

PROSPECTUS SUPPLEMENT NO. 8 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, Prospectus Supplement No. 4 to the Base Prospectus, dated 16 May 2017, Prospectus Supplement No. 5 to the Base Prospectus, dated 16 June 2017, Prospectus Supplement No. 6 to the Base Prospectus, dated 5 July 2017, and Prospectus Supplement No. 7 to the Base Prospectus, dated 24 July 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.

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 24 August 2017, which is two working days after the publication of this Prospectus Supplement, to withdraw their acceptances.

Information being supplemented

Incorporation by reference

This Prospectus Supplement supplements the Base Prospectus by incorporating by reference the Quarterly Report on Form 10-Q for the second fiscal quarter ended 30 June 2017 of GSG ("**GSG's 2017 Second Quarter Form 10-Q**"), as filed with the U.S. Securities and Exchange Commission (the "**SEC**") on 3 August 2017, Goldman Sachs International's unaudited quarterly report for the quarter ended 30 June 2017 ("**GSI's 2017 Second Quarter Financial Report**"), and the Proxy Statement relating to the 2017 Annual Meeting of Shareholders on 28 April 2017 ("**GSG's 2017 Proxy Statement**"), as filed with the SEC on 17 March 2017.

Copies of GSG's 2017 Second Quarter Form 10-Q, GSI's 2017 Second Quarter Financial Report and GSG's 2017 Proxy Statement have been filed with the CSSF in its capacity as competent authority under the Prospectus Directive.

GSG's 2017 Second Quarter Form 10-Q, GSI's 2017 Second Quarter Financial Report and GSG's 2017 Proxy Statement are incorporated by reference into, and form part of, this Prospectus Supplement, and the information contained in this Prospectus Supplement, GSG's 2017 Second Quarter Form 10-Q, GSI's 2017 Second Quarter Financial Report and GSG's 2017 Proxy Statement, 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.

Information incorporated by reference

		<i>Page Reference</i>
<i>GSG's 2017 Second Quarter Form 10-Q</i>		
<i>PART I</i>	<i>FINANCIAL INFORMATION</i>	<i>Page 1</i>
<i>Item 1</i>	<i>Financial Statements (Unaudited)</i>	<i>Page 1</i>
	<i>Condensed Consolidated Statements of Earnings</i>	<i>Page 1</i>
	<i>Condensed Consolidated Statements of Comprehensive Income</i>	<i>Page 2</i>
	<i>Condensed Consolidated Statements of Financial Condition</i>	<i>Page 3</i>
	<i>Condensed Consolidated Statements of Changes in Shareholders' Equity</i>	<i>Page 4</i>
	<i>Condensed Consolidated Statements of Cash Flows</i>	<i>Page 5</i>
	<i>Notes to Condensed Consolidated Financial Statements</i>	<i>Pages 6-88</i>
	<i>Report of Independent Registered Public Accounting Firm</i>	<i>Page 89</i>
	<i>Statistical Disclosures</i>	<i>Page 90</i>
<i>Item 2</i>	<i>Management's Discussion and Analysis of Financial Condition and Results of Operations</i>	<i>Pages 92-149</i>
<i>Item 3</i>	<i>Quantitative and Qualitative Disclosures About Market Risk</i>	<i>Page 150</i>
<i>Item 4</i>	<i>Controls and Procedures</i>	<i>Page 150</i>
<i>PART II</i>	<i>OTHER INFORMATION</i>	<i>Page 150</i>
<i>Item 1</i>	<i>Legal Proceedings</i>	<i>Page 150</i>
<i>Item 2</i>	<i>Unregistered Sales of Equity Securities and Use of Proceeds</i>	<i>Page 150</i>
<i>Item 6</i>	<i>Exhibits</i>	<i>Page 151</i>
<i>SIGNATURES</i>		<i>Page 151</i>
<i>GSI's 2017 Second Quarter Financial Report</i>		
<i>PART I</i>	<i>Management Report</i>	<i>Pages 2-24</i>
<i>PART II</i>	<i>Unaudited Financial Statements</i>	<i>Page 25</i>

