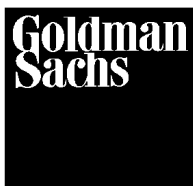


**PROSPECTUS SUPPLEMENT NO. 11 TO THE BASE PROSPECTUS DATED 2 MARCH 2017**



**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 and Prospectus Supplement No. 10 to the Base Prospectus, dated 25 September 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 20 October 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 certain information contained in the Unaudited Interim Financial Report of Goldman Sachs Finance Corp International Ltd for the period ended 30 June 2017 ("**GSFCI's 2017 Interim Financial Report**") and 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**") as filed with the U.S. Securities and Exchange Commission ("**SEC**") on 17 October 2017.

A copy of each of GSFCI's 2017 Interim Financial Report and GSG's 17 October 2017 Form 8-K has been filed with the CSSF in its capacity as competent authority under the Prospectus Directive.

The information contained in GSFCI's 2017 Interim Financial Report and GSG's 17 October 2017 Form 8-K are incorporated by reference into, and form part of, this Prospectus Supplement, and the information contained in this Prospectus Supplement, GSFCI's 2017 Interim Financial Statements and GSG's 17 October 2017 Form 8-K, 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 17 October 2017 Form 8-K*</i>		
<i>Item 2.02:</i>	<i>Results of Operations and Financial Condition</i>	<i>Page 3</i>
<i>Item 9.01:</i>	<i>Financial Statements and Exhibits</i>	<i>Page 3</i>
<i>Exhibit 99.1:</i>	<i>Press release of GSG dated October 17, 2017 containing financial information for its third quarter ended September 30, 2017</i>	<i>Pages 5 to 14 (marked as pages 1 to 10 of Exhibit 99.1)</i>

\* The page numbers referenced above in relation to GSG's 17 October 2017 Form 8-K relate to the order in which the pages appear in the PDF version of such document.

### Amendments to the Summary

The Summary shall be amended by virtue of this Prospectus Supplement as follows:

- (a) Element B.10 (*Audit report qualifications*) (page 3 of the Original Base Prospectus) shall be deleted in its entirety and replaced with the following:

"B.10	<b>Audit report qualifications</b>	[Not applicable; there are no qualifications in the audit report of GSI on its historical financial information.]  [Not applicable; there are no qualifications in the audit report of GSW on its historical financial information.]  [Not applicable; GSFCI has not produced any audited financial statements (save for the audited opening balance sheet) since the date of its incorporation (19 October 2016)]"
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- (b) 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 border="1"> <thead> <tr> <th style="width: 50%;"></th> <th style="width: 25%; text-align: center;">As at and for the six months ended (unaudited)</th> <th style="width: 25%; text-align: center;">As at and for the year ended (audited)</th> </tr> </thead> <tbody> <tr> <td style="border: none;"> </td> <td style="border: none;"> </td> <td style="border: none;"> </td> </tr> </tbody> </table>		As at and for the six months ended (unaudited)	As at and for the year ended (audited)			
	As at and for the six months ended (unaudited)	As at and for the year ended (audited)						

	<i>(in USD millions)</i>	<b>30 June 2017</b>	<b>30 June 2016</b>	<b>31 December 2016</b>	<b>31 December 2015</b>
Operating Profit		1,150	1,515	2,280	2,939
Profit on ordinary activities before taxation		966	1,350	1,943	2,661
Profit for the financial period		715	1,003	1,456	2,308
		<b>As of (unaudited)</b>		<b>As of (audited)</b>	
	<i>(in USD millions)</i>	<b>30 June 2017</b>		<b>31 December 2016</b>	<b>31 December 2015</b>
Fixed Assets		173		140	12
Current Assets		934,295		934,129	850,219
Total Shareholder's funds		30,846		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
	<i>(in EUR)</i>	<b>As at six months ended (unaudited)</b>		<b>As at (audited)</b>	
		<b>30 June 2017</b>		<b>31 December 2016</b>	<b>31 December 2015</b>
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
<p>1. GSFCI 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 GSFCI for the 37 week period commencing on 19 October 2016 and ending on 30 June 2017.</p> <p>[There has been no material adverse change in the prospects of GSI since 31 December 2016.]</p> <p>[There has been no material adverse change in the prospects of GSW since 31 December 2016.]</p> <p>[There has been no material adverse change in the prospects of GSFCI since 19 October 2016 (the date of its incorporation).]</p> <p>[Not applicable: there has been no significant change in the financial or trading position of GSI since 30 June 2017.]</p> <p>[Not applicable: there has been no significant change in the financial or trading position of GSW since 30 June 2017.]</p> <p>[Not applicable: there has been no significant change in the financial or trading position of GSFCI since 30 June 2017.]"</p>		

