has also been negatively impacted as market participants and market practices and structures adjust to new regulations.

The degree to which these and other changes resulting from the financial crisis will have a long-term impact on the profitability of financial institutions will depend on the final interpretation and implementation of new regulations, the manner in which markets, market participants and financial institutions adapt to the new landscape, and the prevailing economic and financial market conditions. However, there is a significant risk that such changes will, at least in the near-term, continue to negatively impact the absolute level of revenues, profitability and return on equity of GSI and other financial institutions.

A determination by the U.K. to exit or otherwise significantly change its relationship with the EU could affect the manner in which GSI conducts its businesses.

2(ii) ***Risks related to market volatility***

Certain market-making activities depend on market volatility to provide trading and arbitrage opportunities to clients and decreases in volatility may reduce these opportunities and adversely affect the results of these activities. In contrast, increased volatility, whilst it can increase trading volumes and spreads, also increases risk as measured by Value at Risk ("**VaR**") and may expose GSI to increased risks in connection with market-making activities or cause GSI to reduce its market-making positions to avoid increasing VaR. Limiting the size of such market-making positions can adversely affect GSI's profitability. In periods when volatility is increasing, but asset values are declining significantly, it may not be possible to sell assets at all or it may only be possible to do so at steep discounts. In such circumstances, GSI may be forced to either take on additional risk or to realise losses in order to decrease its VaR. In addition, increases in volatility increase the level of GSI's Risk-weighted Assets ("**RWAs**"), which increases GSI's capital requirements.

GSI's businesses have been and may be adversely affected by declining asset values. This is particularly true for those businesses in which GSI has net "long" positions, receives fees based on the value of assets managed, or receives or posts collateral. Many of GSI's businesses have net "long" positions in debt securities, loans, derivatives, mortgages, equities (including private equity and real estate) and most other asset classes. These include positions taken when GSI acts as a principal to facilitate clients' activities, including exchange-based market-making activities, or commits large amounts of capital to maintain positions in interest rate and credit products, as well as through currencies, commodities and equities and mortgage-related activities. Because substantially all of these investing and market-making positions are marked-to-market on a daily basis, declines in asset values directly and immediately impact earnings, unless exposures have been effectively hedged to such declines. In certain circumstances (particularly in the case of credit products and private equities or other securities that are not freely tradable or lack established and liquid trading markets), it may not be possible or economic to hedge such exposures and to the extent that this is done the hedge may be ineffective or may greatly reduce GSI's ability to profit from increases in the values of the assets. Sudden declines and significant volatility in the prices of assets may substantially curtail or eliminate the trading markets for certain assets, which may make it difficult to sell, hedge or value such assets. The inability to sell or effectively hedge assets reduces the ability to limit losses in such positions and the difficulty in valuing assets may negatively affect GSI's capital, liquidity or leverage ratios, increase its funding costs and generally require maintaining additional capital.

In GSI's exchange-based market-making activities, GSI is obligated by stock exchange rules to maintain an orderly market, including by purchasing securities in a declining market. In markets where asset values are declining and in volatile markets, this results in losses and an increased need for liquidity.

Asset-based management fees are received based on the value of clients' portfolios managed by GSI and, in some cases, incentive fees are also received based on increases in the value of such investments. Declines in asset values reduce the value of clients' portfolios which in turn reduce the fees earned for managing such assets.

Collateral is posted to support obligations and received to support the obligations of clients and counterparties in connection with client execution businesses. When the value of the assets posted as collateral declines or the credit ratings of the party posting collateral decline, the party posting the collateral may need to provide additional collateral or, if possible, reduce its trading position. A classic example of such a situation is a margin call in connection with a brokerage account. Therefore, declines in the value of asset classes used as collateral mean that either the cost of funding positions is increased or the size of positions is decreased. If GSI is the party providing collateral, this can increase costs and reduce profitability and if GSI is the party receiving collateral, this can also reduce profitability by reducing the level of business done with clients and counterparties. In addition, volatile or less liquid markets increase the difficulty of valuing assets which can lead to costly and time-consuming disputes over asset values and the level of required collateral, as well as increased credit risk to the recipient of the collateral due to delays in receiving adequate collateral.

2(iii) ***Risks related to liquidity***

Liquidity is essential to GSI's businesses. GSI's liquidity could be impaired by an inability to access secured and / or unsecured debt markets, an inability to access funds from GSG or other affiliates, an inability to sell assets or redeem investments or unforeseen outflows of cash or collateral. This situation may arise due to circumstances that GSI may be unable to control, such as a general market disruption or an operational problem that affects third parties or GSI or its affiliates or even by the perception amongst market participants that GSI, or other market participants, are experiencing greater liquidity risk.

GSI employs structured products to benefit its clients and hedge its own risks. The financial instruments that GSI holds and the contracts to which it is a party are often complex, and these complex structured products often do not have readily available markets to access in times of liquidity stress. GSI's investing activities may lead to situations where the holdings from these activities represent a significant portion of specific markets, which could restrict liquidity for GSI's positions.

Further, GSI's ability to sell assets may be impaired if other market participants are seeking to sell similar assets at the same time, as is likely to occur in a liquidity or other market crisis or in response to changes to rules or regulations. In addition, financial institutions with which GSI interacts may exercise set-off rights or the right to require additional collateral, including in difficult market conditions, which could further impair GSI's access to liquidity.

GSI is an indirect, wholly-owned operating subsidiary of GSG and depends on GSG for capital and funding. The credit ratings of GSI and those of GSG are important to GSI's liquidity. A reduction in GSI and / or GSG's credit rating could adversely affect GSI's liquidity and competitive position, increase borrowing costs, limit access to the capital markets or funding from GSG or trigger obligations under certain provisions in some trading and collateralised financing contracts. Under these provisions, counterparties could be permitted to terminate contracts with GSI or GSG or require additional collateral. Termination of trading and collateralised financing contracts could cause losses and impair liquidity by requiring GSG or GSI to find other sources of financing or to make significant cash payments or securities movements.

GSI's and GSG's cost of obtaining long-term unsecured funding is directly related to both the credit spreads of GSI and GSG Increases in the credit spreads of GSI and/or GSG can significantly increase the cost of this funding. Changes in credit spreads are continuous, market-driven, and subject at times to unpredictable and highly volatile movements. The credit spreads of GSI and/or GSG are also influenced by market perceptions of GSI's and/or GSG's creditworthiness. In addition, the credit spreads of GSI and/or GSG may be influenced by movements in the costs to purchasers of credit default swaps referenced to GSG's long-term debt. The market for credit default swaps has proven to be extremely volatile and at times has lacked a high degree of transparency or liquidity.