<i>Profit and Loss Account</i>	<i>Page 25</i>
<i>Statements of Comprehensive Income</i>	<i>Page 25</i>
<i>Balance Sheet</i>	<i>Page 26</i>
<i>Statements of Changes in Equity</i>	<i>Page 27</i>
<i>Statements of Cash Flows</i>	<i>Page 28</i>
<i>Notes to the Financial Statements</i>	<i>Pages 29-45</i>
<i>GSG's 2017 Proxy Statement</i>	
<i>Executive Summary</i>	<i>Pages 1-12</i>
<i>Corporate Governance</i>	<i>Pages 13-32</i>
<i>Compensation Matters</i>	<i>Pages 33-71</i>
<i>Audit Matters</i>	<i>Pages 72-73</i>
<i>Certain Relationships and Related Transactions</i>	<i>Pages 74-76</i>
<i>Beneficial Ownership</i>	<i>Pages 77-79</i>

Amendments to the Summary

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

- (a) Element B.12 (*Selected historical key financial information of the Issuer*) (pages 3 and 4 of the Original Base Prospectus) shall be deleted in its entirety and replaced with the following:

"B.12	Selected historical key financial information of the Issuer	[The following table shows selected key historical financial information in relation to GSI:																									
		<table border="1"> <thead> <tr> <th></th> <th colspan="2">As at and for the six months ended (unaudited)</th> <th colspan="2">As at and for the year ended (audited)</th> </tr> <tr> <th><i>(in USD millions)</i></th> <th>30 June 2017</th> <th>30 June 2016</th> <th>31 December 2016</th> <th>31 December 2015</th> </tr> </thead> <tbody> <tr> <td>Operating Profit</td> <td>1,150</td> <td>1,515</td> <td>2,280</td> <td>2,939</td> </tr> <tr> <td>Profit on ordinary activities before taxation</td> <td>966</td> <td>1,350</td> <td>1,943</td> <td>2,661</td> </tr> <tr> <td>Profit for the financial period</td> <td>715</td> <td>1,003</td> <td>1,456</td> <td>2,308</td> </tr> </tbody> </table>		As at and for the six months ended (unaudited)		As at and for the year ended (audited)		<i>(in USD millions)</i>	30 June 2017	30 June 2016	31 December 2016	31 December 2015	Operating Profit	1,150	1,515	2,280	2,939	Profit on ordinary activities before taxation	966	1,350	1,943	2,661	Profit for the financial period	715	1,003	1,456	2,308
			As at and for the six months ended (unaudited)		As at and for the year ended (audited)																						
		<i>(in USD millions)</i>	30 June 2017	30 June 2016	31 December 2016	31 December 2015																					
		Operating Profit	1,150	1,515	2,280	2,939																					
		Profit on ordinary activities before taxation	966	1,350	1,943	2,661																					
		Profit for the financial period	715	1,003	1,456	2,308																					
