

**PROSPECTUS SUPPLEMENT NO. 12 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, Prospectus Supplement No. 7 to the Base Prospectus, dated 24 July 2017, Prospectus Supplement No. 8 to the Base Prospectus, dated 22 August 2017, Prospectus Supplement No. 9 to the Base Prospectus, dated 6 September 2017, Prospectus Supplement No. 10 to the Base Prospectus, dated 25 September 2017 and Prospectus Supplement No. 11, dated 18 October 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 16 November 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 third fiscal quarter ended 30 September 2017 of GSG ("**GSG's 2017 Third Quarter Form 10-Q**"), as filed with the U.S. Securities and Exchange Commission (the "**SEC**") on 2 November 2017, and Goldman Sachs International's unaudited quarterly financial report for the quarter ended 30 September 2017 ("**GSI's 2017 Third Quarter Financial Report**").

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

GSG's 2017 Third Quarter Form 10-Q and GSI's 2017 Third Quarter Financial Report are incorporated by reference into, and form part of, this Prospectus Supplement, and the information contained in this Prospectus Supplement, GSG's 2017 Third Quarter Form 10-Q and GSI's 2017 Third Quarter Financial Report, 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](http://www.bourse.lu).

### Information incorporated by reference

<i>GSG's 2017 Third Quarter Form 10-Q</i>		<i>Page Reference</i>
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	<i>Condensed Consolidated Statements of Comprehensive Income</i>	Page 2
	<i>Condensed Consolidated Statements of Financial Condition</i>	Page 3
	<i>Condensed Consolidated Statements of Changes in Shareholders' Equity</i>	Page 4
	<i>Condensed Consolidated Statements of Cash Flows</i>	Page 5
	<i>Notes to Condensed Consolidated Financial Statements</i>	Pages 6-88
	<i>Report of Independent Registered Public Accounting Firm</i>	Page 89
	<i>Statistical Disclosures</i>	Page 90
<i>Item 2</i>	<i>Management's Discussion and Analysis of Financial Condition and Results of Operations</i>	Pages 92-149
<i>Item 3</i>	<i>Quantitative and Qualitative Disclosures About Market Risk</i>	Page 150
<i>Item 4</i>	<i>Controls and Procedures</i>	Page 150
<i>PART II</i>	<i>OTHER INFORMATION</i>	Page 150
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<i>PART II</i>	<i>Unaudited Financial Statements</i>	
	<i>Profit and Loss Account</i>	Page 24
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	<i>Statements of Cash Flows</i>	Page 27
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**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	<b>Selected historical key financial information of the Issuer</b>	[The following table shows selected key historical financial information in relation to GSI:									
		<table> <tr> <td></td> <td style="text-align: center;"><b>As at and for the nine months ended (unaudited)</b></td> <td style="text-align: center;"><b>As at and for the year ended (audited)</b></td> </tr> <tr> <td style="text-align: center;"><i>(in millions)</i></td> <td style="text-align: center;"><b>30 September 2017</b></td> <td style="text-align: center;"><b>30 September 2016</b></td> </tr> <tr> <td></td> <td style="text-align: center;"><b>31 December 2016</b></td> <td style="text-align: center;"><b>31 December 2015</b></td> </tr> </table>		<b>As at and for the nine months ended (unaudited)</b>	<b>As at and for the year ended (audited)</b>	<i>(in millions)</i>	<b>30 September 2017</b>	<b>30 September 2016</b>		<b>31 December 2016</b>	<b>31 December 2015</b>
			<b>As at and for the nine months ended (unaudited)</b>	<b>As at and for the year ended (audited)</b>							
		<i>(in millions)</i>	<b>30 September 2017</b>	<b>30 September 2016</b>							
			<b>31 December 2016</b>	<b>31 December 2015</b>							
		Operating Profit	1,871	2,065	2,280	2,939					
		Profit on ordinary activities before taxation	1,629	1,815	1,943	2,661					
		Profit for the financial period	1,216	1,344	1,456	2,308					
			<b>As of (unaudited)</b>	<b>As of (audited)</b>							
		<i>(in millions)</i>	<b>30 September 2017</b>	<b>31 December 2016</b>	<b>31 December 2015</b>						
Fixed Assets	188	140	12								
Current Assets	955,846	934,129	850,219								
Total Shareholder's funds	31,379	27,533	26,353								
	[The following table shows selected key historical financial information in relation to GSW:										
<i>(in EUR)</i>	<b>As at and for the six months ended (unaudited)</b>	<b>As at and for the year ended (audited)</b>									
	<b>30 June 2017</b>	<b>30 June 2016</b>	<b>31 December 2016</b>	<b>31 December 2015</b>							
Operating income	334,016.37	407,944.15	787,784.88	677,585.76							