### **Amendments to the Base Prospectus**

The Base Prospectus is amended and supplemented as follows:

1. **Amendments to the section entitled "Statements in relation to prospects and financial or trading position"**

The section entitled "Statements in relation to prospects and financial or trading position" on pages 1 to 2 of the Original Base Prospectus shall be deleted in its entirety and replaced with the following:

**"Statements in relation to prospects and financial or trading position**

In this Base Prospectus, where GSI, GSW, GSFCI and GSG make statements that "there has been no material adverse change in the prospects" and "no significant change in the financial or trading position" of GSI, GSW, GSFCI and GSG, respectively, references in these statements to the "prospects" and "financial or trading position" of GSI, GSW, GSFCI and GSG are specifically to their respective ability to meet their 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. Such statements are made, for example, in Elements B.12 and B.19 (B.12) of the "Summary". Material information about the respective financial condition and prospects of GSI, GSW, GSFCI and GSG is included in each of GSI's, GSW's, GSFCI'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."

2. **Amendments to the section entitled "Risk Factors"**

The section entitled "Risk Factors" of the Original Base Prospectus shall be supplemented by deleting the first sentence under the heading "Risks relating to GSFCI" (page 67 of the Original Base Prospectus) and replacing it with the following:

"The following are further specific risks relating to GSFCI. In addition, please see the risk factors contained in the most recent management report, which has been incorporated by reference into this Base Prospectus as set out in the section entitled "Documents Incorporated by Reference"."

3. **Amendments to the section entitled "Documents Incorporated by Reference"**

The section entitled "Documents Incorporated by Reference" of the Original Base Prospectus shall be supplemented by:

- (a) 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 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;
- (b) 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;
- (c) 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;
- (d) 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;
- (e) 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;
- (f) 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;

- (g) 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;
- (h) The Proxy Statement relating to the 2016 Annual Meeting of Shareholders on 20 May 2016 (the "**GSG's 2016 Proxy Statement**"), as filed with the SEC on 8 April 2016; and
- (i) 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 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</i>	GSG's 2016 Form 10-K (p. 45)
	GSG's 2017 Proxy Statement (pp. 1,

<i>the Prospectus Regulation)</i>	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)
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)
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)
	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)
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)
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)

**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)]

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 the Prospectus Regulation."

- (b) adding a new sub-section 4 entitled "Goldman Sachs Finance Corp International Ltd" before the penultimate paragraph on page 108 of the Original Base Prospectus as follows:

"4. **Goldman Sachs Finance Corp International Ltd**

The information included in the following documents, which have previously been published and have been filed with the CSSF shall be deemed to be incorporated in, and to form part of, this Base Prospectus:

- (a) the unaudited interim financial report of GSFICI for the period ended 30 June 2017 ("**GSFICI's 2017 Interim Financial Report**"), which includes the management report and the unaudited financial statements of GSFICI for the period ended 30 June 2017 ("**GSFICI's 2017 Interim Financial Statements**").



#### Cross-Reference List

<b>GSFCI Information in the Financial Statements</b>	<b>GSFCI's 2017 Interim Financial Report</b>
Management Report	pp. 2-4
Profit and Loss Account	p. 5
Balance Sheet	p. 6
Statement of Changes in Equity	p. 7
Statement of Cash Flows	p. 7
Notes to the Financial Statements	pp. 8-16
Independent Auditors' Report	N/A

Any information included in GSFCI's 2017 Interim Financial Report 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."

#### 4. Amendments to the section entitled "Goldman Sachs Finance Corp International Ltd"

The information in the section entitled "Goldman Sachs Finance Corp International Ltd" shall be supplemented by deleting the sub-section entitled "Financial Information" (page 611 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 GSFCI's 2017 Interim Financial Statements, which have not been audited.