		<table border="1"> <thead> <tr> <th></th> <th colspan="2">As of (unaudited)</th> <th colspan="2">As of (audited)</th> </tr> <tr> <th><i>(in USD millions)</i></th> <th>30 June 2017</th> <th>31 December 2016</th> <th>31 December 2015</th> <th></th> </tr> </thead> <tbody> <tr> <td>Fixed Assets</td> <td>173</td> <td>140</td> <td>12</td> <td></td> </tr> <tr> <td>Current Assets</td> <td>934,295</td> <td>934,129</td> <td>850,219</td> <td></td> </tr> <tr> <td>Total Shareholder's funds</td> <td>30,846</td> <td>27,533</td> <td>26,353</td> <td></td> </tr> </tbody> </table>		As of (unaudited)		As of (audited)		<i>(in USD millions)</i>	30 June 2017	31 December 2016	31 December 2015		Fixed Assets	173	140	12		Current Assets	934,295	934,129	850,219		Total Shareholder's funds	30,846	27,533	26,353	
			As of (unaudited)		As of (audited)																						
		<i>(in USD millions)</i>	30 June 2017	31 December 2016	31 December 2015																						
		Fixed Assets	173	140	12																						
		Current Assets	934,295	934,129	850,219																						
		Total Shareholder's funds	30,846	27,533	26,353																						
		[The following table shows selected key historical financial information in relation to GSW:																									
<table border="1"> <thead> <tr> <th></th> <th colspan="2">As at and for the year ended (audited)</th> </tr> <tr> <th><i>(in EUR)</i></th> <th>31 December 2016</th> <th>31 December 2015</th> </tr> </thead> <tbody> <tr> <td>Operating income</td> <td>787,784.88</td> <td>677,585.76</td> </tr> <tr> <td>Taxation on income</td> <td>-270,600.86</td> <td>-216,316.24</td> </tr> <tr> <td>Net Income</td> <td>517,184.02</td> <td>461,269.52</td> </tr> </tbody> </table>		As at and for the year ended (audited)		<i>(in EUR)</i>	31 December 2016	31 December 2015	Operating income	787,784.88	677,585.76	Taxation on income	-270,600.86	-216,316.24	Net Income	517,184.02	461,269.52												
	As at and for the year ended (audited)																										
<i>(in EUR)</i>	31 December 2016	31 December 2015																									
Operating income	787,784.88	677,585.76																									
Taxation on income	-270,600.86	-216,316.24																									
Net Income	517,184.02	461,269.52																									
<table border="1"> <thead> <tr> <th></th> <th colspan="2">As at (audited)</th> </tr> <tr> <th><i>(in EUR)</i></th> <th>31 December 2016</th> <th>31 December 2015</th> </tr> </thead> <tbody> <tr> <td>Total assets</td> <td>6,047,710,358.96</td> <td>4,975,138,387.11</td> </tr> <tr> <td>Total capital and reserves</td> <td>3,851,963.16</td> <td>3,334,779.14</td> </tr> </tbody> </table>		As at (audited)		<i>(in EUR)</i>	31 December 2016	31 December 2015	Total assets	6,047,710,358.96	4,975,138,387.11	Total capital and reserves	3,851,963.16	3,334,779.14															
	As at (audited)																										
<i>(in EUR)</i>	31 December 2016	31 December 2015																									
Total assets	6,047,710,358.96	4,975,138,387.11																									
Total capital and reserves	3,851,963.16	3,334,779.14																									

