PROSPECTUS SUPPLEMENT NO. 3 TO THE BASE PROSPECTUS DATED 24 JUNE 2013

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

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

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 24 June 2013 (the "**Original Base Prospectus**") 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**"), 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 19 July 2013, Prospectus Supplement No. 2, dated 19 August 2013 and the Notice of the Issuers and Guarantor under the Programme giving notice of certain amendments to the Original Base Prospectus, dated 19 July 2013 (the Original Base Prospectus as so supplemented, the "**Base Prospectus**"). On 24 June 2013, the Commission de Surveillance du Secteur Financier (the "**CSSF**") approved the 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. This Supplement will be available on the website of the Luxembourg Stock Exchange at www.bourse.lu.

Purpose of this Supplement

This Prospectus Supplement supplements the Base Prospectus in relation to a significant new factor in respect of certain terms and conditions of EIS Notes (as defined in the Base Prospectus) capable of affecting the assessment of such Securities.

Information being Supplemented

Please note that, in respect of any whole sentences or paragraphs reproduced below from the Base Prospectus as supplemented by this Prospectus Supplement, any insertions of new text in such sentences or paragraphs from that prior to this Prospectus Supplement, have been underlined. Such underlining is for ease of reference only, and the actual text included in the Base Prospectus (as supplemented by this Prospectus Supplement) is not underlined.

'Summary'

In relation to those provisions of the Summary of the Base Prospectus describing EIS Notes, each reference therein to "fair market value on the Issue Date" and "fair market value of the Preference Share on the Issue Date" is deleted and replaced with "issue price" or "issue price of the Preference

Share" (as the context may require). Accordingly, from the date of this Supplement, the relevant parts of the Summary shall read as follows:

1. Second last paragraph of element C.15 (at page 12 of the Original Base Prospectus):

> "[*For EIS Notes, insert*: The value of the Securities and the final redemption amount payable on the maturity date [or, if applicable, the automatic early redemption amount payable on the relevant automatic early redemption date] will depend on the performance of the preference share between the initial valuation date and the [valuation date or final valuation date, as applicable/valuation date]. If the fair market value of the preference share on the [valuation date or final valuation date, as applicable/valuation date], is less than <u>its issue price</u>, an investor will sustain a loss of some or up to all of the amount invested in the Securities.]"

2. Third paragraph under "Non-scheduled Early Repayment Amount" of element C.18 (at page 14 of the Original Base Prospectus):

> "[*Insert if EIS Notes*: In such case, the Non-scheduled Early Repayment Amount payable on such unscheduled early redemption shall be, for each Security, of the Specified Denomination of [insert Specified Denomination], (A) in the case of (i) above, essentially, an amount equal to [insert Specified Denomination], multiplied by the result of (x) the fair market value of the Preference Share on the date on which the Notes are scheduled for unscheduled early redemption divided by (y) <u>the issue price of the Preference Share</u>; and (B) in the case of (ii) above, an amount representing the fair market value of the Security taking into account all relevant factors less all costs incurred by the Issuer or any of its affiliates in connection with such early redemption[, including those related to unwinding of any underlying and/or related hedging and funding arrangement].]"

3. Definition of 'Preference Share Value$_{\text{Initial}}$' in element C.18 (*Return on the Securities*):

- "**Preference Share Value$_{\text{Initial}}$**: <u>the issue price of the Preference Share</u>."

Further, as a consequential change following from the above, the first sentence of the second paragraph under the EIS Notes sub-section in element D.6. (*Key risks that are specific to the Securities*) (page 27 of the Original Base Prospectus) shall be supplemented and replaced with the following:

> "The value of the Securities is dependent on the change in the fair market value of the Preference Shares <u>on the final valuation date from their issue price on the initial valuation date</u>."

<u>'EIS Note Payout Conditions'</u>

The definition of 'Preference Share Value$_{\text{Initial}}$' in Section 2 (*Defined Terms*) (at page 179 of the Original Base Prospectus) is amended so that it no longer refers to the "Preference Share Value" of the Preference Share but rather the "issue price" of the Preference Share, so that it now reads as follows:

> "**Preference Share Value$_{\text{Initial}}$**: means, in relation to the applicable Preference Share, <u>the issue price of the Preference Share</u>."

<u>'EIS Note Description'</u>

The last sentence of the first paragraph in the section "EIS NOTE DESCRIPTION" – "1. OVERVIEW OF THE EIS NOTES" (at page 391 of the Original Base Prospectus) shall be supplemented and replaced to read as follows:

"In particular, the return on, and amount payable under, the EIS Notes will depend on the change in the fair market value of the Preference Shares on the final valuation date from their issue price on the initial valuation date."

Under Part 2 – Specific Terms and Conditions, Part A – Key Terms (constant) of the Base Prospectus, the following two paragraphs (at pages 397-398 of the Original Base Prospectus) are no longer relevant and are deleted:

"***Company Call***

The Company shall have the right exercisable during the Call and Put Period to redeem compulsorily all of the then outstanding Preference Shares at the Call and Put Redemption Amount payable on the date that right is exercised in accordance with the Articles, the Specific Terms and Conditions and in the manner determined by the Company (a "**Company Call**"). Upon the Company exercising such right, it shall notify the Holders as soon as practicable in accordance with the Articles.

Holder Put

If the Company has not given notice of its right to redeem compulsorily the Preference Shares in accordance with a Company Call, each Holder shall have the right exercisable during the Call and Put Period, by giving notice to the Company, to have all of its Preference Shares redeemed at the Call and Put Redemption Amount payable on the date that right is exercised in accordance with the Articles and in the manner determined by the Company (a "**Holder Put**"). Upon the occurrence of a Holder exercising such right, and where there is more than one Holder, the Company shall notify the other Holders as soon as practicable in accordance with the Articles."

The reference in the first line under "*Redemption*" (at page 397 of the Original Base Prospectus) to "including the exercise of a Company Call or Holder Put as described below" is no longer relevant and is therefore deleted.
Under Part B – Key Terms (variable), the two line items "Call and Put Period:" and "Call and Put Redemption Amount:" (at page 399 of the Original Base Prospectus) are no longer relevant and are deleted.

General information

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 18 September 2013, which is two working days after the publication of this Prospectus Supplement, to withdraw their acceptances.

Interpretation and application

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this 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.

The amendments in relation to the terms and conditions of the Securities shall only apply to Final Terms, the date of which falls on or after the approval of 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 16 September 2013