

PROSPECTUS SUPPLEMENT NO. 5 TO THE BASE PROSPECTUS DATED 26 JUNE 2012



GOLDMAN SACHS INTERNATIONAL
(Incorporated with unlimited liability in England)

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

GOLDMAN SACHS BANK (EUROPE) PLC
(Incorporated with limited liability in Ireland)

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

in respect of which the obligations of Goldman Sachs International,
Goldman, Sachs & Co. Wertpapier GmbH and
Goldman Sachs Bank (Europe) plc are
guaranteed by

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

This prospectus supplement (the "**Prospectus Supplement**") to the base prospectus dated 26 June 2012 (the "**Original Base Prospectus**") prepared by Goldman, Sachs & Co. Wertpapier GmbH ("**GSW**") as issuer, Goldman Sachs Bank (Europe) plc ("**GSBE**") as issuer, Goldman Sachs International ("**GSI**") as issuer and The Goldman Sachs Group, Inc. ("**GSG**") as guarantor 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 and amended on 3 July 2012 (the "**Luxembourg Law**") and should be read in conjunction therewith and with Prospectus Supplement No. 1, dated 25 July 2012, Prospectus Supplement No. 2, dated 13 August 2012, Prospectus Supplement No. 3, dated 12 October 2012 and Prospectus Supplement No. 4, dated 18 October 2012 (the Original Base Prospectus as so supplemented, the "**Base Prospectus**"). Terms defined in the Base Prospectus have the same meaning when used in this Prospectus Supplement.

This Prospectus Supplement supplements the Base Prospectus by:

- (1) supplementing the Risk Factors therein; and
- (2) incorporating by reference therein the Quarterly Report on Form 10-Q for the third fiscal quarter ended 30 September 2012 (the "**Third Quarter Form 10-Q**") which was filed with the U.S. Securities and Exchange Commission and with the Commission de Surveillance du Secteur Financier.

The Third Quarter Form 10-Q is by reference incorporated into, and forms part of, this Prospectus Supplement, and the information contained in this Prospectus Supplement and the Third Quarter Form 10-Q shall be deemed to update and where applicable, supersede any information contained in the Base Prospectus, or any document 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.

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 12 November 2012, which is two working days after the publication of this Prospectus Supplement, to withdraw their acceptances.

Amendments to the Base Prospectus

A. Supplementing Risk Factors

The section entitled "Risk Factors" in the Base Prospectus is hereby supplemented and amended by virtue of this Prospectus Supplement, as follows:

1. the following paragraphs shall be inserted immediately below paragraph 1 of Risk Factor 4.19 (*Risks associated with Interest Rates as Underlying Assets*) on page 46 of the Original Base Prospectus:

"Beginning in 2008, concerns have been raised that some of the member banks surveyed by the British Bankers' Association (the "BBA") in connection with the calculation of LIBOR across a range of maturities and currencies may have been under-reporting or otherwise manipulating the inter-bank lending rate applicable to them in order to profit on their derivatives positions or to avoid an appearance of capital insufficiency or adverse reputational or other consequences that may have resulted from reporting inter-bank lending rates higher than those they actually submitted. At least one BBA member bank has entered into a settlement with a number of its regulators and law enforcement agencies with respect to alleged manipulation of LIBOR, and investigations by regulators and governmental authorities in various jurisdictions are ongoing. In addition, there have been allegations that member banks may have manipulated other inter-bank lending rates, such as EURIBOR. If manipulation of LIBOR or another inter-bank lending rate occurred, it may have resulted in that rate being artificially lower (or higher) than it would otherwise have been. Any such manipulation could have occurred over a substantial period of time.

Following a review of LIBOR conducted at the request of the U.K. Government, on 28 September 2012, Martin Wheatley (Managing Director of the U.K. Financial Services Authority and Chief Executive-designate of the Financial Conduct Authority) published recommendations for reforming the setting and governing of LIBOR (the "**Wheatley Review**"). The Wheatley Review made a number of recommendations for changes with respect to LIBOR including the introduction of statutory regulation of LIBOR, the transfer of responsibility for LIBOR from the BBA to an independent administrator, changes to the method of compilation of lending rates and new regulatory oversight and enforcement mechanisms for rate-setting and reduction in the number of currencies and tenors for which LIBOR is published. On 17 October 2012, the Financial Secretary to the U.K. Treasury responded to the Wheatley Review, endorsing the report's recommendations, and indicating that the U.K. Government would act without delay to take the necessary action to implement the recommendations. However, it is not possible to predict the effect of any changes in the methods pursuant to which the LIBOR rates are determined and any other reforms to LIBOR that will be enacted in the U.K. and elsewhere. Any such changes or reforms to LIBOR may result in a sudden or prolonged increase or decrease in reported LIBOR rates, which could have an adverse impact on the value of the Securities and any payments linked to LIBOR thereunder. In addition, uncertainty as to the extent and mechanism by which the recommendations will be adopted and the timing of such changes may adversely affect the current trading market for LIBOR-based securities and the value of the Securities."