		<p>[Save for certain 'test' trades, GSFCI has not commenced operations since the date of its incorporation (19 October 2016) and has not produced any financial statements.]</p> <p>[There has been no material adverse change in the prospects of GSI since 31 December 2016.]</p> <p>[There has been no material adverse change in the prospects of GSW since 31 December 2016.]</p> <p>[There has been no material adverse change in the prospects of GSFCI since 19 October 2016 (the date of its incorporation).]</p> <p>[Not applicable: there has been no significant change in the financial or trading position of GSI since 30 June 2017.]</p> <p>[Not applicable: there has been no significant change in the financial or trading position of GSW since 31 December 2016.]</p> <p>[Not applicable: there has been no significant change in the financial or trading position of GSFCI since 19 October 2016 (the date of its incorporation).]"</p>
--	--	--

- (b) Element B.19 (B.12) (*Selected historical key financial information of the Guarantor*) (page 7 of the Original Base Prospectus) shall be deleted in its entirety and replaced 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 GSG:																																									
		<table border="1"> <thead> <tr> <th rowspan="2"><i>(in USD millions)</i></th> <th colspan="2">As at and for the six months ended (unaudited)</th> <th colspan="2">As at and for the Year ended</th> </tr> <tr> <th>30 June 2017</th> <th>30 June 2016</th> <th>December 2016</th> <th>December 2015</th> </tr> </thead> <tbody> <tr> <td>Total non-interest revenues</td> <td>14,609</td> <td>12,633</td> <td>28,021</td> <td>30,756</td> </tr> <tr> <td>Net revenues, including net interest income</td> <td>15,913</td> <td>14,270</td> <td>30,608</td> <td>33,820</td> </tr> <tr> <td>Pre-tax earnings/(loss)</td> <td>5,048</td> <td>4,039</td> <td>10,304</td> <td>8,778</td> </tr> </tbody> </table> <table border="1"> <thead> <tr> <th rowspan="2"><i>(in USD millions)</i></th> <th>As at 30 June (unaudited)</th> <th colspan="2">As at 31 December</th> </tr> <tr> <th>2017</th> <th>2016</th> <th>2015</th> </tr> </thead> <tbody> <tr> <td>Total assets</td> <td>906,518</td> <td>860,165</td> <td>861,395</td> </tr> <tr> <td>Total liabilities</td> <td>819,843</td> <td>773,272</td> <td>774,667</td> </tr> <tr> <td>Total shareholders' equity:</td> <td>86,675</td> <td>86,893</td> <td>86,728</td> </tr> </tbody> </table>	<i>(in USD millions)</i>	As at and for the six months ended (unaudited)		As at and for the Year ended		30 June 2017	30 June 2016	December 2016	December 2015	Total non-interest revenues	14,609	12,633	28,021	30,756	Net revenues, including net interest income	15,913	14,270	30,608	33,820	Pre-tax earnings/(loss)	5,048	4,039	10,304	8,778	<i>(in USD millions)</i>	As at 30 June (unaudited)	As at 31 December		2017	2016	2015	Total assets	906,518	860,165	861,395	Total liabilities	819,843	773,272	774,667	Total shareholders' equity:	86,675
<i>(in USD millions)</i>	As at and for the six months ended (unaudited)			As at and for the Year ended																																							
	30 June 2017	30 June 2016	December 2016	December 2015																																							
Total non-interest revenues	14,609	12,633	28,021	30,756																																							
Net revenues, including net interest income	15,913	14,270	30,608	33,820																																							
Pre-tax earnings/(loss)	5,048	4,039	10,304	8,778																																							
<i>(in USD millions)</i>	As at 30 June (unaudited)	As at 31 December																																									
	2017	2016	2015																																								
Total assets	906,518	860,165	861,395																																								
Total liabilities	819,843	773,272	774,667																																								
Total shareholders' equity:	86,675	86,893	86,728																																								
		There has been no material adverse change in the prospects of GSG since 31 December 2016.																																									
		Not applicable; there has been no significant change in the financial or trading position																																									

		of GSG since 30 June 2017."
--	--	-----------------------------

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 "Documents Incorporated by Reference"

- (a) The information in the section entitled "Documents Incorporated by Reference" of the Base Prospectus shall be supplemented by deleting paragraph 1 entitled "Goldman Sachs International" (page 105 of the Original Base Prospectus) and replacing it 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 Unaudited Quarterly Financial Report of GSI for the period ended 30 June 2017 ("**GSI's 2017 Second Quarter Financial Report**"), containing, in Part II, the Unaudited Financial Statements of GSI for the period ended 30 June 2017 ("**GSI's 2017 Second Quarter Financial Statements**").
- (b) The Unaudited Quarterly Financial Report of GSI for the period ended 31 March 2017 ("**GSI's 2017 First Quarter Financial Report**"), containing, in Part II, the Unaudited Financial Statements of GSI for the period ended 31 March 2017 ("**GSI's 2017 First Quarter Financial Statements**").
- (c) The Annual Report for the fiscal year ended 31 December 2016 of GSI ("**GSI's 2016 Annual Report**"), containing, in Part II, the Directors' Report and Audited Financial Statements of GSI for the period ended 31 December 2016 ("**GSI's 2016 Financial Statements**").
- (d) The Unaudited Quarterly Financial Report of GSI for the period ended 30 September 2016 ("**GSI's 2016 Third Quarter Financial Report**"), containing, in Part II, the Unaudited Financial Statements of GSI for the period ended 30 September 2016 ("**GSI's 2016 Third Quarter Financial Statements**").
- (e) The Annual Report for the fiscal year ended 31 December 2015 of GSI ("**GSI's 2015 Annual Report**"), containing, in Part II, the Directors' Report and Audited Financial Statements of GSI for the period ended 31 December 2015 ("**GSI's 2015 Financial Statements**").
- (f) The Annual Report for the fiscal year ended 31 December 2014 of GSI ("**GSI's 2014 Annual Report**"), containing, in Part II, the Directors' Report and Audited Financial Statements of GSI for the period ended 31 December 2014 ("**GSI's 2014 Financial Statements**").

