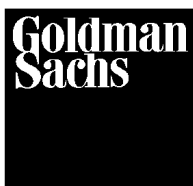


**PROSPECTUS SUPPLEMENT NO. 10
TO THE BASE PROSPECTUS DATED 20 FEBRUARY 2019**



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 20 February 2019 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 Series M 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**"), which remains applicable pursuant to Article 64 of the Luxembourg Law dated 16 July 2019, and should be read in conjunction therewith and with Prospectus Supplement No. 1 to the Original Base Prospectus, dated 5 March 2019, Prospectus Supplement No. 2 to the Original Base Prospectus, dated 28 March 2019, Prospectus Supplement No. 3 to the Original Base Prospectus, dated 23 April 2019, Prospectus Supplement No. 4 to the Original Base Prospectus, dated 17 May 2019, Prospectus Supplement No. 5 to the Original Base Prospectus, dated 3 July 2019, Prospectus Supplement No. 6 to the Original Base Prospectus, dated 19 July 2019, Prospectus Supplement No. 7 to the Original Base Prospectus, dated 14 August 2019, Prospectus Supplement No. 8 to the Original Base Prospectus, dated 3 October 2019, Prospectus Supplement No. 9 to the Original Base Prospectus, dated 22 October 2019 (the Original Base Prospectus as so supplemented, the "**Base Prospectus**"). On 20 February 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.

Right 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 15 November 2019, which is two working days after the publication of this Prospectus Supplement, to withdraw their acceptances.

Purpose of this Prospectus Supplement

The purpose of this Prospectus Supplement is to (a) incorporate by reference GSG's 2019 Third Quarter Form 10-Q (as defined below), (b) incorporate by reference GSI's 2019 Third Quarter Financial Report (as defined below) and (c) make

certain changes to the information in the "Summary", "Documents Incorporated by Reference", "Goldman Sachs International" and "General Information" sections of the Base Prospectus.

This Prospectus Supplement and the documents incorporated by reference into this Prospectus Supplement will be available on the website of the Luxembourg Stock Exchange at www.bourse.lu.

Information being supplemented

Incorporation by reference

This Prospectus Supplement supplements the Base Prospectus by incorporating by reference (a) the Quarterly Report on Form 10-Q for the third fiscal quarter ended 30 September 2019 of GSG ("**GSG's 2019 Third Quarter Form 10-Q**"), as filed with the U.S. Securities and Exchange Commission (the "**SEC**") on 31 October 2019, and (b) the unaudited quarterly financial report of GSI for the quarter ended 31 August 2019 ("**GSI's 2019 Third Quarter Financial Report**").

Copies of GSG's 2019 Third Quarter Form 10-Q and GSI's 2019 Third Quarter Financial Report have been filed with the CSSF in its capacity as competent authority under the Luxembourg Law.

GSG's 2019 Third Quarter Form 10-Q and GSI's 2019 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 2019 Third Quarter Form 10-Q and GSI's 2019 Third Quarter Financial Report shall be deemed to update and, where applicable, supersede any information contained in the Base Prospectus, or any documents incorporated by reference therein.

Amendments to the Summary

The Summary, as supplemented prior to this Prospectus Supplement, is amended and supplemented as follows:

- (a) The paragraphs relating to GSI in Element B.12 (*Selected historical key financial information of the Issuer*), on pages 4 to 5 of the Original Base Prospectus 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 nine months ended (unaudited)		As at and for the period ended (audited) ¹	
		<i>(in USD millions)</i>	31 August 2019	30 September 2018	30 November 2018	31 December 2017
		Operating Profit	1,953	2,581	3,259	2,389
		Profit before taxation	1,773	2,398	3,030	2,091
		Profit for the financial period	1,356	1,797	2,198	1,557
			As of (unaudited)		As of (audited)	
		<i>(in USD millions)</i>	31 August 2019		30 November 2018	31 December 2017
		Fixed Assets	401		315	210
		Current Assets	1,171,303		886,652	939,863
		Total Shareholder's funds	35,635		33,917	31,701

¹ During the period ended 30 November 2018, GSI changed its accounting reference end date from December 31

