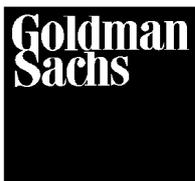


**PROSPECTUS SUPPLEMENT NO. 2 TO THE BASE PROSPECTUS DATED 20 JUNE 2014**



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

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

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

in respect of which the obligations of Goldman Sachs International,  
Goldman, Sachs & Co. Wertpapier GmbH are  
guaranteed by

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

**This Prospectus Supplement**

This prospectus supplement (the "**Prospectus Supplement**") to the base prospectus dated 20 June 2014 prepared by Goldman, Sachs & Co. Wertpapier GmbH ("**GSW**") 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**") (the "**Original 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 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 17 July 2014 (the Original Base Prospectus as so supplemented, the "**Base Prospectus**"). On 20 June 2014, the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") approved the Original Base Prospectus for the purposes of Article 7 of the Luxembourg Law. The terms defined in the Base Prospectus have the same meaning when used in this Prospectus Supplement.

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

**Information being supplemented**

***Supplement No. 2 to the Registration Document***

This Prospectus Supplement supplements the Base Prospectus by incorporating by reference in its entirety Supplement No. 2 to the Registration Document dated 20 June 2014 ("**Supplement No. 2 to the Registration Document**"), approved by the CSSF on 8 August 2014. Supplement No. 2 to the Registration Document incorporates the Quarterly Report on Form 10-Q of GSG for the second fiscal quarter ended 30 June 2014, which was filed with the U.S. Securities and Exchange Commission on 7 August 2014. A copy of the Second Quarter Form 10-Q has been filed with the CSSF in its capacity as competent authority under the Prospectus Directive.

Supplement No. 2 to the Registration Document is by reference incorporated into, and forms part of, this Prospectus Supplement, and the information contained in this Prospectus Supplement, and Supplement No. 2 to the Registration Document 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*.

#### **Amendments to the Summary**

The right-hand column of Element B.19 (B.12) (*Selected historical key financial information of the Guarantor*) of the Summary on page 6 of the Original Base Prospectus shall be updated to read as follows:

"

<b>Income statement information</b>				
	<b>For the three months ended (unaudited)</b>		<b>For the Year ended</b>	
<i>(in USD millions)</i>	<b>30 June 2014</b>	<b>30 June 2013</b>	<b>December 2013</b>	<b>December 2012</b>
Total non-interest revenues	8,125	7,786	30,814	30,283
Net revenues, including net interest income	9,125	8,612	34,206	34,163
Pre-tax earnings	2,821	2,645	11,737	11,207

<b>Balance sheet information</b>			
	<b>As at 30 June (unaudited)</b>	<b>As at 31 December</b>	
<i>(in USD millions)</i>	<b>2014</b>	<b>2013</b>	<b>2012</b>
Total assets	859,914	911,507	938,555
Total liabilities	778,285	833,040	862,839
Total shareholders' equity:	81,629	78,467	75,716

There has been no material adverse change in the prospects of GSG since 31 December 2013.

Not applicable; there has been no significant change in GSG's financial or trading position since 30 June 2014."

#### **Additional Supplements to the Base Prospectus**

The following supplemental changes shall be made to the Base Prospectus by virtue of this Prospectus Supplement:

1. Sub-paragraph (c) set out under the heading "Public Offer Selling Restrictions Under The Prospectus Directive" on page 574 of the Original Base Prospectus shall now read as follows:

"(c) at any time to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive), subject to obtaining the prior consent of the relevant Dealer or Dealers nominated by the Issuer for any such offer; or"

2. The seventh sub-paragraph set out under the heading "Public Offer Selling Restrictions Under The Prospectus Directive" on page 574 of the Original Base Prospectus shall now read as follows:

"For the purposes of this provision, the expression "**an offer of Securities to the public**" in relation to any Securities in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Securities to be offered so as to enable an investor to decide to purchase or subscribe the Securities, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State, and the expression "**Prospectus Directive**" means Directive 2003/71/EC as amended, including by Directive 2010/73/EU, and includes any relevant implementing measure in the Relevant Member State."

3. The first paragraph set out under the heading "Hong Kong" on page 579 of the Original Base Prospectus shall now read as follows:

"No advertisement, invitation or document relating to the Securities may be issued, or may be in the possession of any person for the purpose of issue, (in each case whether in Hong Kong or elsewhere), if such advertisement, invitation or document is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the laws of Hong Kong) other than with respect to Securities which are or are intended to be disposed of only to persons outside of Hong Kong or only to "professional investors" within the meaning of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong, the "**SFO**") and any rules made thereunder. In addition, in respect of Securities which are not a "structured product" as defined in the SFO, the Securities may not be offered or sold by means of any document other than (i) to "professional investors" within the meaning of the SFO and any rules made thereunder; or (ii) in other circumstances which do not result in the document being a "prospectus" within the meaning of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong (the "**CO**") or which do not constitute an offer to the public within the meaning of the CO."

## **Responsibility**

Each of Goldman Sachs International and Goldman, Sachs & Co. Wertpapier GmbH 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 12 August 2014, 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. Each of the Issuers and the Guarantor has taken all reasonable care to ensure that the information contained in the Base Prospectus (including 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.

**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 8 August 2014