Cross-Reference List

GSI Information in the Financial Statements	GSI's 2017 Second Quarter Financial Report	GSI's 2017 First Quarter Financial Report	GSI's 2016 Annual Report	GSI's 2015 Annual Report
---	--	--	--------------------------------	--------------------------------

Management Report/ Strategic Report	pp. 2-24	pp. 2-22	pp. 2-48	pp. 2-48
Report of the Directors	N/A	N/A	pp. 49-50	pp. 49-50
Balance Sheet	p.26	p. 24	p. 54	p. 54
Profit and Loss Account	p. 25	p. 23	p. 53	p. 53
Statement of Cash Flows	p. 28	p. 26	p. 56	p. 56
Notes to the Financial Statements	pp. 29-45	pp. 27-43	pp. 57-91	pp. 57-94
Independent Auditors' Report	N/A	N/A	pp. 51-52	pp. 51-52

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**").

Additional Information relating to "Alternative Performance Measures" (as defined in the Guidelines published by the European Securities and Markets Authority) contained in GSI's 2015 Annual Report and GSI's 2014 Annual Report is set out in the section "Important Legal Information" on pages 695 to 696 of this Base Prospectus."

- (b) The information in the section entitled "Documents Incorporated by Reference" of the Base Prospectus shall be supplemented by deleting paragraph 3 entitled "The Goldman Sachs Group, Inc." (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 Quarterly Report on Form 10-Q for the second fiscal quarter ended 30 June 2017 of The Goldman Sachs Group, Inc. ("**GSG's 2017 Second Quarter Form 10-Q**"), as filed with the SEC on 3 August 2017.
- (b) The Current Report on Form 8-K dated 18 July 2017 of The Goldman Sachs Group, Inc. ("**GSG's 18 July 2017 Form 8-K**"), including Exhibit 99.1 ("**Exhibit 99.1 to GSG's 18 July 2017 Form 8-K**") as filed with the SEC on 18 July 2017.
- (c) The Current Report on Form 8-K dated 28 June 2017 of The Goldman Sachs Group, Inc. ("**GSG's 28 June 2017 Form 8-K**"), as filed with the SEC on 28 June 2017.
- (d) The Quarterly Report on Form 10-Q for the first fiscal quarter ended 31 March 2017 of The Goldman Sachs Group, Inc. ("**GSG's 2017 First Quarter Form 10-Q**"), as filed with the SEC on 4 May 2017.
- (e) 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.

- (f) The Proxy Statement relating to the 2017 Annual Meeting of Shareholders on 28 April 2017 ("**GSG's 2017 Proxy Statement**"), as filed with the SEC on 17 March 2017.
- (g) The Proxy Statement relating to the 2016 Annual Meeting of Shareholders on 20 May 2016 ("**GSG's 2016 Proxy Statement**"), as filed with the SEC on 8 April 2016.
- (h) 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 Prospectus Regulation is to be disclosed in, and incorporated by reference into, this Base Prospectus can be found in the documents referred to above:

Information required by the Prospectus Regulation	Document/Location
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)
Information about GSG	
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)
Business overview	
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) GSG's 28 June 2017 Form 8-K (p. 2) GSG's 2017 First Quarter Form 10-Q (pp. 90-145) GSG's 2017 Second Quarter Form 10-Q (pp. 92-149)
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 2017 Proxy Statement (pp. 1, 5-7, 13-32, 74-76) 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 2017 Proxy Statement (pp. 23-24, 72-73) GSG's 2016 Proxy Statement (pp. 21, 64-

65)

Beneficial owners of more than five per cent. (*Annex IV, Section 12 of the Prospectus Regulation*) GSG's 2017 Proxy Statement (p. 79)
GSG's 2016 Proxy Statement (p. 77)