Regulatory changes relating to liquidity may also negatively impact GSI's results of operations and competitive position. Recently, numerous regulations have been adopted or proposed, and additional regulations are under consideration, to introduce more stringent liquidity requirements for large financial institutions. These regulations and others being considered address, among other matters, liquidity stress testing, minimum liquidity requirements, wholesale funding, restrictions on short-term debt issued by top-tier holding companies and requirements for structured notes and prohibitions on parent guarantees that are subject to cross-defaults. These may overlap with, and be impacted by, other regulatory changes, including new guidance on the treatment of brokered deposits and the capital, leverage and resolution and recovery frameworks applicable to large financial institutions, as well as proposals relating to minimum long-term debt requirements and bail-in capacity. Given the overlap and complex interactions among these new and prospective regulations, they may have unintended cumulative effects, and their full impact will remain uncertain until implementation of post-financial crisis regulatory reform is complete.

2(iv) ***Risks related to credit markets***

Widening credit spreads for GSI or GSG, as well as significant declines in the availability of credit, have in the past adversely affected GSI's ability to borrow on a secured and unsecured basis and may do so in the future. GSI obtains the majority of its unsecured funding from GSG, which funds itself on an unsecured basis by issuing long-term debt, by accepting deposits at its bank subsidiaries, by issuing hybrid financial instruments, or by obtaining bank loans or lines of credit. GSI seeks to finance many of its assets on a secured basis. Any disruptions in the credit markets may make it harder and more expensive to obtain funding for businesses. If GSI's available funding is limited or GSI is forced to fund operations at a higher cost, these conditions may require curtailment of business activities and increase the cost of funding, both of which could reduce profitability, particularly in businesses that involve investing and market making.

Clients engaging in mergers and acquisitions often rely on access to the secured and unsecured credit markets to finance their transactions. A lack of available credit or an increased cost of credit can adversely affect the size, volume and timing of clients' merger and acquisition transactions – particularly large transactions – and adversely affect GSI's financial advisory and underwriting businesses.

GSI’s credit businesses have been and may in the future be negatively affected by a lack of liquidity in credit markets. A lack of liquidity reduces price transparency, increases price volatility and decreases transaction volumes and size, all of which can increase transaction risk or decrease the profitability of such businesses.

To the extent that the final rules related to MREL or TLAC require GSI or GSG to issue material amounts of additional qualified loss-absorbing debt or to refinance material amounts of existing debt, such requirements, at least in the near term, could increase GSI's borrowing costs, perhaps materially, and negatively impact the debt capital markets.

2(v) ***Risks in connection with the concentration of risk***

Concentration of risk increases the potential for significant losses in market-making, underwriting and investing activities. The number and size of such transactions may affect GSI's results of operations in a given period. Moreover, because of concentration of risk, GSI may suffer losses even when economic and market conditions are generally favourable for competitors. Disruptions in the credit markets can make it difficult to hedge these credit exposures effectively or economically. Rules adopted under the Dodd-Frank Act require issuers of asset-backed securities and any person who organises and initiates an asset-backed securities transaction to retain economic exposure to the asset, which is likely to significantly increase the cost to GSI of engaging in securitisation activities. GSI's inability to reduce its credit risk by selling, syndicating or securitising these positions, including during periods of market stress, could negatively affect GSI's results of operations due to a decrease in the fair value of the positions, including due to the insolvency or bankruptcy of the borrower, as well as the loss of revenues associated with selling such securities or loans.

In the ordinary course of business, GSI may be subject to a concentration of credit risk to a particular counterparty, borrower, issuer, including sovereign issuers, or geographic area or group of related countries, such as the EU. A failure or downgrade of, or default by, such entity could negatively impact GSI's businesses, perhaps materially, and the systems by which GSI sets limits and monitors the level of its credit exposure to individual entities, industries and countries may not function as anticipated. While GSI's activities expose it to many different industries, counterparties and countries, GSI routinely executes a high volume of transactions with counterparties engaged in financial services activities, including brokers and dealers, commercial banks, clearing houses and exchanges. This has resulted in significant credit concentration with respect to these counterparties. Provisions of the European Market Infrastructure Regulation and Dodd-Frank Act have led to increased centralisation of trading activity through particular clearing houses, central agents or exchanges, which has significantly increased GSI's concentration of risk with respect to these entities.

2(vi) ***Risks related to credit quality***

GSI is exposed to the risk that third parties who owe money, securities or other assets will not perform their obligations. These parties may default on their obligations to GSI due to bankruptcy, lack of liquidity, operational failure or other reasons. A failure of a significant market participant, or even concerns about a default by such an institution, could lead to significant liquidity problems, losses or defaults by other institutions, which in turn could adversely affect GSI.

GSI is also subject to the risk that its rights against third parties may not be enforceable in all circumstances. In addition, deterioration in the credit quality of third parties whose securities or obligations are held by GSI including a deterioration in the value of collateral posted by third parties to secure their obligations to GSI under derivatives contracts and loan agreements, could result in losses and / or adversely affect GSI's ability to rehypothecate or otherwise use those securities or obligations for liquidity purposes.

A significant downgrade in the credit ratings of GSI's counterparties could also have a negative impact on GSI's results. While in many cases GSI is permitted to require additional collateral from counterparties that experience financial difficulty, disputes may arise as to the amount of collateral GSI is entitled to receive and the value of pledged assets. The termination of contracts and the foreclosure on collateral may subject GSI to claims for the improper exercise of its rights. Default rates, downgrades and disputes with counterparties as to the valuation of collateral increase significantly in times of market stress and illiquidity.

2(vii) ***Risks related to derivative transactions***

GSI is party to a large number of derivative transactions, including credit derivatives. Many of these derivative instruments are individually negotiated and non-standardised, which can make exiting, transferring or settling positions difficult. Many credit derivatives require that GSI delivers to the counterparty the underlying security, loan or other obligation in order to receive payment. In a number of cases, GSI does not hold the underlying security, loan or other obligation and may not be able to obtain the underlying security, loan or other obligation. This could cause GSI to forfeit the payments due under these contracts or result in settlement delays with the attendant credit and operational risk as well as increased costs to GSI. Derivative transactions may also involve the risk that documentation has not been properly executed, that executed agreements may not be enforceable against the counterparty, or that obligations under such agreements may not be able to be netted against other obligations with such counterparty. In addition, counterparties may claim that such transactions were not appropriate or authorised.

As a signatory to the ISDA Protocol, GSI may not be able to exercise remedies against counterparties and, as this new regime has not yet been tested, GSI may suffer risks or losses that it would not have expected to suffer if it could immediately close out transactions upon a termination event. The ISDA Protocol contemplates adoption of implementing regulations by various U.S. and non-U.S. regulators, and the ISDA Protocol's impact will depend on, among other things, how it is implemented.

Derivative contracts and other transactions entered into with third parties are not always confirmed by the counterparties or settled on a timely basis. While the transaction remains unconfirmed or during any delay in settlement, GSI is subject to heightened credit and operational risk and in the event of a default may find it more difficult to enforce its rights. In addition, as new complex derivative products are created, covering a wider array of underlying credit and other instruments, disputes about the terms of the underlying contracts could arise, which could impair GSI's ability to effectively manage its risk exposures from these products and subject it to increased costs. The provisions of legislation requiring central clearing of credit derivatives and other over-the-counter ("**OTC**") derivatives, or a market shift toward standardised derivatives, could reduce the risk associated with such transactions, but under certain circumstances could also limit GSI's ability to develop derivatives that best suit the needs of clients and to hedge its own risks, and could adversely affect GSI's profitability and increase credit exposure to such a platform.

