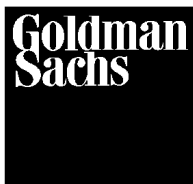


PROSPECTUS SUPPLEMENT NO. 5 TO THE BASE PROSPECTUS DATED 2 MARCH 2017



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, Prospectus Supplement No. 2 to the Base Prospectus dated 21 April 2017, Prospectus Supplement No. 3 to the Base Prospectus dated 5 May 2017 and Prospectus Supplement No. 4 to the Base Prospectus dated 16 May 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.

This Prospectus Supplement will be available on the website of the Luxembourg Stock Exchange at www.bourse.lu.

Amendments to the Summary

Element A.2 (*Consents*) on page 1 of the Original Base Prospectus shall be deleted in its entirety and replaced with the following:

"A.2	Consents	<p>[Subject to the conditions set out below, in connection with a Non-exempt Offer (as defined below) of Securities, the Issuer and the Guarantor consent to the use of the Base Prospectus by [the] [each] [Dealer] [Manager] [and by]:</p> <p>(1) [[●], [●] and [●]] [(the "Initial Authorised Offeror[s]")];]</p> <p>(2) [if the Issuer appoints additional financial intermediaries after the date of the Final Terms dated [●] and publishes details in relation to them on its website (www.[●].com), each financial intermediary whose details are so published,</p> <p>in the case of (1) or (2) above, for as long as such financial intermediaries are authorised to make such offers under the Markets in Financial Instruments Directive (Directive 2004/39/EC);]</p> <p>(each an "Authorised Offeror" and together the "Authorised Offerors").</p> <p>The consent of the Issuer and the Guarantor is subject to the following conditions:</p> <p>(i) the consent is only valid during the period from ([and including / but excluding]) [●] to ([and including / but excluding]) [●] (the "Offer Period");</p> <p>(ii) the consent only extends to the use of the Base Prospectus to make Non-exempt Offers (as defined below) of the tranche of Securities in [the] [Kingdom of] [Republic of] [Grand Duchy of Luxembourg / Austria / Belgium / Finland / France / Germany / Ireland / Italy / Netherlands / Norway / Poland / Portugal / Spain / Sweden / United Kingdom]; [and]</p> <p>[(iii) the consent is subject to the further following conditions: [●].]</p> <p>A "Non-exempt Offer" of Securities is an offer of Securities that is not within an exemption from the requirement to publish a prospectus under Directive 2003/71/EC, as amended.</p> <p>Any person (an "Investor") intending to acquire or acquiring any Securities from an Authorised Offeror will do so, and offers and sales of Securities to an Investor by an Authorised Offeror will be made, in accordance with any terms and other arrangements in place between such Authorised Offeror and such Investor including as to price, allocations and settlement arrangements. The Issuer will not be a party to any such arrangements with Investors in connection with the offer or sale of the Securities and, accordingly, the Base Prospectus and the Final Terms will not contain such information and an Investor must obtain such information from the Authorised Offeror. Information in relation to an offer to the public will be made available at the time such sub-offer is made, and such information will also be provided by the relevant Authorised Offeror at the time of such offer.]</p> <p>[Not applicable; no consent is given for the use of the Base Prospectus for subsequent resales of the Securities.]"</p>
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Amendments to the Base Prospectus

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

1. **Amendments to the section entitled "Form of Final Terms (Instruments)"**

The form of Final Terms for Instruments set out in the section entitled "Form of Final Terms (Instruments)" on pages 450 to 515 of the Original Base Prospectus shall be supplemented by:

(a) deleting paragraph 69 on page 507 and replacing it with the following:

69. **Non-exempt Offer:** ****[Not Applicable]** [An offer of the [Warrants/Certificates] may be made by the [Managers/placers] [and] [*specify, if applicable*] other than pursuant to Article 3(2) of the Prospectus Directive in [the] [Kingdom of] [Republic of] [Grand Duchy of Luxembourg / Austria / Belgium / Finland / France / Germany / Ireland / Italy / Netherlands / Norway / Poland / Portugal / Spain / Sweden / United Kingdom] (the "**Public Offer Jurisdiction[s]**") during the period commencing on ([and including]/[but excluding]) [*specify date*] and ending on ([and including]/[but excluding]) [*specify date*] (the "**Offer Period**"). See further paragraph entitled "Terms and Conditions of the Offer" below.¹

(b) deleting the item entitled "Conditions attached to the consent" being the last row below item 8 entitled "TERMS AND CONDITIONS OF THE OFFER" on page 511 and replacing it with the following:

Conditions attached to the consent:

The Issuer consents to the use of the Base Prospectus in connection with the making of an offer of the Securities to the public requiring the prior publication of a prospectus under the Prospectus Directive (a "**Non-exempt Offer**") by the financial intermediary/ies (each, an "**Authorised Offeror**") in [the] [Kingdom of] [Republic of] [Grand Duchy of Luxembourg / Austria / Belgium / Finland / France / Germany / Ireland / Italy / Netherlands / Norway / Poland / Portugal / Spain / Sweden / United Kingdom].]

