

**PROSPECTUS SUPPLEMENT TO THE BASE PROSPECTUS DATED JULY 18, 2019 IN RESPECT OF  
THE FINAL TERMS DATED OCTOBER 14, 2019 RELATING TO THE ISSUE OF UP TO PLN  
250,000,000 ONE-YEAR SIX-MONTH QUANTO PLN PROTECTED CONDITIONAL COUPON NOTES  
ON THE ORDINARY SHARES OF E.ON SE, THE COCA-COLA COMPANY, ORANGE SA AND  
ROCHE HOLDING AG, DUE MAY 10, 2021 (ISIN: XS2042757695) (TRANCHE 142303)**



**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**

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

**as Issuer and, in respect of certain Securities only, as Guarantor**

**THE GOLDMAN SACHS GROUP, INC.**  
*(A corporation organised under the laws of the State of Delaware)*

**in respect of certain Securities only, as Guarantor**

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

**This Prospectus Supplement**

This prospectus supplement (the "**Prospectus Supplement**") to the base prospectus dated July 18, 2019 prepared by Goldman, Sachs & Co. Wertpapier GmbH ("**GSW**") as issuer, Goldman Sachs Finance Corp International Ltd ("**GSFCI**") as issuer, Goldman Sachs International ("**GSI**") as issuer and as guarantor in respect of certain Securities only and The Goldman Sachs Group, Inc. ("**GSG**") as guarantor in respect of certain Securities only (the "**Original Base Prospectus**") under their Series P 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 July 16, 2019 (the "**Luxembourg Law**") and should be read in conjunction therewith and with Prospectus Supplement No. 1 to the Original Base Prospectus dated August 14, 2019, Prospectus Supplement No. 2 to the Original Base Prospectus dated September 19, 2019, Prospectus Supplement No. 3 to the Original Base Prospectus dated October 3, 2019 and Prospectus Supplement No. 4 to the Original Base Prospectus dated October 22, 2019 (the Original Base Prospectus as so supplemented, the "**Base Prospectus**"). On July 18, 2019, 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](http://www.bourse.lu).

**Purpose of this Supplement**

The purpose of this Supplement is to amend the information contained in the Final Terms dated October 14, 2019 (the "**Final Terms**") relating to the issue of up to PLN 250,000,000 One-Year Six-Month Quanto PLN Protected

Conditional Coupon Notes on the ordinary shares of E.ON SE, The Coca-Cola Company, Orange SA and Roche Holding AG, due May 10, 2021 (ISIN: XS2042757695) (Tranche 142303) (the "**Securities**") in order to amend the Offer Period in respect of the Final Terms. **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 November 4, 2019, which is two working days after the publication of this Prospectus Supplement, to withdraw their acceptances.

## **Information being supplemented**

### *Amendments to the Final Terms and the Issue-Specific Summary*

The Final Terms and the Issue-Specific Summary are amended and supplemented as follows:

#### 1. *Amendments to the information contained in the Final Terms for the Securities*

- 1.1 Paragraph 71 (*Non-exempt Offer*) of the Contractual Terms on page 9 shall be deleted in its entirety and replaced with the following:

"71. **Non-exempt Offer:** An offer of the Notes may be made by the placers other than pursuant to Article 3(2) of the Prospectus Directive in the Republic of Poland (the "**Public Offer Jurisdiction**") during the period commencing on (and including) October 14, 2019 and ending on (and including) November 8, 2019 (the "**Offer Period**"). See further paragraph entitled "Terms and Conditions of the Offer" below."

- 1.2 The information contained under the sub-heading "Offer Period" under paragraph 9 (*Terms and Conditions of the Offer*) of the section entitled "Other Information" on page 12 shall be deleted in its entirety and replaced with the following:

"Offer Period: An offer of the Notes may be made by the placers other than pursuant to Article 3(2) of the Prospectus Directive in the Public Offer Jurisdiction during the period commencing on (and including) October 14, 2019 and ending on (and including) November 8, 2019."

#### 2. *Amendments to the information contained in the Issue-Specific Summary for the Securities*

- 2.1 Element A.2 (*Consents*) of Section A (*Introduction and Warnings*) of the Issue-Specific Summary of the Securities on page 18 shall be deleted in its entirety and replaced with the following:

"A.2	<b>Consents</b>	Subject to the conditions set out below, in connection with a Non-exempt Offer (as defined below) of Securities, the Issuer and the Guarantor consent to the use of the Base Prospectus by Alior Bank S.A., ul. Łopuszańska 38 D, 02-232 Warsaw, Poland (the " <b>Authorised Offeror</b> "). The consent of the Issuer and the Guarantor is subject to the following
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		<p>conditions:</p> <p>(i) the consent is only valid during the period from (and including) October 14, 2019 to (and including) November 8, 2019 (the "<b>Offer Period</b>"); and</p> <p>(ii) the consent only extends to the use of the Base Prospectus to make Non-exempt Offers (as defined below) of the tranche of Securities in the Republic of Poland.</p> <p>A "<b>Non-exempt Offer</b>" of Securities is an offer of Securities that is not within an exemption from the requirement to publish a prospectus under Directive 2003/71/EC, as amended or superseded.</p> <p><b>Any person (an "Investor") intending to acquire or acquiring any Securities from an Authorised Offeror will do so, and offers and sales of Securities to an Investor by an Authorised Offeror will be made, in accordance with any terms and other arrangements in place between such Authorised Offeror and such Investor including as to price, allocations and settlement arrangements. The Issuer will not be a party to any such arrangements with Investors in connection with the offer or sale of the Securities and, accordingly, the Base Prospectus and the Final Terms will not contain such information and an Investor must obtain such information from the Authorised Offeror. Information in relation to an offer to the public will be made available at the time such offer is made, and such information will also be provided by the relevant Authorised Offeror at the time of such offer."</b></p>
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- 2.2 Element E.3 (*Terms and conditions of the offer*) of Section E (*The Offer*) of the Issue-Specific Summary of the Securities on page 29 shall be deleted in its entirety and replaced with the following:

"E.3	<b>Terms and conditions of the offer</b>	<p>An offer of the Securities may be made other than pursuant to Article 3(2) of the Prospectus Directive in the Republic of Poland ("<b>Public Offer Jurisdiction</b>") during the period from (and including) October 14, 2019 to (and including) November 8, 2019 ("<b>Offer Period</b>") by the Authorised Offeror.</p> <p>The Offer Price is 100 per cent. (100%) of the Aggregate Nominal Amount of up to PLN 250,000,000 (the "<b>Issue Price</b>"). The Authorised Offeror will offer and sell the Securities to its customers in accordance with arrangements in place between such Authorised Offeror and its customers by reference to the Issue Price and market conditions prevailing at the time."</p>
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**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.

**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 October 30, 2019