GSFCI's 2017 Interim Financial Report is incorporated by reference into this Base Prospectus. The financial information presented below should be read in conjunction with GSFCI's 2017 Interim Financial Statements and the notes thereto.

The following table shows selected key historical financial information in relation to GSFCI:

	<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. GSFCI 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 GSFCI for the 37 week period commencing on 19 October 2016 and ending on 30 June 2017.

PricewaterhouseCoopers LLP of 7 More London Riverside, London SE1 2RT have been appointed as auditors to GSFCI."

## 5. Amendments to the section entitled "General Information"

The information in the section entitled "General Information" shall be supplemented by:

- (a) deleting sub-section 2 entitled "Financial Statements" (page 697 of the Original Base Prospectus) and replacing it with the following:

### "2. Financial Statements

- (a) Goldman Sachs International

The statutory financial statements of GSI for the periods ended 31 December 2016 and 31 December 2015 have been audited without qualification by PricewaterhouseCoopers LLP, Chartered Accountants and Statutory Auditors, 7 More London Riverside, London, SE1 2RT in accordance with the laws of England. PricewaterhouseCoopers LLP is a registered member of the Institute of Chartered Accountants in England and Wales.

- (b) Goldman, Sachs & Co. Wertpapier GmbH

The annual financial statements of GSW for the periods ended 31 December 2016 and 31 December 2015 have been audited without qualification by PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Friedrich-Ebert-Anlage 35 – 37, 60327 Frankfurt am Main in accordance with the laws of Germany. PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft is a member of the German Chamber of Public Accountants (*Wirtschaftsprüferkammer*), a public body (*Körperschaft des öffentlichen Rechts*), Rauchstraße 26, 10787 Berlin.

- (c) Goldman Sachs Finance Corp International Ltd

GSFCI has not produced any audited financial statements (save for the audited opening balance sheet) since the date of its incorporation (19 October 2016). PricewaterhouseCoopers LLP, Chartered Accountants and Statutory Auditors, of 7 More London Riverside, London, SE1 2RT have been appointed as GSFCI's auditors. PricewaterhouseCoopers LLP is a registered member of the Institute of Chartered Accountants in England and Wales.

- (d) The Goldman Sachs Group, Inc.

PricewaterhouseCoopers LLP, which is a member of the American Institute of Certified Public Accountants and regulated as an independent registered public accounting firm under the rules of the Public Company Accounting Oversight Board, of 300 Madison Avenue, New York, New York 10017, USA, audited GSG's consolidated statements of financial condition as of 31 December 2016 and 31 December 2015 and the related consolidated statements of earnings, cash flows and changes in shareholders' equity for the fiscal years ended 31

December 2016 and 31 December 2015 and issued unqualified audit opinions thereon.

The consolidated statements of GSG incorporated by reference in this Base Prospectus by reference from the GSG's 2016 Form 10-K for the fiscal year ended 31 December 2016 and management's assessment of the effectiveness of internal control over financial reporting (which is included in management's report on internal control over financial reporting) have been incorporated in reliance on the report of PricewaterhouseCoopers LLP included therein given on the authority of said firm as experts in auditing and accounting.";

- (b) 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 June 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 June 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."; 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 Second Quarter Form 10-Q;
- (n) GSG's 2017 First Quarter Form 10-Q;
- (o) GSI's 2017 Second Quarter Financial Report;
- (p) GSI's 2017 First Quarter Financial Report;
- (q) GSI's 2016 Annual Report
- (r) GSI's 2015 Annual Report;
- (s) GSI's 2014 Annual Report;
- (t) GSI's 2016 Third Quarter Financial Report;
- (u) GSW's 2016 Financial Statements;
- (v) GSW's 2015 Financial Statements;
- (w) GSW's 2014 Financial Statements;
- (x) GSW's 2016 Interim Financial Statements;
- (y) GSW's 2017 Interim Financial Statements;
- (z) GSFCl's 2017 Interim Financial Report;
- (aa) the Guaranty;
- (bb) the Programme Agency Agreement;
- (cc) the Deed of Covenant and the Cayman Deed of Covenant;
- (dd) 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;
- (ee) a copy of the Base Prospectus;
- (ff) a copy of any supplement to the Base Prospectus and Final Terms; and
- (gg) 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, GSFCl 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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The date of this Prospectus Supplement is 18 October 2017