Regulations have been proposed or adopted in various jurisdictions that provide for significantly increased regulation of and restrictions on derivative markets and transactions, including the introduction of standardised execution and clearing, margining and reporting requirements for OTC derivatives. The EU has established regulatory requirements for OTC derivatives activities under the European Market Infrastructure Regulation, including requirements relating to portfolio reconciliation and reporting, which have already taken effect, as well as requirements relating to clearing and margining for uncleared derivatives, which are currently expected to be finalised during 2016. In addition, under the Dodd-Frank Act, the U.S. Commodity Futures Trading Commission has proposed or adopted rules relating to swaps, swap dealers and major swap participants, and the U.S. Securities and Exchange Commission ("**SEC**") has proposed or adopted rules relating to security-based swaps, security-based swap dealers and major security-based swap participants.

2(viii) ***Risks in connection with operational infrastructure***

GSI's businesses are highly dependent on its ability to process and monitor, on a daily basis, a large number of transactions, many of which are highly complex, and occur at high volumes and frequencies, across numerous and diverse markets in many currencies. These transactions, as well as information technology services provided to clients, often must adhere to client-specific guidelines, as well as legal and regulatory standards.

Many rules and regulations worldwide govern GSI's obligations to report transactions to regulators, exchanges and investors. Compliance with these legal and reporting requirements can be challenging, and GSI and other financial institutions have been subject to regulatory fines and penalties for failing to report timely, accurate and complete information. As reporting requirements expand, compliance with these rules and regulations has become more challenging.

As GSI's client base and geographical reach expands, and the volume, speed, frequency and complexity of transactions, especially electronic transactions (as well as the requirements to report such transactions on a real-time basis to clients, regulators and exchanges) increases, developing and maintaining operational systems and infrastructure becomes more challenging, and the risk of systems or human error in connection with such transactions increases, as well as the potential consequences of such errors due to the speed and volume of transactions involved and the potential difficulty associated with discovering such errors quickly enough to limit the resulting consequences.

Financial, accounting, data processing or other operating systems and facilities may fail to operate properly or become disabled as a result of events that are wholly or partially beyond GSI's control, such as a spike in transaction volume, adversely affecting GSI's ability to process these transactions or provide these services. GSI must continuously update these systems to support its operations and growth and to respond to changes in regulations and markets, and invest heavily in systemic controls and training to ensure that such transactions do not violate applicable rules and regulations or, due to errors in processing such transactions, adversely affect markets, clients and counterparties or GSI itself. Systems enhancements and updates, as well as the requisite training, including in connection with the integration of new businesses, entail significant costs and create risks associated with implementing new systems and integrating them with existing ones.

Notwithstanding the proliferation of technology and technology-based risk and control systems, GSI's businesses ultimately rely on human beings as their greatest resource, and from time-to-time, mistakes are made that are not always caught immediately by technological processes or by other procedures which are intended to prevent and detect such errors. These can include calculation errors, mistakes in addressing emails, errors in software development or implementation, or simple errors in judgement. GSI strives to eliminate such human errors through training, supervision, technology and by duplicate or overlapping processes and controls. Human errors, even if promptly discovered and remediated, can result in material losses and liabilities for GSI.

In addition, GSI faces the risk of operational failure, termination or capacity constraints of any of the clearing agents, exchanges, clearing houses or other financial intermediaries that it uses to facilitate securities and derivatives transactions, and as interconnectivity with clients grows, GSI will increasingly face the risk of operational failure with respect to clients' systems.

In recent years, there has been significant consolidation among clearing agents, exchanges and clearing houses and an increasing number of derivative transactions are now or in the near future will be cleared on exchanges, which has increased GSI's exposure to operational failure, termination or capacity constraints of the particular financial intermediaries that GSI uses and could affect its ability to find adequate and cost-effective alternatives in the event of any such failure, termination or constraint. Industry consolidation, whether among market participants or financial intermediaries, increases the risk of operational failure as disparate complex systems need to be integrated, often on an accelerated basis.

Furthermore, the interconnectivity of multiple financial institutions with central agents, exchanges and clearing houses, and the increased centrality of these entities, increases the risk that an operational failure at one institution or entity may cause an industry-wide operational failure that could materially impact GSI's ability to conduct business. Any such failure, termination or constraint could adversely affect GSI's ability to effect transactions, service its clients, manage its exposure to risk or expand its businesses or result in financial loss or liability to its clients, impairment of its liquidity, disruption of its businesses, regulatory intervention or reputational damage.

Despite the resiliency plans and facilities that are in place, GSI's ability to conduct business may be adversely impacted by a disruption in the infrastructure that supports its businesses and the communities in which GSI is located. This may include a disruption involving electrical, satellite, undersea or other communications, internet, transportation or other services facilities used by GSI or third parties with which GSI conducts business, including cloud service providers. These disruptions may occur as a result of events that affect only GSI's buildings or systems or those of such third parties, or as a result of events with a broader impact globally, regionally or in the cities where those buildings or systems are located, including, but not limited, to, natural disasters, war, civil unrest, terrorism, economic or political developments, pandemics and weather events.

GSI's operations rely on the secure processing, storage and transmission of confidential and other information in its computer systems and networks. There have been several recent highly publicised cases involving financial services and consumer-based companies reporting the unauthorised disclosure of client or customer information in recent years, as well as cyber attacks involving the dissemination, theft and destruction of corporate information or other assets, as a result of failure to follow procedures by employees or contractors or as a result of actions by third-parties, including actions by foreign governments.

GSI is regularly the target of attempted cyber attacks, including denial-of-service attacks, and must continuously monitor and develop its systems to protect its technology infrastructure and data from misappropriation or corruption. In addition, due to the interconnectivity with third-party vendors, central agents, exchanges, clearing houses and other financial institutions, GSI could be adversely impacted if any of them is subject to a successful cyber attack or other information security event.

Despite GSI's efforts to ensure the integrity of its systems and information, it may not be able to anticipate, detect or implement effective preventive measures against all cyber threats, especially because the techniques used are increasingly sophisticated, change frequently and are often not recognised until launched. Cyber attacks can originate from a variety of sources, including third parties who are affiliated with foreign governments or are involved with organised crime or terrorist organisations. Third parties may also attempt to place individuals within GSI or induce employees, clients or other users of GSI's systems to disclose sensitive information or provide access to GSI's data or that of its clients, and these types of risks may be difficult to detect or prevent.

Although GSI takes protective measures and endeavours to modify them as circumstances warrant, its computer systems, software and networks may be vulnerable to unauthorised access, misuse, computer viruses or other malicious code and other events that could have a security impact. If one or more of such events occur, this potentially could jeopardise GSI or its clients' or counterparties' confidential and other information processed and stored in, and transmitted through, GSI's computer systems and networks, or otherwise cause interruptions or malfunctions in GSI's, its clients', its counterparties' or third parties' operations, which could impact their ability to transact with GSI or otherwise result in significant losses or reputational damage.