		<p>to November 30 to conform to the period used by GSI for U.S. tax reporting purposes. As a result, the figures included in the table are not directly comparable. All references to November 2018 refer to the eleven months period ended, or the date, as the context requires, 30 November 2018.]</p> <p>[There has been no material adverse change in the prospects of GSI since 30 November 2018.]</p> <p>[Not applicable: there has been no significant change in the financial or trading position of GSI since 31 August 2019.]"</p>
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- (b) Element B.19 (B.12) (*Selected historical key financial information of the Guarantor*), on page 7 of the Original Base Prospectus shall be deleted in its entirety and replaced with the following:

"B.19 (B.12)	Selected historical key financial information of the Guarantor	The following table shows selected key historical financial information in relation to GSG:																																														
		<table border="1"> <thead> <tr> <th rowspan="2"><i>(in USD millions)</i></th> <th colspan="2">As at and for the nine months ended (unaudited)</th> <th colspan="2">As at and for the Year ended</th> </tr> <tr> <th>30 September 2019</th> <th>30 September 2018</th> <th>31 December 2018</th> <th>31 December 2017</th> </tr> </thead> <tbody> <tr> <td>Total non-interest revenues</td> <td>23,294</td> <td>25,760</td> <td>32,849</td> <td>29,798</td> </tr> <tr> <td>Net revenues, including net interest income</td> <td>26,591</td> <td>28,536</td> <td>36,616</td> <td>32,730</td> </tr> <tr> <td>Pre-tax earnings/(loss)</td> <td>8,262</td> <td>9,773</td> <td>12,481</td> <td>11,132</td> </tr> </tbody> </table> <table border="1"> <thead> <tr> <th rowspan="2"><i>(in USD millions)</i></th> <th colspan="2">As at 30 September (unaudited)</th> <th colspan="2">As at 31 December</th> </tr> <tr> <th>2019</th> <th>2018</th> <th>2018</th> <th>2017</th> </tr> </thead> <tbody> <tr> <td>Total assets</td> <td>1,007,320</td> <td>931,796</td> <td>931,796</td> <td>916,776</td> </tr> <tr> <td>Total liabilities</td> <td>915,308</td> <td>841,611</td> <td>841,611</td> <td>834,533</td> </tr> <tr> <td>Total shareholders' equity</td> <td>92,012</td> <td>90,185</td> <td>90,185</td> <td>82,243</td> </tr> </tbody> </table> <p>There has been no material adverse change in the prospects of GSG since 31 December 2018.</p> <p>Not applicable; there has been no significant change in the financial or trading position of GSG since 30 September 2019."</p>	<i>(in USD millions)</i>	As at and for the nine months ended (unaudited)		As at and for the Year ended		30 September 2019	30 September 2018	31 December 2018	31 December 2017	Total non-interest revenues	23,294	25,760	32,849	29,798	Net revenues, including net interest income	26,591	28,536	36,616	32,730	Pre-tax earnings/(loss)	8,262	9,773	12,481	11,132	<i>(in USD millions)</i>	As at 30 September (unaudited)		As at 31 December		2019	2018	2018	2017	Total assets	1,007,320	931,796	931,796	916,776	Total liabilities	915,308	841,611	841,611	834,533	Total shareholders' equity	92,012	90,185
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Amendments to the Base Prospectus

The Base Prospectus is amended and supplemented as follows:

1. Amendments to the section entitled "Documents Incorporated by Reference"

The information in the section entitled "Documents Incorporated by Reference" is amended and supplemented by:

- (a) deleting sub-section 1 entitled "Goldman Sachs International" on page 114 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 31 August 2019 ("**GSI's 2019 Third Quarter Financial Report**"), containing, in Part II, the Unaudited Financial Statements of GSI for the period ended 31 August 2019 ("**GSI's 2019 Third Quarter Financial Statements**");
- (b) The report on the Regulatory Ratios of Goldman Sachs International for the fiscal quarter ended 31 August 2019 ("**GSI's Regulatory Ratios, 31 August 2019**");
- (c) The Unaudited Quarterly Financial Report of GSI for the period ended 31 May 2019 ("**GSI's 2019 Second Quarter Financial Report**"), containing, in Part II, the Unaudited Financial Statements of GSI for the period ended 31 May 2019 ("**GSI's 2019 Second Quarter Financial Statements**");
- (d) The report on the Regulatory Ratios of Goldman Sachs International for the fiscal quarter ended 31 May 2019 ("**GSI's Regulatory Ratios, 31 May 2019**");
- (e) The Unaudited Quarterly Financial Report of GSI for the period ended 28 February 2019 ("**GSI's 2019 First Quarter Financial Report**"), containing, in Part II, the Unaudited Financial Statements of GSI for the period ended 28 February 2019 ("**GSI's 2019 First Quarter Financial Statements**");
- (f) The report on the Regulatory Ratios of GSI for the fiscal quarter ended 28 February 2019 ("**GSI's Regulatory Ratios, 28 February 2019**");
- (g) The Annual Report for the fiscal year ended 30 November 2018 of GSI ("**GSI's 2018 Annual Report**"), containing, in Part II, the Directors' Report and Audited Financial Statements of GSI for the period ended 30 November 2018 ("**GSI's 2018 Financial Statements**");
- (h) The disclosure notice of Goldman Sachs International in relation to key recent events, dated 18 January 2019 ("**GSI's Notice of Recent Events, 18 January 2019**");
- (i) The report on the Regulatory Ratios of GSI for the fiscal quarter ended 31 December 2018 ("**GSI's Regulatory Ratios, 31 December 2018**");
- (j) The Unaudited Quarterly Financial Report of GSI for the period ended 30 September 2018 ("**GSI's 2018 Third Quarter Financial Report**"), containing, in Part II, the Unaudited Financial Statements of GSI for the period ended 30 September 2018 ("**GSI's 2018 Third Quarter Financial Statements**");
- (k) The Annual Report for the fiscal year ended 31 December 2017 of GSI ("**GSI's 2017 Annual Report**"), containing, in Part II, the Directors' Report and Audited Financial Statements of GSI for the period ended 31 December 2017 ("**GSI's 2017 Financial Statements**"); and
- (l) 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**").

Cross-Reference List

GSI Information in the Financial Statements	GSI's 2019 Third Quarter Financial Report	GSI's 2019 Second Quarter Financial Report	GSI's 2019 First Quarter Financial Report	GSI's 2018 Annual Report	GSI's 2017 Annual Report
Management Report/ Strategic Report	pp. 2-17	pp. 2-17	pp. 2-16	pp. 2-41	pp. 2-38
Report of the Directors	N/A	N/A	N/A	pp. 42-43	pp. 39-40
Balance Sheet	p. 19	p. 19	p. 18	p. 50	p. 47

Profit and Loss Account	p. 18	p. 18	p. 17	p. 49	p. 46
Statement of Cash Flows	p. 21	p. 21	p. 20	p. 52	p. 49
Notes to the Financial Statements	pp. 22-32	pp. 22-40	pp. 21-38	pp. 53-94	pp. 50-85
Independent Auditors' Report	N/A	N/A	N/A	pp. 44-48	pp. 41-45

Any information included in the documents 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**")."; and

- (b) deleting sub-section 4 entitled "The Goldman Sachs Group, Inc." on pages 116 to 119 of the Original Base Prospectus in its entirety and replacing it with the following:

"4. 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 2019 of The Goldman Sachs Group, Inc. ("**GSG's 2019 Third Quarter Form 10-Q**"), as filed with the SEC on 31 October 2019;
- (b) The Current Report on Form 8-K dated 15 October 2019 of The Goldman Sachs Group, Inc. ("**GSG's 15 October 2019 Form 8-K**"), including Exhibit 99.1 ("**Exhibit 99.1 to GSG's 15 October 2019 Form 8-K**") as published by the SEC on 15 October 2019;
- (c) The Quarterly Report on Form 10-Q for the second fiscal quarter ended 30 June 2019 of the Goldman Sachs Group, Inc. ("**GSG's 2019 Second Quarter Form 10-Q**"), as filed with the SEC on 5 August 2019;
- (d) The Current Report on Form 8-K dated 16 July 2019 of The Goldman Sachs Group, Inc. ("**GSG's 16 July 2019 Form 8-K**"), including Exhibit 99.1 ("**Exhibit 99.1 to GSG's 16 July 2019 Form 8-K**") as published by the SEC on 16 July 2019;
- (e) The Quarterly Report on Form 10-Q for the first fiscal quarter ended 31 March 2019 of the Goldman Sachs Group, Inc. ("**GSG's 2019 First Quarter Form 10-Q**"), as filed with the SEC on 3 May 2019;
- (f) The Proxy Statement relating to GSG's 2019 Annual Meeting of Shareholders on 2 May 2019 ("**GSG's 2019 Proxy Statement**"), as filed with the SEC on 22 March 2019;
- (g) The Current Report on Form 8-K dated 15 April 2019 for the first fiscal quarter ended 31 March 2019 of the Goldman Sachs Group Inc. ("**GSG's 15 April 2019 Form 8-K**") including Exhibit 99.1 ("**Exhibit 99.1 to GSG's 15 April 2019 Form 8-K**") as filed with the SEC on 15 April 2019;
- (h) The Annual Report on Form 10-K for the fiscal year ended 31 December 2018 of The Goldman Sachs Group, Inc. ("**GSG's 2018 Form 10-K**"), containing financial statements relating to the fiscal years ended 31 December 2018, 31 December 2017 and 31 December 2016, including Exhibit 21.1, as filed with the U.S. Securities and Exchange Commission on 26 February 2019;
- (i) The Current Report on Form 8-K dated 16 January 2019 of The Goldman Sachs Group, Inc. ("**GSG's 16 January 2019 Form 8-K**") including Exhibit 99.1 ("**Exhibit 99.1 to GSG's 16 January 2019 Form 8-K**") as filed with the SEC on 16 January 2019;
- (j) The Quarterly Report on Form 10-Q for the third fiscal quarter ended 30 September 2018 of the Goldman Sachs Group, Inc. ("**GSG's 2018 Third Quarter Form 10-Q**"), as filed with the SEC on 2 November 2018;