(Insert any other clear and objective conditions attached to the consent to use the Base Prospectus)

2. **Amendments to the section entitled "Form of Final Terms (Notes)"**

The form of Final Terms for Notes set out in the section entitled "Form of Final Terms (Notes)" on pages 516 to 582 of the Original Base Prospectus shall be supplemented by:

(a) deleting paragraph 66 on page 572 and replacing it with the following:

69. **Non-exempt Offer:** [Not Applicable] [An offer of the Notes may be made by [the Managers/placers] [and] [*specify, if*

¹ In relation to public offers, include throughout Final Terms as applicable, "indicative" language e.g. "A percentage as determined by the Calculation Agent on or around the Initial Valuation Date (being [●]) based on market conditions and which is specified in a notice published by the Calculation Agent on or around such date."

applicable] other than pursuant to Article 3(2) of the Prospectus Directive in [the] [Kingdom of] [Republic of] [Grand Duchy of Luxembourg / Austria / Belgium / Finland / France / Germany / Ireland / Italy / Netherlands / Norway / Poland / Portugal / Spain / Sweden / United Kingdom] (the "**Public Offer Jurisdiction[s]**") during the period commencing on ([and including]/[but excluding]) [*specify date*] and ending on ([and including]/[but excluding]) [*specify date*] (the "**Offer Period**"). See further paragraph entitled "Terms and Conditions of the Offer" below.]²

- (b) deleting the item entitled "Conditions attached to the consent" being the last row below item 11 entitled "TERMS AND CONDITIONS OF THE OFFER" on page 578 and replacing it with the following:

Conditions attached to the consent:

The Issuer consents to the use of the Base Prospectus in connection with the making of an offer of the Securities to the public requiring the prior publication of a prospectus under the Prospectus Directive (a "**Non-exempt Offer**") by the financial intermediary/ies (each, an "**Authorised Offeror**") in [the] [Kingdom of] [Republic of] [Grand Duchy of Luxembourg / Austria / Belgium / Finland / France / Germany / Ireland / Italy / Netherlands / Norway / Poland / Portugal / Spain / Sweden / United Kingdom].]

(insert any other clear and objective conditions attached to the consent to use the Base Prospectus)

3. **Amendments to the section entitled "Important Legal Information"**

The information in the section entitled "Important Legal Information" shall be supplemented by:

- (a) deleting the second paragraph under the sub-heading "Consent to use this Base Prospectus" on page 691 of the Original Base Prospectus and replacing it with the following:

" The consent shall be valid in relation to the Grand Duchy of Luxembourg and such of Austria, Belgium, Finland, France, Germany, Ireland, Italy, the Netherlands, Norway, Poland, Portugal, Spain, Sweden and the United Kingdom, provided that it shall be a condition of such consent that the Base Prospectus may only be used by the relevant Authorised Offeror(s) to make offerings of the relevant Securities in the jurisdiction(s) in which the Non-exempt Offer is to take place, as specified in the relevant Final Terms."; and

- (b) deleting the second paragraph under the sub-heading "Approval and passporting under the EU Prospectus Directive" on page 692 of the Original Base Prospectus and replacing it with the following:

² In relation to public offers, include throughout Final Terms as applicable, "indicative" language e.g. "A percentage as determined by the Calculation Agent on or around the Initial Valuation Date (being [●]) based on market conditions and which is specified in a notice published by the Calculation Agent on or around such date."

" On the approval of this Base Prospectus as a Base Prospectus for the purpose of Article 5.4 of the Prospectus Directive by the CSSF, application for the notification of such approval has been made to the competent authorities of Austria, Belgium, Finland, France, Germany, Ireland, Italy, the Netherlands, Norway, Poland, Portugal, Spain, Sweden and the United Kingdom."

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 June 20, 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 Original 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 June 16, 2017