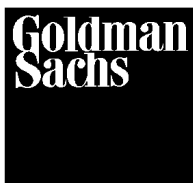


**PROSPECTUS SUPPLEMENT NO. 2 TO THE BASE PROSPECTUS DATED 2 MARCH 2017**



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

**as Issuer**

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

**as Issuer**

**GOLDMAN SACHS FINANCE CORP INTERNATIONAL LTD**  
*(Incorporated with limited liability in Jersey)*

**as Issuer**

Securities issued by Goldman Sachs International, Goldman, Sachs & Co. Wertpapier GmbH and Goldman Sachs Finance Corp International Ltd are guaranteed by

**THE GOLDMAN SACHS GROUP, INC.**  
*(A corporation organised under the laws of the State of Delaware)*

**as Guarantor**

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

**This Prospectus Supplement**

This prospectus supplement (the "**Prospectus Supplement**") to the base prospectus dated 2 March 2017 prepared by Goldman Sachs International ("**GSI**") as issuer, Goldman, Sachs & Co. Wertpapier GmbH ("**GSW**") as issuer, Goldman Sachs Finance Corp International Ltd ("**GSFCI**") as issuer and The Goldman Sachs Group, Inc. ("**GSG**") as guarantor in respect of Securities issued by GSI, GSW and GSFCI (the "**Original Base Prospectus**") under their programme for the issuance of warrants, notes and certificates with respect to the securities (the "**Programme**"), constitutes a supplement to the base prospectus for the purposes of Article 13 of Chapter 1 of Part II of the Luxembourg Law on Prospectuses for Securities dated 10 July 2005, as amended on 3 July 2012, 21 December 2012 and 10 May 2016 (the "**Luxembourg Law**") and should be read in conjunction therewith and with Prospectus Supplement No. 1 to the Base Prospectus, dated 22 March 2017 (the Original Base Prospectus as so supplemented, the "**Base Prospectus**"). On 2 March 2017, the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") approved the Original Base Prospectus for the purposes of Article 7 of the Luxembourg Law.

Terms defined in the Base Prospectus have the same meaning when used in this Prospectus Supplement unless otherwise defined herein. This Prospectus Supplement shall form part of and be read in conjunction with the Base Prospectus.

**Information being supplemented**

***Incorporation by reference***

This Prospectus Supplement supplements the Base Prospectus by incorporating by reference the Current Report

on Form 8-K dated 18 April 2017 of The Goldman Sachs Group, Inc. ("**GSG's 18 April 2017 Form 8-K**"), as filed with the U.S. Securities and Exchange Commission on 18 April 2017.

A copy of GSG's 18 April 2017 Form 8-K has been filed with the CSSF in its capacity as competent authority under the Prospectus Directive.

GSG's 18 April 2017 Form 8-K is incorporated by reference into, and forms part of, this Prospectus Supplement, and the information contained in this Prospectus Supplement and GSG's 18 April 2017 Form 8-K, set out in "Information incorporated by reference" below, shall be deemed to update and where applicable, supersede any information contained in the Base Prospectus, or any documents incorporated by reference therein.

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

### **Information incorporated by reference**

#### **GSG's 18 April 2017 Form 8-K\***

<i>Item 2.02:</i>	<i>Results of Operations and Financial Condition</i>	<i>Page 3</i>
<i>Item 9.01:</i>	<i>Financial Statements and Exhibits</i>	<i>Page 3</i>
<i>Exhibit 99.1:</i>	<i>Press release of GSG dated April 18, 2017 containing financial information for its first quarter ended March 31, 2017.</i>	<i>Pages 5 to 13 (marked as pages 1 to 9 of Exhibit 99.1)</i>

\* The page numbers referenced above in relation to GSG's 18 April 2017 Form 8-K relate to the order in which the pages appear in the PDF version of such document.

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

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

1. The information in the section entitled "Documents Incorporated by Reference" shall be supplemented by deleting paragraph 3 entitled "The Goldman Sachs Group, Inc." on pages 106 to 108 of the Original Base Prospectus and replacing it with the following:

#### **"3. The Goldman Sachs Group, Inc.**

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

- (a) The Current Report on Form 8-K dated 18 April 2017 of The Goldman Sachs Group, Inc. ("**GSG's 18 April 2017 Form 8-K**"), including Exhibit 99.1 ("**Exhibit 99.1 to GSG's 18 April 2017 Form 8-K**"), as filed with the SEC on 18 April 2017;
- (b) The Proxy Statement relating to the 2016 Annual Meeting of Shareholders on 20 May 2016 (the "**GSG's 2016 Proxy Statement**"), as filed with the SEC on 8 April 2016; and
- (c) The Annual Report on Form 10-K for the fiscal year ended 31 December 2016 ("**GSG's 2016 Form 10-K**"), containing financial statements relating to the fiscal years ended 31 December 2016, 31 December 2015 and 31 December 2014, including Exhibit 21.1, as filed with the SEC on 27 February 2017.

