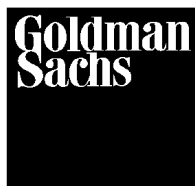


PROSPECTUS SUPPLEMENT NO. 13 TO THE BASE PROSPECTUS DATED 2 MARCH 2017



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, Prospectus Supplement No. 11 to the Base Prospectus, dated 18 October 2017 and Prospectus Supplement No. 12 to the Base Prospectus, dated 14 November 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 2 January 2018, which is two working days after the publication of this Prospectus Supplement, to withdraw their acceptances.

Information being supplemented

This Prospectus Supplement supplements the Base Prospectus by including certain legends and selling restrictions in anticipation of the application of Regulation (EU) No 1286/2014 (the "**PRIIPs Regulation**") with effect from 1 January 2018 and to update certain information relating to GSI.

This Prospectus Supplement will be available on the website of the Luxembourg Stock Exchange at *www.bourse.lu*.

Amendments to the Original Base Prospectus

The Original Base Prospectus shall be amended and supplemented as follows:

1. Amendments to the section entitled "Important Notices"

The information in the section entitled "Important Notices" of the Original Base Prospectus shall be supplemented by inserting the following text immediately after the paragraph beginning "Potential for discretionary determinations by the Issuer or the Calculation Agent under the Securities" on page iv:

"IMPORTANT – EEA RETAIL INVESTORS

If the Final Terms in respect of any Securities include a legend entitled "Prohibition of Sales to EEA Retail Investors", with effect from 1 January 2018, the Securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("**EEA**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU ("**MiFID II**"); (ii) a customer within the meaning of Directive 2002/92/EC ("**IMD**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended, the "**Prospectus Directive**"). Consequently no key information document required by Regulation (EU) No 1286/2014 (the "**PRIIPs Regulation**") for offering or selling the Securities or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

Notwithstanding the above paragraph, in the case where the Final Terms in respect of any Securities include a legend entitled "Prohibition of Sales to EEA Retail Investors" but where the Issuer subsequently prepares and publishes a key information document under the PRIIPs Regulation in respect of such Securities, then following such publication, the prohibition on the offering, sale or otherwise making available the Securities to a retail investor as described in the above paragraph and in such legend shall no longer apply."

2. Amendments to the section entitled "Commonly Asked Questions"

The information in the section entitled "Commonly Asked Questions" of the Original Base Prospectus shall be supplemented by inserting a new paragraph 3(f) on page 114 as follows:

"(f) from 1 January 2018, if the Final Terms in respect of any Securities specify the "Prohibition of Sales to EEA Retail Investors" to be "Applicable", then the Securities may not be made available to any retail investor in the European Economic Area. From 1 January 2018, if the Final Terms in respect of any Securities specify the "Prohibition of Sales to EEA Retail Investors" to be "Not Applicable" in respect of a specified time period, then the Securities may not be made available to any retail investor in the European Economic Area unless a key information document required by Regulation (EU) No 1286/2014 (the "**PRIIPs Regulation**") has been prepared."

3. Amendments to the section entitled "Form of Final Terms (Instruments)"

The information in the section entitled "Form of Final Terms (Instruments)" of the Original Base Prospectus shall be supplemented as follows:

(a) by inserting a new paragraph immediately below the heading "FORM OF FINAL TERMS (INSTRUMENTS)" on page 450 of the Original Base Prospectus as follows:

"[Include if the offer of the Securities will be concluded on or after 1 January 2018 and if applicable:
PROHIBITION OF SALES TO EEA RETAIL INVESTORS: [With effect from 1 January 2018, the]/[The] Securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("**EEA**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point

(11) of Article 4(1) of Directive 2014/65/EU ("**MiFID II**"); (ii) a customer within the meaning of Directive 2002/92/EC ("**IMD**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended, the "**Prospectus Directive**"). Consequently no key information document required by Regulation (EU) No 1286/2014 (the "**PRIIPs Regulation**") for offering or selling the Securities or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPS Regulation. Notwithstanding the above, if the Issuer subsequently prepares and publishes a key information document under the PRIIPs Regulation in respect of the Securities, then the prohibition on the offering, sale or otherwise making available the Securities to a retail investor as described above shall no longer apply.]"

