



Prospectus Supplement No. 2 to Base Prospectus, dated April 20, 2017

The Goldman Sachs Group, Inc. Euro Medium-Term Notes, Series F

This Prospectus Supplement No. 2 (the "Prospectus Supplement") to the Base Prospectus, dated April 20, 2017 and approved by the Commission de Surveillance du Secteur Financier (the "CSSF") on April 20, 2017 (the "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 July 10, 2005, as amended (the "Luxembourg Law") and should be read in conjunction therewith, and with Prospectus Supplement No. 1, dated May 5, 2017. The terms defined in the Base Prospectus have the same meaning when used in this Prospectus Supplement.

The credit ratings of The Goldman Sachs Group, Inc. referred to in the Base Prospectus have been issued by DBRS, Inc., Fitch, Inc., Moody's Investors Service and Standard & Poor's Ratings Services, each of which is established in the United States (together, the "US CRAs").

In general, European regulated investors are restricted from using a rating for regulatory purposes if such rating is not either (1) issued or validly endorsed by a credit rating agency established in the European Union (an "EU CRA") and registered with the European Securities and Markets authority ("ESMA") under Regulation (EU) No. 1060/2009, as amended by Regulation (EU) No. 513/2011 and Regulation (EU) No. 462/2013 (as amended from time to time, the "CRA Regulation") or (2) issued by a credit rating agency established outside the European Union which is certified under the CRA Regulation.

The EU affiliates of DBRS, Inc., Fitch, Inc., Moody's Investors Service and Standard & Poor's Ratings Services are registered EU CRAs on the official list, available at <http://www.esma.europa.eu/page/List-registered-and-certified-CRAs>. ESMA has approved the endorsement by such EU affiliates of credit ratings issued by the corresponding US CRAs. Accordingly, credit ratings issued by the US CRAs may be used for regulatory purposes in the EU. In addition to the US CRAs mentioned, Rating and Investment Information, Inc. ("R&I") has issued a credit rating. This rating is incorporated in the Base Prospectus for information purposes only. R&I is incorporated in a third country but has not applied for the registration under the CRA Regulation.

To the extent that there is any inconsistency between (a) any statement in this Prospectus Supplement or any statement incorporated by reference in this Prospectus Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus and Supplement No. 1, the statements in (a) above will prevail. Save as disclosed in this Prospectus Supplement, as at the date hereof there has been no other significant new factor, material mistake or inaccuracy which would affect the assessment of securities to be offered to the public or listed and admitted to trading on an EU regulated market pursuant to the Base Prospectus as previously supplemented by Supplement No. 1, relating to the information included in the Base Prospectus, since the publication of Supplement No. 1.

This Prospectus Supplement incorporates by reference:

- the Current Report on Form 8-K dated June 28, 2017 (the "June 28 Form 8-K"), which we filed with the U.S. Securities and Exchange Commission (the "SEC") on June 28, 2017.

A copy of the June 28 Form 8-K has been filed with the CSSF in its capacity as competent authority under the Prospectus Directive.

The June 28 Form 8-K is incorporated by reference into, and forms part of, this Prospectus Supplement, and the information contained in the June 28 Form 8-K shall be deemed to update any information contained in the Base Prospectus and any document incorporated by reference therein. The June 28 Form 8-K will be available as described in the section "Documents Incorporated By Reference" in the Base Prospectus. This Prospectus Supplement and the June 28 Form 8-K will be available on the website of the Luxembourg Stock Exchange at <http://www.bourse.lu>.

Investors who have already agreed to purchase or subscribe for securities offered under the Base Prospectus before this Prospectus Supplement is published shall have the right, exercisable within two working days after the publication of this Prospectus Supplement, up to and including July 3, 2017, to withdraw their acceptances in accordance with Article 13 paragraph 2 of the Luxembourg Law.