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

<b>Information required by the Prospectus Regulation</b>	<b>Document/Location</b>
Selected financial information for the fiscal years ended 31 December 2016 and 31 December 2015 ( <i>Annex IV, Section 3.1 of the Prospectus Regulation</i> )	GSG's 2016 Form 10-K (p. 202)
Risk factors relating to GSG ( <i>Annex IV, Section 4 of the Prospectus Regulation</i> )	GSG's 2016 Form 10-K (pp. 25-44)
<b>Information about GSG</b>	
History and development of the company ( <i>Annex IV, Section 5.1 of the Prospectus Regulation</i> )	GSG's 2016 Form 10-K (p. 1)
Investments ( <i>Annex IV, Section 5.2 of the Prospectus Regulation</i> )	GSG's 2016 Form 10-K (pp. 79-81, 168-169)
<b>Business overview</b>	
GSG's principal activities ( <i>Annex IV, Section 6.1 of the Prospectus Regulation</i> )	GSG's 2016 Form 10-K (pp. 1-5, 115)
GSG's principal markets ( <i>Annex IV, Section 6.2 of the Prospectus Regulation</i> )	GSG's 2016 Form 10-K (pp. 1-7, 46, 49-50, 187-189)
Organizational Structure ( <i>Annex IV, Section 7 of the Prospectus Regulation</i> )	GSG's 2016 Form 10-K (pp. 35-36, Exhibit 21.1)
Trend information ( <i>Annex IV, Section 8 of the Prospectus Regulation</i> )	GSG's 2016 Form 10-K (pp. 47-107) Exhibit 99.1 to GSG's 18 April 2017 Form 8-K
Administrative, management and supervisory bodies, including conflicts of interest ( <i>Annex IV, Section 10 of the Prospectus Regulation</i> )	GSG's 2016 Form 10-K (p. 45) GSG's 2016 Proxy Statement (pp. 1, 4, 11-32, 72-74)
Audit committee ( <i>Annex IV, Section 11.1 of the Prospectus Regulation</i> )	GSG's 2016 Proxy Statement (pp. 21, 64-65)
Beneficial owners of more than five per cent. ( <i>Annex IV, Section 12 of the Prospectus Regulation</i> )	GSG's 2016 Proxy Statement (p. 77)
<b>Financial information</b>	
Audited historical financial information for the fiscal years ended 31 December 2016 and 31 December 2015 ( <i>Annex IV, Section 13.1-13.4 of the Prospectus Regulation</i> )	GSG's 2016 Form 10-K (pp. 110-200)
Audit report ( <i>Annex IV, Section 13.1 of the Prospectus Regulation</i> )	GSG's 2016 Form 10-K (p. 109)
Balance sheet ( <i>Annex IV, Section 13.1 of the Prospectus Regulation</i> )	GSG's 2016 Form 10-K (p. 112)
Income statement ( <i>Annex IV, Section 13.1</i>	GSG's 2016 Form 10-K (pp. 110-111)

*of the Prospectus Regulation)*

Cash flow statement (*Annex IV, Section 13.1 of the Prospectus Regulation*) GSG's 2016 Form 10-K (p. 114)

Accounting policies and explanatory notes (*Annex IV, Section 13.1 of the Prospectus Regulation*) GSG's 2016 Form 10-K (pp. 50-52, 115-200)

Legal and arbitration proceedings (*Annex IV, Section 13.6 of the Prospectus Regulation*) GSG's 2016 Form 10-K (pp. 45, 190-196)

#### **Additional information**

Share capital (*Annex IV, Section 14.1 of the Prospectus Regulation*) GSG's 2016 Form 10-K (pp. 112, 172-174)

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."

2. The information in the section entitled "General Information" of the Original Base Prospectus, as supplemented prior to this Supplement, shall be supplemented by deleting paragraph 5 entitled "Availability of Documents" on pages 698 to 699 of the Original Base Prospectus and replacing it with the following:

#### **"5. Availability of Documents**

For so long as any Securities shall be outstanding or may be issued under the Programme, copies of the following documents may be obtained free of charge upon request during normal business hours from the specified office of the Issuers and the office of the Paying Agent in Luxembourg and each of the Paying Agents:

- (a) the certificate of incorporation of GSG;
- (b) the constitutional documents of GSI;
- (c) the constitutional documents of GSW;
- (d) the constitutional documents of GSFCI;
- (e) GSG's 2016 Proxy Statement;
- (f) GSG's 2016 Form 10-K;
- (g) GSG's 18 April 2017 Form 8-K;
- (h) GSI's 2016 Annual Report
- (i) GSI's 2015 Annual Report;
- (j) GSI's 2014 Annual Report;
- (k) GSI's 2016 Third Quarter Financial Report;
- (l) GSW's 2016 Financial Statements;
- (m) GSW's 2015 Financial Statements;
- (n) GSW's 2014 Financial Statements;
- (o) GSW's 2016 Interim Financial Statements;
- (p) the Guaranty;
- (q) the Programme Agency Agreement;
- (r) the Deed of Covenant and the Cayman Deed of Covenant;
- (s) the Final Terms for each Tranche or Series of Securities that are listed on the Official List of the Luxembourg Stock Exchange or any other stock exchange;
- (t) a copy of the Base Prospectus;
- (u) a copy of any supplement to the Base Prospectus and Final Terms; and
- (v) all reports, letters and other documents, balance sheets, valuations and statements by any expert any part of which is extracted or referred to in this Base Prospectus."

**Responsibility**

Each of GSI, GSW, GSFCI and GSG 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 25 April 2017, which is two working days after the publication of this Prospectus Supplement, to withdraw their acceptances.

**Interpretation**

To the extent that there is any inconsistency between (a) any statement in this Prospectus Supplement and (b) any other statement in or incorporated by reference into the Base Prospectus, the statements in (a) above will prevail.

References to the Base Prospectus shall hereafter mean the Base Prospectus as supplemented by this Prospectus Supplement.

**U.S. notice**

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

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Prospectus Supplement dated 21 April 2017