B. Documents incorporated by reference

The information below is included to provide investors with additional information about documents that have been incorporated by reference as of the date of this Prospectus Supplement.

The Base Prospectus, as supplemented by this Prospectus Supplement, incorporates by reference the following documents in relation to The Goldman Sachs Group, Inc.

1. The Goldman Sachs Group, Inc.

GSG files documents and information with the United States Securities and Exchange Commission (the "SEC"). The following documents, which GSG has filed with the SEC, are hereby incorporated by reference into this Base Prospectus:

- (1) the Current Report on Form 8-K dated 21 June 2012 (filed with the SEC on 22 June 2012) (the "**21 June Form 8-K**");
- (2) the Quarterly Report on Form 10-Q for the fiscal quarter ended 31 March 2012 (the "**First Quarter Form 10-Q**");
- (3) the Current Report on Form 8-K dated 17 April 2012 (filed with the SEC on 17 April 2012) (the "**17 April Form 8-K**");
- (4) Item 1 of the Proxy Statement relating to the 2012 Annual Meeting of Shareholders on 24 May 2012 (the "**Proxy Statement**");
- (5) the Annual Report on Form 10-K for the fiscal year ended 31 December 2011 (the "**2011 Form 10-K**", containing financial statements relating to the fiscal years ended 31 December 2011 and 31 December 2010, including Exhibit 21.1 thereto);
- (6) the Current Report on Form 8-K dated 17 July 2012 (filed with the SEC on 17 July 2012) (the "**17 July Form 8-K**");
- (7) the Quarterly Report on Form 10-Q for the fiscal quarter ended 30 June 2012 (the "**Second Quarter Form 10-Q**");
- (8) the Current Report on Form 8-K dated 16 October 2012 (filed with the SEC on 16 October 2012) (the "**16 October Form 8-K**"); and
- (9) the Quarterly Report on Form 10-Q for the fiscal quarter ended 30 September 2012 (the "**Third Quarter Form 10-Q**")

This above list supersedes the list of documents incorporated by reference on page 59 of the Original Base Prospectus.

The following table supersedes the table contained on pages 60 and 61 of the Original Base Prospectus in relation to The Goldman Sachs Group, Inc. and indicates where information required by the Prospectus Regulation to be disclosed in, and incorporated by reference into, the 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 2011, 31 December 2010 and 31 December 2009 (Annex IV, Section 3.1 of the Prospectus Regulation)	2011 Form 10-K (p. 215)

Unaudited selected financial information (Annex IV, Section 3.1 of the Prospectus Regulation)	17 July Form 8-K (pp. 7-11)
	16 October Form 8-K (pp. 7-11)
Risk factors relating to GSG (Annex IV, Section 4 of the Prospectus Regulation)	2011 Form 10-K (pp. 21-34)
	First Quarter Form 10-Q (pp. 167-169)
	Second Quarter Form 10-Q (pp. 177-179)
	Third Quarter Form 10-Q (pp. 181-183)

Information about GSG

History and development of the company (Annex IV, Section 5.1 of the Prospectus Regulation)	2011 Form 10-K (p. 1)
Investments (Annex IV, Section 5.2 of the Prospectus Regulation)	2011 Form 10-K (pp. 81-82)
	First Quarter Form 10-Q (pp. 140-141)
	Second Quarter Form 10-Q (pp. 150-151)
	Third Quarter Form 10-Q (pp. 153-154)