- (b) by inserting a new item 70 on page 507 of the Original Base Prospectus as follows:

"70. **[Prohibition of Sales to EEA Retail Investors:** [Applicable] / [Not Applicable]]"

(Include unless the offer of Securities will be concluded prior to 1 January 2018)

4. Amendments to the section entitled "Form of Final Terms (Notes)"

The information in the section entitled "Form of Final Terms (Notes)" of the Original Base Prospectus shall be supplemented as follows:

- (a) by inserting a new paragraph immediately below the heading "FORM OF FINAL TERMS (NOTES)" on page 516 of the Original Base Prospectus as follows:

"[Include if the offer of the Securities will be concluded on or after 1 January 2018 and if applicable:
PROHIBITION OF SALES TO EEA RETAIL INVESTORS: [With effect from 1 January 2018, the]/[The] Securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("**EEA**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU ("**MiFID II**"); (ii) a customer within the meaning of Directive 2002/92/EC ("**IMD**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended, the "**Prospectus Directive**"). Consequently no key information document required by Regulation (EU) No 1286/2014 (the "**PRIIPs Regulation**") for offering or selling the Securities or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPS Regulation. Notwithstanding the above, if the Issuer subsequently prepares and publishes a key information document under the PRIIPs Regulation in respect of the Securities, then the prohibition on the offering, sale or otherwise making available the Securities to a retail investor as described above shall no longer apply.]"

- (b) by inserting a new item 67 on page 573 of the Original Base Prospectus as follows:

"67. **[Prohibition of Sales to EEA Retail Investors:** [Applicable] / [Not Applicable]]"

(Include unless the offer of Securities will be concluded prior to 1 January 2018)

5. Amendments to the section entitled "Goldman Sachs International"

The information in the section entitled "Goldman Sachs International" on pages 603 to 606 of the Original Base Prospectus shall be supplemented by deleting in its entirety the penultimate paragraph of the sub-section entitled "General Information on Goldman Sachs International" on page 603 of the Original Base Prospectus and replacing it with the following:

"The objects and purposes of GSI are provided for in Article 2 (Objects) of the Articles of Association of GSI dated 20 February 2017."

6. Amendments to the section entitled "Selling Restrictions"

The information in the section entitled "Selling Restrictions" of the Original Base Prospectus shall be supplemented by inserting the following text above and preceding the heading "Argentina" on page 674:

"Prohibition of Sales to EEA Retail Investors"

From 1 January 2018, unless the Final Terms in respect of any Securities specify the "Prohibition of Sales to EEA Retail Investors" to be "Not Applicable", each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Securities which are the subject of the offering contemplated by the Base Prospectus as completed by the Final Terms in relation thereto to any retail investor in the European Economic Area. For the purposes of this provision:

- (a) the expression "retail investor" means a person who is one (or more) of the following:
 - (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**MiFID II**"); or
 - (ii) a customer within the meaning of Directive 2002/92/EC (as amended, the "**Insurance Mediation Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or
 - (iii) not a qualified investor as defined in the Prospectus Directive; and
- (b) the expression "offer" includes 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.

Notwithstanding the above, in the case where the Final Terms in respect of any Securities do not specify the "Prohibition of Sales to EEA Retail Investors" to be not applicable but where the Issuer subsequently prepares and publishes a key information document under Regulation (EU) No 1286/2014 (the "**PRIIPs KID Regulation**") in respect of such Securities, then following such publication, the prohibition on the offering, sale or otherwise making available the Securities to a retail investor as described above shall no longer apply."

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 28 December 2017