Documents Incorporated by Reference

The following list of documents (the "Reports") supersedes the list of documents incorporated by reference on page 53 of the Base Prospectus:

1. the Proxy Statement relating to our 2016 Annual Meeting of Shareholders on May 20, 2016 (the "2016 Proxy Statement"), which we filed with the SEC on April 8, 2016;
2. the Current Report on Form 8-K dated May 20, 2016 (the "May 20 Form 8-K"), which we filed with the SEC on May 20, 2016;
3. the Proxy Statement relating to our 2017 Annual Meeting of Shareholders on April 28, 2017 (the "2017 Proxy Statement"), which we filed with the SEC on March 17, 2017;
4. the Annual Report on Form 10-K for the fiscal year ended December 31, 2016, dated February 24, 2017 (the "2016 Form 10-K"), including Exhibit 21.1 thereto ("Exhibit 21.1"), which we filed with the SEC on February 27, 2017;
5. the terms and conditions of the Notes contained on pages 32-100 of the base prospectus dated June 11, 2010;
6. the terms and conditions of the Notes contained on pages 33-102 of the base prospectus dated June 10, 2011;
7. the 1st bullet on page 2 of the prospectus supplement dated October 19, 2011 to the base prospectus dated June 10, 2011, amending the original terms and conditions of the Notes in the base prospectus dated June 10, 2011;
8. the terms and conditions of the Notes contained on pages 31-92 of the base prospectus dated June 8, 2012;
9. the terms and conditions of the Notes contained on pages 29-77 of the base prospectus dated June 10, 2013;
10. the terms and conditions of the Notes contained on pages 47-105 of the base prospectus dated June 5, 2014;
11. the terms and conditions of the Notes contained on pages 52-115 of the base prospectus dated June 5, 2015;
12. the terms and conditions of the Notes contained on pages 56-118 of the base prospectus dated April 21, 2016;
13. the bullets on pages S-4 to S-6 of the prospectus supplement dated January 13, 2017 to the base prospectus dated April 21, 2016, amending the original terms and conditions of the Notes in the base prospectus dated April 21, 2016;
14. the Current Report on Form 8-K dated April 18, 2017 (the "April 18 Form 8-K"), including Exhibit 99.1 ("Exhibit 99.1 to the April 18 Form 8-K"), which we filed with the SEC on April 18, 2017;
15. the Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2017, dated May 3, 2017 (the "2017 First Quarter Form 10-Q"), which we filed with the SEC on May 4, 2017; and
16. the June 28 Form 8-K.

The following table supersedes the table contained on pages 54-55 of the Base Prospectus and indicates where information required by the Prospectus Regulation to be disclosed in, or incorporated by reference into, this Prospectus Supplement can be found in the Reports. Unless otherwise specified, page references are to the body of each Report rather than to exhibits attached thereto. The information incorporated by reference that is not included in the cross-reference list is considered as additional information and is not required by the relevant schedules of the Commission Regulation (EC) 809/2004.

