

**PROSPECTUS SUPPLEMENT MAY 22, 2019 TO THE BASE PROSPECTUS DATED NOVEMBER 14, 2018 IN RESPECT OF THE FINAL TERMS DATED MAY 17, 2019 RELATING TO THE ISSUE OF UP TO 10,000 THREE-YEAR EUR WORST OF PHOENIX AUTOCALLABLE CERTIFICATES ON THE ORDINARY SHARES OF AXA S.A. AND UNICREDIT S.P.A., DUE MAY 17, 2022
(ISIN: GB00BHMVYX05)
(THE "CERTIFICATES" OR THE "SECURITIES")**



GOLDMAN SACHS INTERNATIONAL
(Incorporated with unlimited liability in England)

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

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

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

Goldman Sachs International

This Prospectus Supplement

This prospectus supplement (the "**Prospectus Supplement**") to the base prospectus dated 14 November 2018 prepared by Goldman, Sachs & Co. Wertpapier GmbH ("**GSW**") as issuer and Goldman Sachs International ("**GSI**") as issuer and as guarantor in respect of Securities issued by GSW (the "**Original Base Prospectus**") under their Series K 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) (the "**Luxembourg Law**") and should be read in conjunction therewith and with Prospectus Supplement No. 1 to the Original Base Prospectus dated 28 January 2019, Prospectus Supplement No. 2 to the Original Base Prospectus dated 28 March 2019 and Prospectus Supplement No. 3 to the Original Base Prospectus dated 17 May 2019 (the Original Base Prospectus as so supplemented, the "**Base Prospectus**"). On 14 November 2018, 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.

This supplement is available on the website of the Luxembourg Stock Exchange at www.bourse.lu.

Purpose of this Supplement

The purpose of this Supplement is to amend the information contained in the Final Terms dated May 17, 2019

relating to issue of up to 10,000 Three-Year EUR Worst of Phoenix Autocallable Certificates on the ordinary shares of AXA S.A. and Unicredit S.p.A., due May 17, 2022 (the "**Final Terms**") in order to update the information contained in element B.12 (*Selected historical key financial information of the Issuer*) of Section B of the Issue-Specific Summary of the Securities. **This Prospectus Supplement supplements the Base Prospectus only as it relates to the Securities and shall only amend information in the Final Terms for the Securities.**

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 May 24, 2019, which is two working days after the publication of this Prospectus Supplement, to withdraw their acceptance.

Information being supplemented

Amendments to the Summary in the Final Terms for the Securities

Element B.12 (*Selected historical key financial information of the Issuer*) of Section B of the Issue-Specific Summary of the Securities shall be deleted and replaced with the following:

B.12	Selected historical key financial information of the Issuer	The following table shows selected key historical financial information in relation to GSI:	As at and for the three months ended (unaudited)		As at and for the year ended (audited)	
		<i>(in USD millions)</i>	February 28, 2019	March 31, 2018	November 30, 2018	December 31, 2017
		Operating Profit	403	796	3,259	2,389
		Profit on ordinary activities before taxation	341	737	3,030	2,091
		Profit for the financial period	229	539	2,198	1,557
			As of (unaudited)		As of (audited)	
		<i>(in USD millions)</i>	February 28, 2019		November 30, 2018	December 31, 2017
		Fixed Assets	353		315	210
		Current Assets	867,442		886,652	939,863
		Total Shareholder's funds	34,354		33,917	31,701
	There has been no material adverse change in the prospects of GSI since November 30, 2018.					
	Not applicable: there has been no significant change in the financial or trading					

position particular to GSI subsequent to February 28, 2019.

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.

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.

U.S. notice

This Prospectus Supplement is not for use in, and may not be delivered to or inside, the United States.

The date of this Prospectus Supplement is May 22, 2019