The increased use of mobile and cloud technologies can heighten these and other operational risks. GSI expects to expend significant additional resources on an ongoing basis to modify protective measures and to investigate and remediate vulnerabilities or other exposures, but these measures may be ineffective and GSI may be subject to litigation and financial losses that are either not insured against or not fully covered through any insurance it maintains. Certain aspects of the security of such technologies are unpredictable or beyond GSI's control, and the failure by mobile technology and cloud service providers to adequately safeguard their systems and prevent cyber attacks could disrupt GSI's operations and result in misappropriation, corruption or loss of confidential and other information. In addition, there is a risk that encryption and other protective measures, despite their sophistication, may be defeated, particularly to the extent that new computing technologies vastly increase the speed and computing power available.

GSI routinely transmits and receives personal, confidential and proprietary information by email and other electronic means. GSI has discussed and worked with clients, vendors, service providers, counterparties and other third parties to develop secure transmission capabilities and protect against cyber attacks, but does not have, and may be unable to put in place, secure capabilities with all of its clients, vendors, service providers, counterparties and other third parties and it may not be able to ensure that these third parties have appropriate controls in place to protect the confidentiality of the information. An interception, misuse or mishandling of personal, confidential or proprietary information being sent to or received from a client, vendor, service provider, counterparty or other third party could result in legal liability, regulatory action and reputational harm.

2(ix) ***Risks related to technology***

Technology is fundamental to GSI's businesses and industry. The growth of electronic trading and the introduction of new technologies is changing these businesses and presenting GSI with new challenges. Securities, futures and options transactions are increasingly occurring electronically, both on GSI's own systems and through other alternative trading systems, and it appears that the trend toward alternative trading systems will continue. Some of these alternative trading systems compete with GSI's businesses, particularly GSI's exchange-based market-making activities, and GSI may experience continued competitive pressures in these and other areas. In addition, the increased use by clients of low-cost electronic trading systems and direct electronic access to trading markets could cause a reduction in commissions and spreads. As clients increasingly use GSI's systems to trade directly in the markets, GSI may incur liabilities as a result of their use of GSI's order routing and execution infrastructure. Significant resources have been invested into the development of electronic trading systems and GSI expects to continue to do so, but there is no assurance that the revenues generated by these systems will yield an adequate return on this investment, particularly given the generally lower commissions arising from electronic trades.

2(x) ***Risks related to regulation***

As a participant in the financial services industry and a subsidiary of a systemically important financial institution, GSI is subject to extensive regulation principally in the United Kingdom and the EU more generally but also in the United States as a subsidiary of GSG and in certain other jurisdictions. GSI faces the risk of significant intervention by regulatory and tax authorities in all jurisdictions in which it conducts its businesses. In many cases, GSI's activities may be subject to overlapping and divergent regulation in different jurisdictions. Among other things, as a result of regulators or private parties challenging GSI's compliance with laws and regulations, it could be fined, prohibited from engaging in certain business activities, subject to limitations or conditions on its business activities or subjected to new or substantially higher taxes or other governmental charges in connection with the conduct of its businesses or with respect to its employees. Such limitations or conditions may negatively impact GSI's profitability.

Separate and apart from the impact on the scope and profitability of GSI's business activities, day-to-day compliance with laws and regulations, in particular those laws and regulations adopted since 2008, has involved and will continue to involve significant amounts of time, including that of GSI's senior leaders and that of an increasing number of dedicated compliance and other reporting and operational personnel, all of which may negatively impact GSI's profitability.

If there are new laws or regulations or changes in the enforcement of existing laws or regulations applicable to GSI's businesses or those of GSI's clients, including capital, liquidity, leverage, long-term debt, loss absorbing capacity and margin requirements, restrictions on other business practices, reporting requirements, requirements relating to the implementation of the EU Bank Recovery and Resolution Directive ("**BRRD**"), tax burdens and compensation restrictions, that are imposed on a limited subset of financial institutions (either based on size, activities, geography or other criteria) which may include GSI or GSG, compliance with these new laws and regulations, or changes in the enforcement of existing laws or regulations, could adversely affect GSI's ability to compete effectively with other institutions that are not affected in the same way. In addition, regulation imposed on financial institutions or market participants generally, such as taxes on financial transactions, could adversely impact levels of market activity more broadly, and thus impact GSI's businesses.

These developments could impact GSI's profitability in the affected jurisdictions, or even make it uneconomic to continue to conduct all or certain businesses in such jurisdictions, or could result in GSI incurring significant costs associated with changing business practices, restructuring businesses, moving certain businesses and employees to other locations or complying with applicable capital requirements, including liquidating assets or raising capital in a manner that adversely increases GSI's funding costs or otherwise adversely affects its shareholder and creditors.

Regulatory developments, in particular MiFID II, Basel III and the Dodd-Frank Act have significantly altered the regulatory framework within which GSI operates and may adversely affect GSI's competitive position and profitability.

The EU and national financial legislators and regulators have proposed or adopted numerous market reforms that have impacted and may continue to impact GSI's businesses. These include stricter capital and liquidity requirements, including legislation (in the form of Capital Requirements Directive and Capital Requirements Regulation, collectively known as "**CRD IV**") to implement the Basel Committee's December 2010 final capital framework for strengthening international capital standards (the "**Basel III**" capital requirements) for GSI. In addition, the EU has finalised MiFID II, which is scheduled to become effective in January 2018.

Additional market reforms also include rules on the recovery and resolution of EU institutions, rules on the separation of certain trading activities from deposit taking, rules on the cross-border provision of services from countries outside the European Economic Area, authorisations for regulators to impose position limits, requirements to execute certain transactions only on certain regulated venues, reporting requirements (including requirements to publish information about transactions), restrictions on short selling and credit default swaps, additional obligations and restrictions on the management and marketing of funds in the EU, sanctions for regulatory breach and further revised organisational, market structure, conduct of business and market abuse rules. The implementation of these reforms may adversely affect GSI's profitability and competitive position, particularly if these requirements do not apply, or do not apply equally, to GSI's competitors or are not implemented uniformly across jurisdictions.

The implementation of higher capital requirements, the liquidity coverage ratio, the net stable funding ratio, requirements relating to long-term debt and total loss-absorbing capacity and the prohibition on proprietary trading and the sponsorship of, or investment in, covered funds by the Volcker Rule may adversely affect GSI's profitability and competitive position, particularly if these requirements do not apply, or do not apply equally, to GSI's competitors or are not implemented uniformly across jurisdictions.

GSI is also subject to laws and regulations relating to the privacy of the information of clients, employees or others, and any failure to comply with these regulations could expose GSI to liability and / or reputational damage. In addition, GSI's businesses are increasingly subject to laws and regulations relating to surveillance, encryption and data on-shoring in the jurisdictions in which GSI operates. Compliance with these laws and regulations may require GSI to change its policies, procedures and technology for information security, which could, among other things, make GSI more vulnerable to cyber attacks and misappropriation, corruption or loss of information or technology.