		Taxation on income	-106,631.67	-130,231.95	-270,600.86	-216,316.24
		Net Income	227,384.70	277,712.20	517,184.02	461,269.52
			<b>As at six months ended (unaudited) 30 June 2017</b>		<b>As at (audited) 31 December 2016    31 December 2015</b>	
		<i>(in EUR)</i>				
		Total assets	8,084,073,502.55		6,047,710,358.96	4,975,138,387.11
		Total capital and reserves	4,079,347.86		3,851,963.16	3,334,779.14
		[The following table shows selected key historical financial information in relation to GSFCl:				
			<b>As at and for the period ended (unaudited)<sup>1</sup></b>			
		<i>(in USD thousands)</i>	<b>30 June 2017</b>			
		Operating profit and profit on ordinary activities before taxation	10,318			
		Profit for the financial period	10,318			
			<b>As of (unaudited)</b>			
		<i>(in USD thousands)</i>	<b>30 June 2017</b>			
		Current Assets	622,409			
		Net Assets	6,152			
		Total Shareholder's funds	6,152			
		1. GSFCl was incorporated on 19 October 2016 and the accounting reference period has been extended to 63 weeks ending 31 December 2017. The figures included in the table represent the results of GSFCl for the 37 week period commencing on 19 October 2016 and ending on 30 June 2017.				
		[There has been no material adverse change in the prospects of GSI since 31 December 2016.]				
		[There has been no material adverse change in the prospects of GSW since 31 December 2016.]				
		[There has been no material adverse change in the prospects of GSFCl since 19 October 2016 (the date of its incorporation).]				
		[Not applicable: there has been no significant change in the financial or trading position of GSI since 30 September 2017.]				
		[Not applicable: there has been no significant change in the financial or trading position of GSW since 30 June 2017.]				
		[Not applicable: there has been no significant change in the financial or trading position of GSFCl since 30 June 2017.]"				

- (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)	<b>Selected historical key financial information of the Guarantor</b>	The following table shows selected key historical financial information in relation to GSG:			
		<i>(in USD millions)</i>			
		<b>As at and for the nine months ended (unaudited)</b>		<b>As at and for the Year ended</b>	
		<b>30 September 2017</b>	<b>30 September 2016</b>	<b>December 2016</b>	<b>December 2015</b>
	Total non-interest revenues	22,205	20,187	28,021	30,756
	Net revenues, including net interest income	24,239	22,438	30,608	33,820
	Pre-tax earnings/(loss)	8,024	6,907	10,304	8,778
		<b>As at 30 September (unaudited)</b>		<b>As at 31 December</b>	
		<b>2017</b>		<b>2016</b>	<b>2015</b>
	Total assets	930,132		860,165	861,395
	Total liabilities	843,840		773,272	774,667
	Total shareholders' equity:	86,292		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 September 2017."				

#### Amendments to the Base Prospectus

The Base Prospectus shall be amended and supplemented 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 September 2017 ("**GSI's 2017 Third Quarter Financial Report**"), containing, in Part II, the Unaudited Financial Statements of GSI for the period ended 30 September 2017 ("**GSI's 2017 Third Quarter Financial Statements**").