Financial information

Audited historical financial information for the fiscal years ended 31 December 2016 and 31 December 2015 (*Annex IV, Section 13.1-13.4 of the Prospectus Regulation*) GSG's 2016 Form 10-K (pp. 110-200)

Audit report (*Annex IV, Section 13.1 of the Prospectus Regulation*) GSG's 2016 Form 10-K (p. 109)

Balance sheet (*Annex IV, Section 13.1 of the Prospectus Regulation*) GSG's 2016 Form 10-K (p. 112)

Income statement (*Annex IV, Section 13.1 of the Prospectus Regulation*) GSG's 2016 Form 10-K (pp. 110-111)

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)

Unaudited interim and other financial information (*Annex IV, Section 13.5 of the Prospectus Regulation*) GSG's 2017 First Quarter Form 10-Q (pp. 1-89)

GSG's 2017 Second Quarter Form 10-Q (pp. 1-91)

Balance sheet (*Annex IV, Section 13.5 of the Prospectus Regulation*) GSG's 2017 First Quarter Form 10-Q (p.3)

GSG's 2017 Second Quarter Form 10-Q (p. 3)

Income statement (*Annex IV, Section 13.5 of the Prospectus Regulation*) GSG's 2017 First Quarter Form 10-Q (pp. 1-2)

GSG's 2017 Second Quarter Form 10-Q (pp. 1-2)

Cash flow statement (*Annex IV, Section 13.5 of the Prospectus Regulation*) GSG's 2017 First Quarter Form 10-Q (p. 5)

GSG's 2017 Second Quarter Form 10-Q (p. 5)

Accounting policies and explanatory notes (*Annex IV, Section 13.5 of the Prospectus Regulation*) GSG's 2017 First Quarter Form 10-Q (pp. 6-86)

GSG's 2017 Second Quarter Form 10-Q (pp. 6-88)

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

GSG's 2017 First Quarter Form 10-Q (p. 80-86)

GSG's 2017 Second Quarter Form 10-Q (pp. 81-88)

Additional information

Share capital (<i>Annex IV, Section 14.1 of the Prospectus Regulation</i>)	GSG's 2016 Form 10-K (pp. 112, 172-174)
	GSG's 2017 First Quarter Form 10-Q (pp. 4, 63-65)
	GSG's 2017 Second Quarter Form 10-Q (pp. 4, 64-66)

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) Amendments to the section entitled "Goldman Sachs International"

The information in the section entitled "Goldman Sachs International" shall be supplemented by:

- (a) deleting the fourth paragraph under the sub-heading "General Information on Goldman Sachs International" (page 603 of the Original Base Prospectus) and replacing it 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 in Note 16 of the "Notes to Financial Statements" at page 35 of GSI's 2017 Second Quarter Financial Report, which has been incorporated by reference into this Base Prospectus as set out above."; and

- (b) deleting the sub-section entitled "Selected Financial Information" (pages 605 and 606 of the Original Base Prospectus) and replacing it with the following:

"Selected Financial Information"

The selected financial information set out below has been extracted from (i) GSI's 2016 Financial Statements, (ii) GSI's 2015 Financial Statements, which have been audited by PricewaterhouseCoopers LLP and on which PricewaterhouseCoopers LLP issued an unqualified audit report and (iii) GSI's 2017 Second Quarter Financial Statements, which have not been audited.

GSI's 2016 Financial Statements have been prepared in accordance with FRS 101. GSI's 2015 Financial Statements have been prepared in accordance with FRS 101. GSI's 2017 Second Quarter Financial Statements have been prepared in accordance with FRS 104. GSI's 2016 Financial Statements, GSI's 2015 Financial Statements and GSI's Second Quarter 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 GSI:

		As at and for the six months ended (unaudited)		As at and for the year ended	
(in millions)	USD	30 June 2017	30 June 2016	31 December 2016	31 December 2015
Operating Profit		1,150	1,515	2,280	2,939
Profit on ordinary activities before taxation	on	966	1,350	1,943	2,661

Profit for the financial period	715	1,003	1,456	2,308
	As of (unaudited)		As of	
<i>(in millions)</i>	<i>USD</i>	30 June 2017	31 December 2016	31 December 2015
Fixed Assets		173	140	12
Current Assets		934,295	934,129	850,219
Total Shareholder's funds		30,846	27,533	26,353

(3) **Amendments to the section entitled "General Information"**

The information in the section entitled "General Information" of the Base Prospectus shall be supplemented by:

- (a) deleting paragraph 3 entitled "No significant change and no material adverse change" (page 698 of the Original Base Prospectus) and replacing it with the following:

"3. No significant change and no material adverse change

There has been no significant change in the financial or trading position of GSI since 30 June 2017. There has been no material adverse change in the prospects of GSI since 31 December 2016.