Business overview

GSG's principal activities (Annex IV, Section 6.1 of the Prospectus Regulation)	2011 Form 10-K (pp. 1-6, 115)
GSG's principal markets (Annex IV, Section 6.2 of the Prospectus Regulation)	2011 Form 10-K (pp. 1, 37, 43-44, 190-193)
Organizational Structure (Annex IV, Section 7 of the Prospectus Regulation)	2011 Form 10-K (p. 26, Exhibit 21.1)
Trend information (Annex IV, Section 8 of the Prospectus Regulation)	2011 Form 10-K (pp. 40-44)
	First Quarter Form 10-Q (pp. 106-108)
	Second Quarter Form 10-Q (pp. 113-116)
	Third Quarter Form 10-Q (pp. 114-118)
Administrative, management and supervisory bodies, including conflicts of interest (Annex IV, Section 10 of the Prospectus Regulation)	2012 Proxy Statement (pp. 1-3, 7-21, 55-57)
	2011 Form 10-K (pp. 35-36)
Audit committee (Annex IV, Section 11.1 of the Prospectus Regulation)	2012 Proxy Statement (pp. 21-22, 48-49)

Beneficial owners of more than five per cent. (Annex IV, Section 12 of the Prospectus Regulation) 2012 Proxy Statement (p. 60)

Financial information

Audited historical financial information for the fiscal years ended 31 December 2011 and 31 December 2010 (Annex IV, Section 13.1-13.4 of the Prospectus Regulation)	2011 Form 10-K (pp. 110-212)
Audit report (Annex IV, Section 13.1 of the Prospectus Regulation)	2011 Form 10-K (p. 109)
Balance sheet (Annex IV, Section 13.1 of the Prospectus Regulation)	2011 Form 10-K (p. 111)
Income statement (Annex IV, Section 13.1 of the Prospectus Regulation)	2011 Form 10-K (p. 110)
Cash flow statement (Annex IV, Section 13.1 of the Prospectus Regulation)	2011 Form 10-K (p. 113)
Accounting policies and explanatory notes (Annex IV, Section 13.1 of the Prospectus Regulation)	2011 Form 10-K (pp. 45-48, 115-212)
Unaudited interim historical financial information (Annex IV, Section 13.5 of the Prospectus Regulation)	First Quarter Form 10-Q (pp. 2-104) 17 July Form 8-K (pp. 7-9, 11) Second Quarter Form 10-Q (pp. 2-111) 16 October Form 8-K (pp. 7-9, 11) Third Quarter Form 10-Q (pp. 2-112)
Legal and arbitration proceedings (Annex IV, Section 13.6 of the Prospectus Regulation)	2011 Form 10-K (pp. 34, 195-207) First Quarter Form 10-Q (pp. 87-100, 169) Second Quarter Form 10-Q (pp. 93-106, 179) Third Quarter Form 10-Q (pp. 94-107, 183)
Financial or trading position (Annex IV, Section 13.7 of the Prospectus Regulation)	2011 Form 10-K (pp. 110-212) First Quarter Form 10-Q (pp. 2-104) 17 April Form 8-K (pp. 2-4) Second Quarter Form 10-Q (pp. 2-111) 16 October Form 8-K (pp. 2-4) Third Quarter Form 10-Q (pp. 2-112)

Additional information

Share capital (Annex IV, Section 14.1 of the Prospectus Regulation)	2011 Form 10-K (pp. 111-112, 177-179)
	First Quarter Form 10-Q (pp. 4-5, 72 - 74)
	Second Quarter Form 10-Q (pp. 4-5, 77-79)
	Third Quarter Form 10-Q (pp. 4-5, 78-79)
Credit ratings (Annex V, Section 7.5 of the Prospectus Regulation)	2011 Form 10-K (pp. 91-92)
	First Quarter Form 10-Q (pp. 151-152)
	21 June Form 8-K (p. 2)
	Second Quarter Form 10-Q (pp. 161-162)
	Third Quarter Form 10-Q (pp. 164-165)

Any information included in the documents incorporated by reference but not listed in the table above is given to provide investors with additional information.

In addition, such documents will be available free of charge from the Luxembourg listing agent, Banque Internationale à Luxembourg, société anonyme, from its principal office in Luxembourg and from the Swiss Programme Agent and the Swiss Paying Agent. The Luxembourg Stock Exchange will publish such documents on its website at www.bourse.lu.

References to the Base Prospectus shall hereafter mean the Base Prospectus as supplemented by this Prospectus Supplement. Each of the Issuers and the Guarantor has taken all reasonable care to ensure that the information contained in the Base Prospectus, as supplemented by this Prospectus Supplement, 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 8 November 2012