Increasingly, regulators and courts have sought to hold financial institutions liable for the misconduct of their clients where such regulators and courts have determined that the financial institution should have detected that the client was engaged in wrongdoing, even though the financial institution had no direct knowledge of the activities engaged in by its client. Regulators and courts have also increasingly found liability as a "control person" for activities of entities in which financial institutions or funds controlled by financial institutions have an investment, but which they do not actively manage. In addition, regulators and courts continue to seek to establish "fiduciary" obligations to counterparties to which no such duty had been assumed to exist. To the extent that such efforts are successful, the cost of, and liabilities associated with, engaging in brokerage, clearing, market-making, prime brokerage, investing and other similar activities could increase significantly. To the extent that GSI has fiduciary obligations in connection with acting as a financial adviser, investment adviser or in other roles for individual, institutional, sovereign or investment fund clients, any breach, or even an alleged breach, of such obligations could have materially negative legal, regulatory and reputational consequences.

2(xi) ***Risks in connection with management***

GSI seeks to monitor and control its risk exposure through a risk and control framework encompassing a variety of separate, but complementary financial, credit, operational, compliance and legal reporting systems, internal controls, management review processes and other mechanisms. GSI's risk management process seeks to balance its ability to profit from market-making positions with its exposure to potential losses. Whilst GSI employs a broad and diversified set of risk monitoring and risk mitigation techniques, those techniques and the judgements that accompany their application cannot anticipate every economic and financial outcome or the specifics and timing of such outcomes. Thus, GSI may, in the course of its activities, incur losses. Market conditions in recent years have involved unprecedented dislocations and highlight the limitations inherent in using historical data to manage risk.

The models that GSI uses to assess and control its risk exposures reflect assumptions about the degrees of correlation or lack thereof among prices of various asset classes or other market indicators. In times of market stress or other unforeseen circumstances, such as occurred during 2008 and early 2009, and to some extent since 2011, previously uncorrelated indicators may become correlated, or conversely previously correlated indicators may move in different directions. These types of market movements have at times limited the effectiveness of GSI's hedging strategies and have caused it to incur significant losses, and they may do so in the future. These changes in correlation can be exacerbated where other market participants are using risk or trading models with assumptions or algorithms that are similar to GSI's. In these and other cases, it may be difficult to reduce GSI's risk positions due to the activity of other market participants or widespread market dislocations, including circumstances where asset values are declining significantly or no market exists for certain assets.

To the extent that GSI has positions through its market-making or origination activities or it makes investments directly through its investing activities, including private equity, that do not have an established liquid trading market or are otherwise subject to restrictions on sale or hedging, GSI may not be able to reduce its positions and therefore reduce its risk associated with such positions. In addition, to the extent permitted by applicable law and regulation, GSI invests its own capital in private equity, credit, real estate and hedge funds that it manages and limitations on its ability to withdraw some or all of its investments in these funds, whether for legal, reputational or other reasons, may make it more difficult for GSI to control the risk exposures relating to these investments.

Prudent risk management, as well as regulatory restrictions, may cause GSI to limit its exposure to counterparties, geographic areas or markets, which may limit its business opportunities and increase the cost of funding or hedging activities.

2(xii) ***Risks related to new business initiatives***

GSI faces enhanced risks as new business initiatives lead it to transact with a broader array of clients and counterparties and expose it to new asset classes and new markets. A number of GSI's recent and planned business initiatives and expansions of existing businesses may bring it into contact, directly or indirectly, with individuals and entities that are not within GSI's traditional client and counterparty base and expose it to new asset classes and new markets. For example, GSI continues to transact business and invest in new regions, including a wide range of emerging and growth markets.

New business initiatives expose GSI to new and enhanced risks, including risks associated with dealing with governmental entities, reputational concerns arising from dealing with less sophisticated counterparties and investors, greater regulatory scrutiny of these activities, increased credit-related, market, sovereign and operational risks, risks arising from accidents or acts of terrorism, and reputational concerns with the manner in which these assets are being operated or held or in which GSI interacts with these counterparties.

In conducting GSI's businesses and maintaining and supporting its global operations, GSI is subject to risks of possible nationalisation, expropriation, price controls, capital controls, exchange controls and other restrictive governmental actions, as well as the outbreak of hostilities or acts of terrorism. For example, as a result of the significant conflict between Russia and Ukraine in recent years, sanctions have been imposed by the U.S. and EU on certain individuals and companies in Russia. In many countries, the laws and regulations applicable to the securities and financial services industries and many of the transactions in which GSI is involved are uncertain and evolving, and it may be difficult to determine the exact requirements of local laws in every market. Any determination by local regulators that GSI has not acted in compliance with the application of local laws in a particular market or a failure to develop effective working relationships with local regulators could have a significant and negative effect not only on GSI's businesses in that market but also on its reputation generally. GSI is also subject to the enhanced risk that transactions it structures might not be legally enforceable in all cases.

GSI's businesses and operations are increasingly expanding throughout the world, including emerging and growth markets, and this trend is expected to continue. Various emerging and growth market countries have experienced severe economic and financial disruptions, including significant devaluations of their currencies, defaults or threatened defaults on sovereign debt, capital and currency exchange controls, and low or negative growth rates in their economies, as well as military activity, civil unrest or acts of terrorism. The possible effects of any of these conditions include an adverse impact on GSI's businesses and increased volatility in financial markets generally.

While business and other practices throughout the world differ, GSI is subject in its operations worldwide to rules and regulations relating to corrupt and illegal payments, hiring practices and money laundering, as well as laws relating to doing business with certain individuals, groups and countries, such as the U.S. Foreign Corrupt Practices Act, the USA PATRIOT Act of 2001 and U.K. Bribery Act.

While GSI has invested and continues to invest significant resources in training and in compliance monitoring, the geographical diversity of its operations, employees, clients and customers, as well as the vendors and other third parties that GSI deals with, greatly increases the risk that GSI may be found in violation of such rules or regulations and any such violation could subject it to significant penalties or adversely affect its reputation.

In addition, there have been a number of highly publicised cases around the world, involving actual or alleged fraud or other misconduct by employees in the financial services industry in recent years, and GSI runs the risk that employee misconduct could occur. This misconduct has included and may include in the future the theft of proprietary information, including proprietary software. It is not always possible to deter or prevent employee misconduct and the precautions taken to prevent and detect this activity have not been and may not be effective in all cases.

2(xiii) ***Risks related to conflicts of interest***

A failure to appropriately identify and address potential conflicts of interest could adversely affect GSI's businesses. Due to the broad scope of Goldman Sachs' businesses and client base, GSI regularly addresses potential conflicts of interest, including situations where services to a particular client or Goldman Sachs' own investments or other interests conflict, or are perceived to conflict, with the interests of another client, as well as situations where one or more of its businesses have access to material non-public information that may not be shared with other businesses within Goldman Sachs and situations where it may be a creditor of an entity with which Goldman Sachs also has an advisory or other relationship.