Information required by the Prospectus Regulation

Document/Location

Selected financial information for the fiscal years ended December 31, 2016, December 31, 2015 and December 31, 2014 (<i>Annex IV, Section 3 of the Prospectus Regulation</i>).....	2016 Form 10-K (p. 202)
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Risk factors (<i>Annex IV, Section 4 of the Prospectus Regulation</i>).....	2016 Form 10-K (pp. 25-44)
Information about us	
History and development of our company (<i>Annex IV, Section 5.1 of the Prospectus Regulation</i>).....	2016 Form 10-K (p. 1)
Investments (<i>Annex IV, Section 5.2 of the Prospectus Regulation</i>).....	2016 Form 10-K (pp. 79-81, 168-169)
Business overview	
Our principal activities (<i>Annex IV, Section 6.1 of the Prospectus Regulation</i>).....	2016 Form 10-K (pp. 1-5, 115)
Our principal markets (<i>Annex IV, Section 6.2 of the Prospectus Regulation</i>).....	2016 Form 10-K (pp. 1-7, 46, 49-50, 187-189)
Organizational structure (<i>Annex IV, Section 7 of the Prospectus Regulation</i>).....	2016 Form 10-K (pp. 35-36, Exhibit 21.1)
Trend information (<i>Annex IV, Section 8 of the Prospectus Regulation</i>).....	2016 Form 10-K (p. 47-107)
	Exhibit 99.1 to the April 18 Form 8-K (p. 7)
	2017 First Quarter Form 10-Q (pp. 90-145)
	June 28 Form 8-K (p. 2)
Administrative, management and supervisory bodies, including conflicts of interest (<i>Annex IV, Section 10 of the Prospectus Regulation</i>).....	2017 Proxy Statement (pp. 1, 5-7, 13-32, 74-76)
	2016 Proxy Statement (pp. 1, 5-6, 11-32, 72-74)
	May 20 Form 8-K (p. 2)
Audit committee (<i>Annex IV, Section 11.1 of the Prospectus Regulation</i>).....	2017 Proxy Statement (pp. 23-24, 72-73) 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>).....	2017 Proxy Statement (pp. 79)
	2016 Proxy Statement (p. 77)
Financial information	
Audited historical financial information for the fiscal years ended December 31, 2016, December 31, 2015 and December 31, 2014 (<i>Annex IV, Section 13.1-13.4 of the Prospectus Regulation</i>).....	2016 Form 10-K (p. 110-200)
Audit report (<i>Annex IV, Section 13.1 of the Prospectus Regulation</i>).....	2016 Form 10-K (p. 109)
Balance sheet (<i>Annex IV, Section 13.1 of the Prospectus Regulation</i>).....	2016 Form 10-K (p. 112)
Income statement (<i>Annex IV, Section 13.1 of the Prospectus Regulation</i>).....	2016 Form 10-K (p. 110-111)
Cash flow statement (<i>Annex IV, Section 13.1 of the Prospectus Regulation</i>).....	2016 Form 10-K (p. 114)
Accounting policies and explanatory notes (<i>Annex IV,</i>	2016 Form 10-K (p. 50-52, 115-200)

<i>Section 13.1 of the Prospectus Regulation)</i>	
Unaudited Interim and other financial information (<i>Annex IV, Section 13.5 of the Prospectus Regulation</i>)	2017 First Quarter Form 10-Q (pp. 1-89)
Balance sheet (<i>Annex IV, Section 13.5 of the Prospectus Regulation</i>).....	2017 First Quarter Form 10-Q (p. 3)
Income statement (<i>Annex IV, Section 13.5 of the Prospectus Regulation</i>).....	2017 First Quarter Form 10-Q (pp. 1-2)
Cash flow statement (<i>Annex IV, Section 13.5 of the Prospectus Regulation</i>).....	2017 First Quarter Form 10-Q (p. 5)
Accounting policies and explanatory notes (<i>Annex IV, Section 13.5 of the Prospectus Regulation</i>).....	2017 First Quarter Form 10-Q (pp. 6-86)
Legal and arbitration proceedings (<i>Annex IV, Section 13.6 of the Prospectus Regulation</i>).....	2016 Form 10-K (p. 45, 190-196)
	2017 First Quarter Form 10-Q (pp. 80-86)
Share capital (<i>Annex IV, Section 14.1 of the Prospectus Regulation</i>).....	2016 Form 10-K (p. 112, 172-174)
	2017 First Quarter Form 10-Q (pp. 4, 63-65)

References to the Base Prospectus in the Base Prospectus shall hereafter mean the Base Prospectus as supplemented by this Prospectus Supplement. The Goldman Sachs Group, Inc. has taken all reasonable care to ensure that the information contained in the Base Prospectus, as supplemented by this Prospectus Supplement and Prospectus Supplement No. 1, dated May 5, 2017, is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import and accepts responsibility accordingly.

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

Prospectus Supplement, dated June 29, 2017