- (b) 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**").
- (c) 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**").
- (d) 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**").
- (e) 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**").
- (f) 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**").
- (g) 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

<b>GSI Information in the Financial Statements</b>	<b>GSI's 2017 Third Quarter Financial Report</b>	<b>GSI's 2017 Second Quarter Financial Report</b>	<b>GSI's 2017 First Quarter Financial Report</b>	<b>GSI's 2016 Annual Report</b>	<b>GSI's 2015 Annual Report</b>
Management Report/ Strategic Report	pp. 2-23	pp. 2-24	pp. 2-22	pp. 2-48	pp. 2-48
Report of the Directors	N/A	N/A	N/A	pp. 49-50	pp. 49-50
Balance Sheet	p. 25	p.26	p. 24	p. 54	p. 54
Profit and Loss Account	p. 24	p. 25	p. 23	p. 53	p. 53
Statement of Cash Flows	p. 27	p. 28	p. 26	p. 56	p. 56
Notes to the Financial Statements	28-44	pp. 29-45	pp. 27-43	pp. 57-91	pp. 57-94
Independent Auditors' Report	N/A	N/A	N/A	pp. 51-52	pp. 51-52

Any information included in the documents incorporated by reference that is not included in the cross-reference list is considered to be not relevant for the investor or is otherwise covered elsewhere in this Base Prospectus.

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 third fiscal quarter ended 30 September 2017 of The Goldman Sachs Group, Inc. ("**GSG's 2017 Third Quarter Form 10-Q**"), as filed with the SEC on 2 November 2017;
- (b) The Current Report on Form 8-K dated 17 October 2017 of The Goldman Sachs Group, Inc. ("**GSG's 17 October 2017 Form 8-K**"), including Exhibit 99.1 ("**Exhibit 99.1 to GSG's 17 October 2017 Form 8-K**") as filed with the SEC on 17 October 2017;
- (c) The Current Report on Form 8-K dated 12 September 2017 of The Goldman Sachs Group, Inc. ("**GSG's 12 September 2017 Form 8-K**"), including Exhibit 99.1 ("**Exhibit 99.1 to GSG's 12 September 2017 Form 8-K**") as filed with the SEC on 12 September 2017;
- (d) 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;
- (e) 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;
- (f) 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;
- (g) 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;
- (h) 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;
- (i) 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;
- (j) 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; and
- (k) 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 the Prospectus Regulation is to be disclosed in, and incorporated by reference into, this Base Prospectus can be found in the documents referred to above:

<b>Information required by the Prospectus Regulation</b>	<b>Document/Location</b>
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)
<b>Information about GSG</b>	
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)
<b>Business overview</b>	
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)
	GSG's 2017 Third Quarter Form 10-Q (pp. 92-149)
	GSG's 12 September 2017 Form 8-K (p. 2)
	Exhibit 99.1 to GSG's 17 October 2017 Form 8-K
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. ( <i>Annex IV, Section 12 of the Prospectus Regulation</i> )	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 ( <i>Annex IV, Section 13.1-13.4 of the Prospectus Regulation</i> )	GSG's 2016 Form 10-K (pp. 110-200)
Audit report ( <i>Annex IV, Section 13.1 of the Prospectus Regulation</i> )	GSG's 2016 Form 10-K (p. 109)
Balance sheet ( <i>Annex IV, Section 13.1 of the Prospectus Regulation</i> )	GSG's 2016 Form 10-K (p. 112)
Income statement ( <i>Annex IV, Section 13.1 of the Prospectus Regulation</i> )	GSG's 2016 Form 10-K (pp. 110-111)
Cash flow statement ( <i>Annex IV, Section 13.1 of the Prospectus Regulation</i> )	GSG's 2016 Form 10-K (p. 114)
Accounting policies and explanatory notes ( <i>Annex IV, Section 13.1 of the Prospectus Regulation</i> )	GSG's 2016 Form 10-K (pp. 50-52, 115-200)
Unaudited interim and other financial information ( <i>Annex IV, Section 13.5 of the Prospectus Regulation</i> )	GSG's 2017 First Quarter Form 10-Q (pp. 1-89)
	GSG's 2017 Second Quarter Form 10-Q (pp. 1-91)
	GSG's 2017 Third Quarter Form 10-Q (pp. 1-91)
Balance sheet ( <i>Annex IV, Section 13.5 of the Prospectus Regulation</i> )	GSG's 2017 First Quarter Form 10-Q (p.3)
	GSG's 2017 Second Quarter Form 10-Q (p. 3)
	GSG's 2017 Third Quarter Form 10-Q (pp. 3)
Income statement ( <i>Annex IV, Section 13.5 of the Prospectus Regulation</i> )	GSG's 2017 First Quarter Form 10-Q (pp. 1-2)
	GSG's 2017 Second Quarter Form 10-Q (pp. 1-2)
	GSG's 2017 Third Quarter Form 10-Q (pp. 1-2)
	Exhibit 99.1 to GSG's 17 October 2017 Form 8-K (pp. 7-8)
Cash flow statement ( <i>Annex IV, Section 13.5 of the Prospectus Regulation</i> )	GSG's 2017 First Quarter Form 10-Q (p. 5)
	GSG's 2017 Second Quarter Form 10-Q (p. 5)
	GSG's 2017 Third Quarter Form 10-Q (pp.5)
Accounting policies and explanatory notes ( <i>Annex IV, Section 13.5 of the Prospectus Regulation</i> )	GSG's 2017 First Quarter Form 10-Q (pp. 6-86)
	GSG's 2017 Second Quarter Form 10-Q