Extensive procedures and controls are in place that are designed to identify and address conflicts of interest, including those designed to prevent the improper sharing of information among businesses. However, appropriately identifying and dealing with conflicts of interest is complex and difficult, and GSI's reputation, which is one of its most important assets, could be damaged and the willingness of clients to enter into transactions with GSI may be affected if it fails, or appears to fail, to identify, disclose and deal appropriately with conflicts of interest. In addition, potential or perceived conflicts could give rise to litigation or regulatory enforcement actions.

2(xiv) ***Risks related to competition***

The financial services industry and all of GSI's businesses are intensely competitive, and are expected to remain so. GSI competes on the basis of a number of factors, including transaction execution, products and services, innovation, reputation, creditworthiness and price. There has been substantial consolidation and convergence among companies in the financial services industry. This consolidation and convergence has also hastened the globalisation of the securities and other financial services markets.

As a result, GSI has had to commit capital to support its international operations and to execute large global transactions. To the extent GSI expands into new business areas and new geographic regions, it will face competitors with more experience and more established relationships with clients, regulators and industry participants in the relevant market, which could adversely affect its ability to expand. Governments and regulators have recently adopted regulations, imposed taxes, adopted compensation restrictions or otherwise put forward various proposals that have or may impact GSI's ability to conduct certain of its businesses in a cost-effective manner or at all in certain or all jurisdictions, including proposals relating to restrictions on the type of activities in which financial institutions are permitted to engage. These or other similar rules, many of which do not apply to all GSI's competitors, could impact its ability to compete effectively.

Pricing and other competitive pressures in GSI's businesses have continued to increase, particularly in situations where some competitors may seek to increase market share by reducing prices. For example, in connection with investment banking and other assignments, GSI has experienced pressure to extend and price credit at levels that may not always fully compensate it for the risks taken.

The financial services industry is highly interrelated in that a significant volume of transactions occur among a limited number of members of that industry. Many transactions are syndicated to other financial institutions and financial institutions are often counterparties in transactions. This has led to claims by other market participants and regulators that such institutions have colluded in order to manipulate markets or market prices, including allegations that antitrust laws have been violated. While GSI has extensive procedures and controls that are designed to identify and prevent such activities, allegations of such activities, particularly by regulators, can have a negative reputational impact and can subject GSI to large fines and settlements, and potentially significant penalties, including treble damages.

2(xv) ***Risks related to personnel***

GSI's businesses may be adversely affected if it is unable to hire and retain qualified employees. GSI's performance is largely dependent on the talents and efforts of highly skilled individuals; therefore, GSI's continued ability to compete effectively in its businesses, to manage its businesses effectively and to expand into new businesses and geographic areas depends on its ability to attract new talented and diverse employees and to retain and motivate existing employees. Factors that affect GSI's ability to attract and retain such employees include compensation and benefits, and a reputation as a successful business with a culture of fairly hiring, training and promoting qualified employees. As a significant portion of the compensation that GSI pays to its employees is paid in the form of year-end discretionary compensation, a significant portion of which is in the form of deferred equity-related awards, declines in GSI's profitability, or in the outlook for its future profitability, as well as regulatory limitations on compensation levels and terms, can negatively impact its ability to hire and retain highly qualified employees.

Competition from within the financial services industry and from businesses outside the financial services industry for qualified employees has often been intense. Recently, GSI has experienced increased competition in hiring and retaining employees to address the demands of new regulatory requirements. This is also the case in emerging and growth markets, where GSI is often competing for qualified employees with entities that have a significantly greater presence or more extensive experience in the region.

Changes in law or regulation in jurisdictions in which GSI's operations are located that affect taxes on GSI's employees' income, or the amount or composition of compensation, may also adversely affect GSI's ability to hire and retain qualified employees in those jurisdictions.

GSI's compensation practices are subject to review by, and the standards of, the Prudential Regulatory Authority (the "**PRA**") and the Financial Conduct Authority (the "**FCA**"). As a large financial institution, GSI is subject to limitations on compensation practices (which may or may not affect competitors) by the PRA and the FCA and other regulators worldwide. These limitations, including any imposed by or as a result of future legislation or regulation, may require GSI to alter compensation practices in ways that could adversely affect its ability to attract and retain talented employees.

2(xvi) ***Risks related to legal liability***

Substantial legal liability or significant regulatory action against GSI could have material adverse financial effects or cause significant reputational harm, which in turn could seriously harm business prospects. GSI faces significant legal risks in its businesses, and the volume of claims and amount of damages and penalties claimed in litigation and regulatory proceedings against financial institutions remain high. GSI is, from time to time, subject to a number of other investigations and reviews by, and in some cases has received requests for documents and information from, various governmental and regulatory bodies and self-regulatory organisations relating to various aspects of GSI's businesses and operations. From experience, legal claims by customers and clients increase in a market downturn and employment-related claims increase following periods of staff reduction. Additionally, governmental entities are plaintiffs in certain of the legal proceedings in which GSI is involved, and it may face future actions or claims by the same or other governmental entities, as well as follow-on civil litigation that is often commenced after regulatory settlements.

Recently, significant settlements by several large financial institutions with governmental entities have been publicly announced. The trend of large settlements with governmental entities may adversely affect the outcomes for other financial institutions in similar actions, especially where governmental officials have announced that the large settlements will be used as the basis or a template for other settlements. The uncertain regulatory enforcement environment makes it difficult to estimate probable losses, which can lead to substantial disparities between legal reserves and subsequent actual settlements or penalties.

2(xvii) ***Risks in connection with unforeseen or catastrophic events***

The occurrence of unforeseen or catastrophic events, including the emergence of a pandemic, such as the Ebola or Zika viruses, or other widespread health emergency (or concerns over the possibility of such an emergency), terrorist attacks, extreme terrestrial or solar weather events or other natural disasters, could create economic and financial disruptions, and could lead to operational difficulties (including travel limitations) that could impair GSI's ability to manage its businesses and result in losses."

5. by replacing the sub-section "Goldman Sachs International" in the section "Documents Incorporated by Reference", on page 94 of the Original Base Prospectus, with the following:

"1. **Goldman Sachs International**

GSI files documents and information with the *Commission de Surveillance du Secteur Financier* (the "**CSSF**"). The following documents, which GSI has filed with the CSSF, are hereby incorporated by reference into this Base Prospectus:

(a) The Annual Report for the fiscal year ended 31 December 2015 of GSI ("**GSI's 2015 Annual Report**"), containing, in Part 2, the Directors' Report and Financial Statements of GSI for the period ended 31 December 2015 ("**GSI's 2015 Financial Statements**").

(b) The Unaudited Quarterly Financial Report of GSI for the period ended 30 September 2015 ("**GSI's 2015 Third Quarter Financial Report**"), containing in Part 2, the unaudited financial statements of GSI for the period ended 30 September 2015 ("**GSI's Third Quarter Financial Statements**").

(c) The Unaudited Half-Yearly Financial Report of GSI for the period ended 30 June 2015 ("**GSI's 2015 Half-Yearly Financial Report**"), containing in Part 2, the unaudited financial statements of GSI for the period ended 30 June 2015 ("**GSI's Half-Yearly Financial Statements**").