There has been no significant change in the financial or trading position of GSW since 31 December 2016. There has been no material adverse change in the prospects of GSW since 31 December 2016.

There has been no significant change in the financial or trading position of GSFCI since 19 October 2016 (the date of its incorporation). There has been no material adverse change in the prospects of GSFCI since 19 October 2016 (the date of its incorporation).

There has been no significant change in the financial or trading position of GSG since 30 June 2017. There has been no material adverse change in the prospects of GSG since 31 December 2016.

In this Base Prospectus, references to the "prospects" and "financial or trading position" of GSI, GSW, GSFCI and GSG are specifically to the respective ability of each of GSI, GSW, GSFCI and GSG to meet its full payment obligations under the Securities (in the case of each of GSI, GSW and GSFCI) or Guaranty (in the case of GSG) in a timely manner. Material information about the respective financial condition and prospects of GSI, GSW, GSFCI and GSG is included in each of GSI's, GSW's and GSG's annual and interim reports, which are incorporated by reference into this Base Prospectus, and will be included in GSFCI's annual and interim reports once published and incorporated by reference into this Base Prospectus.";

- (b) deleting paragraph 4 entitled "Litigation" (page 698 of the Original Base Prospectus) and replacing it with the following:

"4. Litigation

Save as disclosed in (i) "Legal Proceedings" of Note 22 to the Financial Statements (pages 75 to 76) of GSI's 2016 Annual Report, (ii) Part II, item 8: Financial Statements and Supplementary Data - "Note 27. Legal Proceedings" (pages 190 to 196) of GSG's 2016 Form 10-K, (iii) Part I, Item 1: Financial Statements (Unaudited) – "Note 27: Legal Proceedings" (pages 81 to 88) of GSG's 2017 Second Quarter Form 10-Q and (iv) "Legal Proceedings" of Note 16 to the Financial Statements (pages 35 and 36) of GSI's 2017 Second Quarter Financial Report, there have been no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which GSG, GSI, GSW or GSFCI 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 GSG, GSI, GSW, GSFCI or Goldman Sachs Group's financial position or profitability."; and

- (c) deleting paragraph 5 entitled "Availability of Documents" (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 2017 Proxy Statement;
- (f) GSG's 2016 Proxy Statement;
- (g) GSG's 2016 Form 10-K;
- (h) GSG's 18 July 2017 Form 8-K;
- (i) GSG's 28 June 2017 Form 8-K;
- (j) GSG's 18 April 2017 Form 8-K;
- (k) GSG's 2017 Second Quarter Form 10-Q;
- (l) GSG's 2017 First Quarter Form 10-Q;
- (m) GSI's 2017 Second Quarter Financial Report;
- (n) GSI's 2017 First Quarter Financial Report;
- (o) GSI's 2016 Annual Report
- (p) GSI's 2015 Annual Report;
- (q) GSI's 2014 Annual Report;
- (r) GSI's 2016 Third Quarter Financial Report;
- (s) GSW's 2016 Financial Statements;
- (t) GSW's 2015 Financial Statements;
- (u) GSW's 2014 Financial Statements;
- (v) GSW's 2016 Interim Financial Statements;
- (w) the Guaranty;
- (x) the Programme Agency Agreement;
- (y) the Deed of Covenant and the Cayman Deed of Covenant;
- (z) 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;
- (aa) a copy of the Base Prospectus;
- (bb) a copy of any supplement to the Base Prospectus and Final Terms; and
- (cc) 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.

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 22 August 2017