	(pp. 6-88)
	GSG's 2017 Third Quarter Form 10-Q (pp.6-88)
Legal and arbitration proceedings ( <i>Annex IV, Section 13.6 of the Prospectus Regulation</i> )	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)
	GSG's 2017 Third 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)
	GSG's 2017 Third 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 Commission Regulation (EC) No 809/2004, as amended (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 34 of GSI's 2017 Third 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 Third 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 Third Quarter Financial Statements have been prepared in accordance with FRS 104. GSI's 2016 Financial Statements, GSI's 2015 Financial Statements and GSI's 2017 Third 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:

<i>(in millions)</i>	<i>USD</i>	<b>As at and for the nine months ended (unaudited)</b>		<b>As at and for the year ended</b>	
		<b>30 September 2017</b>	<b>30 September 2016</b>	<b>31 December 2016</b>	<b>31 December 2015</b>
Operating Profit		1,871	2,065	2,280	2,939
Profit on ordinary activities before taxation	on	1,629	1,815	1,943	2,661
Profit for the financial period		1,216	1,344	1,456	2,308
		<b>As of (unaudited)</b>		<b>As of</b>	
<i>(in millions)</i>	<i>USD</i>	<b>30 September 2017</b>		<b>31 December 2016</b>	<b>31 December 2015</b>
Fixed Assets		188		140	12
Current Assets		955, 846		934,129	850,219
Total Shareholder's funds		31, 379		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 sub-section 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 September 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 30 June 2017. 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 30 June 2017. 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 September 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 and GSFCI's interim report, which are

incorporated by reference into this Base Prospectus in whole or in relevant part, and will be included in GSFCI's annual report once published and incorporated by reference into this Base Prospectus.";

- (b) deleting sub-section 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 Third Quarter Form 10-Q and (iv) "Legal Proceedings" of Note 16 to the Financial Statements (Unaudited) (pages 34 and 35) of GSI's 2017 Third 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 sub-section 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 17 October 2017 Form 8-K;
- (i) GSG's 12 September 2017 Form 8-K;
- (j) GSG's 18 July 2017 Form 8-K;
- (k) GSG's 28 June 2017 Form 8-K;
- (l) GSG's 18 April 2017 Form 8-K;
- (m) GSG's 2017 Third Quarter Form 10-Q;
- (n) GSG's 2017 Second Quarter Form 10-Q;
- (o) GSG's 2017 First Quarter Form 10-Q;
- (p) GSI's 2017 Third Quarter Financial Report;
- (q) GSI's 2017 Second Quarter Financial Report;
- (r) GSI's 2017 First Quarter Financial Report;
- (s) GSI's 2016 Annual Report
- (t) GSI's 2015 Annual Report;
- (u) GSI's 2014 Annual Report;
- (v) GSI's 2016 Third Quarter Financial Report;
- (w) GSW's 2016 Financial Statements;
- (x) GSW's 2015 Financial Statements;
- (y) GSW's 2014 Financial Statements;
- (z) GSW's 2016 Interim Financial Statements;
- (aa) GSW's 2017 Interim Financial Statements;
- (bb) GSFCI's 2017 Interim Financial Report;
- (cc) the Guaranty;
- (dd) the Programme Agency Agreement;
- (ee) the Deed of Covenant and the Cayman Deed of Covenant;
- (ff) 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;

- (gg) a copy of the Base Prospectus;
- (hh) a copy of any supplement to the Base Prospectus and Final Terms; and
- (ii) 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.

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Prospectus Supplement dated 14 November 2017