(d) The Annual Report for the fiscal year ended 31 December 2014 of GSI ("**GSI's 2014 Annual Report**"), containing, in Part 2, the Directors' Report and Financial Statements of GSI for the period ended 31 December 2014 ("**GSI's 2014 Financial Statements**").

(e) The Annual Report for the fiscal year ended 31 December 2013 of GSI ("**GSI's 2013 Annual Report**"), containing, in Part 2, the Directors' Report and Financial Statements of GSI for the period ended 31 December 2013 ("**GSI's 2013 Financial Statements**").

Cross-Reference List

GSI Information in the Financial Statements	**GSI's 2015 Annual Report**	**GSI's 2014 Annual Report**
Management Report / Strategic Report	pp. 2-48	pp. 2-54
Report of the Directors	pp. 49-50	pp. 56-58

Balance Sheet	p. 54	p. 62
Profit and Loss Account	p. 53	p. 61
Statements of Cash Flows	p. 56	N/A*
Notes to the Financial Statements	pp. 57-94	pp. 64-103
Independent Auditors' Report	pp. 51-52	pp. 59-60

*The Statement of Cash Flows of GSI for the fiscal year ended 31 December 2014 are contained in GSI's 2015 Annual Report.

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 Commission Regulation (EC) No 809/2004, as amended (the "**Prospectus Regulation**").

Pursuant to Article 23.4 of the Prospectus Regulation, audited cash flow statements for GSI for the year 2013 may be omitted from this Base Prospectus because, having regard to the information already included in the Base Prospectus and the nature of the Notes, Warrants and Certificates that may be issued, a cash flow statement of the kind provided for in the Prospectus Regulation will not provide prospective investors with meaningful additional information for the purposes of their assessment of GSI or the Securities that may be issued, and therefore including such information would be non-pertinent for the purposes of such assessment. Such information is only pertinent in being reviewed in relation to the 2014 audited cash flow statement."

6. by replacing the sub-section "Goldman Sachs & Co Wertpapier GmbH" in the section "Documents Incorporated by Reference", on pages 94 and 95 of the Original Base Prospectus 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 (i) Financial Statements for the business year from 1 January 2015 to 31 December 2015 and (ii) Auditors' Report thereon (together with, in each case, an unofficial English translation thereof, for which GSW accepts responsibility) (the "**GSW's 2015 Financial Statements**").

(b) 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**").

Cross-Reference List

GSW Information in the Financial Statements	**GSW's 2015 Financial Statements***	**GSW's 2014 Financial Statements***
Balance Sheet	p. 13	p. 8
Profit and Loss Account/Income Statement	p. 15	p. 9
Cash Flow Statement	p. 25	p. 16
Notes to the Financial Statements	pp. 17 – 23	p. 10 – 15

Independent Auditors' Report	pp. 29 – 31	p. 18 – 19
Statement of Changes in Shareholders' Equity	p. 27	p. 17

*The page numbers referenced above in relation to GSW's 2015 Financial Statements relate to the order in which the pages appear in the PDF version of such document.

Only the German language versions of GSW's 2015 Financial Statements and GSW's 2014 Financial Statements relating to GSW are legally binding and the page references above refer to the German language versions of such documents.

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)."

7. by replacing the fourth paragraph under the sub-heading "General Information on Goldman Sachs International" in the section "Goldman Sachs International", on page 556 of the Original Base Prospectus, with the following:

   "There have been no principal investments made by GSI since the date of its last published financial statements. A description of GSI's principal future investments on which its management body has already made firm commitments may be found at pages 77 and 78 of GSI's 2015 Annual Report, which has been incorporated by reference into this Base Prospectus as set out above."

8. The first sub-paragraph of the paragraph entitled 'Capitalisation' on page 556 of the Original Base Prospectus shall now read as follows:

   "GSI is authorised to issue 950,000,000 ordinary shares of U.S.$ 1 each ("**Ordinary Shares**"), 1,500,000,000 A preference shares of U.S.$ 0.01 each ("**A Preference Shares**") and 500,000,000 B preference shares of U.S.$ 0.01 each ("**B Preference Shares**"). As at 31 December 2014, GSI has 581,964,161 issued Ordinary Shares. There are no issued Class A and Class B preference shares. The issue of additional shares by GSI shall be at the discretion of the Directors of GSI in accordance with Article 2(G) of the Articles of Association of GSI. All of the issued shares are fully paid and are owned by Goldman Sachs Holdings (U.K.) and Goldman Sachs Group Holdings (U.K.)."

9. by replacing the sub-section "Audit Committee" in the section "Goldman Sachs International", on pages 557 to 559 of the Original Base Prospectus, with the following:

   "**EMEA Conduct Risk Committee**

   The following are the members of the EMEA Conduct Risk Committee ("**ECRC**") of GSI:

   Dermot McDonogh (Co-Chair)
   Robert Mass (Co-Chair)
   Isabelle Ealet (Attendee)
   Chris French (Attendee)
   Andrew Wilson (Attendee)

FX de Mallman (Attendee)
Sally Boyle (Attendee)
Lord Griffiths of Fforestfach (Attendee)
Andrew Bagley (Counsel)

The mission of the ECRC is to assist senior management of GSI in the Europe, Middle East and Africa region in the oversight of conduct risk and business standards. Conduct risk is the risk of engaging in activities that could adversely affect clients and/or the functioning of the financial markets.

The ECRC is accountable for business standards and practices, including reputational risk management (as defined below), within the scope of its mission.

The following are the duties and responsibilities of the ECRC:

1. Overseeing the Conduct Risk Framework:
   - Review processes for identifying conduct risk;
   - Review effectiveness of management information received regarding conduct risk;
   - Review effectiveness of governance processes around conduct risk;
   - Make recommendations for improvements in conduct risk management;
2. Reviewing select policies and procedures that address business standards and conduct risks;
3. Resolving cross divisional business practices and business selection matters;
4. Addressing business practices, suitability and reputational matters, including those escalated from other firm committees;
5. Addressing client concerns and incidents;
6. Reviewing internal and external incidents with significant conduct risk impact;
7. Overseeing certain sub-committees;
8. Providing regular substantive reports to, the European Management Committee, Firmwide Client and Business Standards Committee and the boards of directors, or committees of the boards, of significant entities in the region, as appropriate;
9. Discharging any other duties or responsibilities delegated to the ECRC from time to time.

In fulfilling these duties and responsibilities, the ECRC must consider, among other things, and to the extent applicable to the ECRC's activities, the potential effects of any business opportunities, transactions, new activities, acquisitions, dispositions, investments, or other similar matters ("transactions or matters") on the reputation of GSI.

When reviewing transactions or matters, the ECRC must specifically assess any applicable reputational risks to GSI. GSI has adopted the Federal Reserve's definition of reputational risk, which is "the potential that negative publicity regarding an institution's business practices, whether true or not, will cause a decline in the customer base, costly litigation, or revenue reductions". ECRC memoranda relating to an approval of a transaction or matter must include a section entitled "Reputational Risks", which comprehensively describes any reputational risks and related mitigants.

Transactions or matters that have been approved and have been identified as presenting heightened reputational risk must be escalated to the Firmwide Reputational Risk Committee. The following characteristics, individually or in combination, may indicate "heightened" reputational risk to GSI, particularly:

i) where GSI's participation has the potential to attract negative or outsized media, political or regulatory scrutiny (e.g., the transaction or matter involves a sovereign), and/or where effective mitigant(s) are not present;

ii) the transaction or matter is highly complex or structured;

iii) GSI is involved in multiple roles; or

iv) there is a strong possibility of damage to GSI's reputation.

Moreover, in carrying out its duties and responsibilities the ECRC also takes into account as appropriate the broad policy considerations that GSI's trading and investment activities do not (i) involve or result in a material conflict of interest, (ii) result in a material exposure to high-risk assets or high-risk trading strategies that could significantly increase the likelihood that GSI could incur a substantial financial loss, or (iii) otherwise pose a threat to the safety and soundness of GSI or the financial stability of the United States or any other country in which GSI operates.

To the extent the ECRC is responsible for approving transactions or matters, the ECRC must consider the principles and preferences established in GSI's Risk Appetite Statement, which is approved by the Risk Committee of GSI's Board of Directors.

Where the ECRC is considering transactions or matters on behalf of Goldman Sachs Bank USA (the "**Bank**"), the ECRC will ensure that its highest priority is the interest of the Bank."

10. by replacing the sub-section "Selected Financial Information" in the section "Goldman Sachs International", on page 559 of the Original Base Prospectus, with the following:

"**Selected Financial Information**

The selected financial information set out below has been extracted from GSI's 2015 Financial Statements, which have been audited by PricewaterhouseCoopers LLP and on which PricewaterhouseCoopers LLP issued an unqualified audit report.

GSI's 2015 Financial Statements have been prepared in accordance with FRS 101. GSI's 2015 Financial Statements are incorporated by reference into this Base Prospectus. 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 following table shows selected key historical financial information in relation to GSI:

	Year ended	
	31 December 2015 (USD)	**31 December 2014 (USD)**
Operating Profit	2,939,000,000	2,275,000,000
Profit on ordinary activities before taxation	2,661,000,000	2,060,000,000
Profit for the financial year	2,308,000,000	1,608,000,000

	As of December	
	2015 (USD)	**2014 (USD)**
Fixed Assets	12,000,000	14,000,000
Current Assets	850,219,000,000	967,411,000,000

Total Shareholders' Funds	26,353,000,000	21,997,000,000

"

11. by replacing the sub-section "GSW Overview" in the section "Goldman, Sachs & Co. Wertpapier GmbH", on page 560 of the Original Base Prospectus with the following:

"GSW has been established for the purpose of issuing securities, particularly warrants. Apart from warrants, GSW also issues certificates and structured bonds. The securities issued by GSW are sold to GSI. For issuances in Germany Goldman Sachs AG, Frankfurt am Main acts as the issuing and paying agent and is responsible for the settlement of all products issued by GSW and held in custody by Clearstream Banking Frankfurt. GSI assumes responsibility for the Luxembourg program with the depositary Citibank N.A. (non-UK), Ireland and for the Swiss program. For issuances in the Netherlands Goldman Sachs AG assumes only the function of the issuing agent.

The purpose of GSW is the issuance of fungible securities as well as the conduct of financial transactions and auxiliary transactions for financial transactions. GSW is neither engaged in banking transactions as defined by Section 1 German Banking Act (*Kreditwesengesetz*) nor in business operations as defined by Section 34c German Industrial Code (*Gewerbeordnung*).

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

During the financial year, GSW issued a total of 185,618 securities (prior year: 102,605), an increase of over 80%. The new issues consist of share warrants, index warrants, mini future warrants, turbo warrants, FX warrants and commodity warrants as well as discount certificates, bonus certificates and other certificates and structured bonds.

GSW operates its business primarily in Germany and in the Netherlands and, to a lesser extent, also in other European countries including Austria, Luxembourg and the United Kingdom. The financial year 2015 was characterised by a dynamic market environment. The number of issuances increased significantly compared to the prior financial year."

12. by replacing the sub-section "Selected Financial Information" in the section "Goldman, Sachs & Co. Wertpapier GmbH", on pages 561 and 562 of the Original Base Prospectus with the following:

"The selected financial information set out below has been extracted from GSW's 2015 Financial Statements produced by PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft.

GSW's 2014 Financial Statements and GSW's 2015 Financial Statements are incorporated by reference into this Base Prospectus The financial information presented below should be read in conjunction with the financial statements included in such documents, the notes thereto and report thereon.

The following table shows selected key historical financial information in relation to GSW:

	As of and for the year ended	
	31 December 2015 (EUR)	**31 December 2014 (EUR)**
Operating income	677,585.76	527,606.85
Taxation on income	-216,316.24	-170,401.49
Net Income	461,269.52	357,205.36
	As at	
	31 December 2015 (EUR)	**31 December 2014 (EUR)**

Total assets	4,975,138,387.11	4,574,414,791.34
Total capital and reserves	3,334,779.14	2,873,509.62

13. Sub-paragraphs (a) and (b) under the sub-heading 'Financial Statements' in the section "General Information", on page 626 of the Original Base Prospectus, shall now read as follows:

"(a) Goldman Sachs International

The statutory financial statements of GSI for the periods ended 31 December 2015 and 31 December 2014 have been audited without qualification by PricewaterhouseCoopers LLP, Chartered Accountants and Statutory Auditors, 7 More London Riverside, London, SE1 2RT in accordance with the laws of England. PricewaterhouseCoopers LLP is a registered member of the Institute of Chartered Accountants in England and Wales.

(b) Goldman, Sachs & Co. Wertpapier GmbH

The annual financial statements of GSW for the periods ended 31 December 2015 and 31 December 2014 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."

14. by replacing the first two paragraphs immediately under the sub-heading "No significant change and no material adverse change" in the section "General Information", on page 626 of the Original Base Prospectus, with the following:

"There has been no significant change in the financial or trading position of GSI or GSW since 31 December 2015.

There has been no material adverse change in the prospects of GSI or GSW since 31 December 2015."

15. by replacing the sub-section "Litigation" in the section "General Information", on page 626 of the Original Base Prospectus, with the following:

"**4. Litigation**

Save as disclosed in (i) paragraph (c) of Note 27 to the Financial Statements (page 92) of GSI's 2014 Annual Report, (ii) paragraph (c) of Note 17 to the Financial Statements (page 43) of GSI's 2015 Half-Yearly Financial Report, (iii) "Legal Proceedings" of Note 15 to the Financial Statements (pages 33 and 34) of GSI's 2015 Third Quarter Financial Report and (iv) "Legal Proceedings" of Note 27 to the Financial Statements (pages 77 and 78) of GSI's 2015 Annual Report, there have been no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which GSI or GSW is aware) during the 12 months before the date of this Base Prospectus which may have, or have had in the recent past, significant effects on GSI or GSW."

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 30 March 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 24 March 2016