- (k) The Current Report on Form 8-K dated 16 October 2018 of The Goldman Sachs Group, Inc. ("**GSG's 16 October 2018 Form 8-K**"), including Exhibit 99.1 ("**Exhibit 99.1 to GSG's 16 October 2018 Form 8-K**") as filed with the SEC on 16 October 2018;
- (l) The Quarterly Report on Form 10-Q for the second fiscal quarter ended 30 June 2018 of the Goldman Sachs Group, Inc. ("**GSG's 2018 Second Quarter Form 10-Q**"), as filed with the SEC on 2 August 2018;
- (m) The Current Report on Form 8-K dated 16 July 2018 of The Goldman Sachs Group, Inc. ("**GSG's 16 July 2018 Form 8-K**"), including Exhibit 99.1 ("**Exhibit 99.1 to GSG's 16 July 2018 Form 8-K**") as filed with the SEC on 17 July 2018;
- (n) The Current Report on Form 8-K dated 17 July 2018 of The Goldman Sachs Group, Inc. ("**GSG's 17 July 2018 Form 8-K**"), including Exhibit 99.1 ("**Exhibit 99.1 to GSG's 17 July 2018 Form 8-K**") as filed with the SEC on 17 July 2018;
- (o) The Current Report on Form 8-K dated 17 April 2018 of The Goldman Sachs Group, Inc. ("**GSG's 17 April 2018 Form 8-K**"), including Exhibit 99.1 ("**Exhibit 99.1 to GSG's 17 April 2018 Form 8-K**"), as filed with the SEC on 17 April 2018;
- (p) The Proxy Statement relating to the 2018 Annual Meeting of Shareholders on 2 May 2018 ("**GSG's 2018 Proxy Statement**"), as filed with the SEC on 23 March 2018; and
- (q) The Annual Report on Form 10-K for the fiscal year ended 31 December 2017 of The Goldman Sachs Group, Inc. ("**GSG's 2017 Form 10-K**"), containing financial statements relating to the fiscal years ended 31 December 2017, 31 December 2016 and 31 December 2015, including Exhibit 21.1, as filed with the SEC on 26 February 2018.

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:

Information required by the Prospectus Regulation	Document/Location
Selected financial information for the fiscal years ended 31 December 2018, 31 December 2017, 31 December 2016 (<i>Annex IV, Section 3.1 of the Prospectus Regulation</i>)	GSG's 2018 Form 10-K (p. 191)
Risk factors relating to GSG (<i>Annex IV, Section 4 of the Prospectus Regulation</i>)	GSG's 2018 Form 10-K (pp. 22-43)
Information about GSG	
History and development of the company (<i>Annex IV, Section 5.1 of the Prospectus Regulation</i>)	GSG's 2018 Form 10-K (p. 1)
Investments (<i>Annex IV, Section 5.2 of the Prospectus Regulation</i>)	GSG's 2018 Form 10-K (pp. 63-68, 74-76, 81-85, 140-141, 158-162)
Business overview	
GSG's principal activities (<i>Annex IV, Section 6.1 of the Prospectus Regulation</i>)	GSG's 2018 Form 10-K (pp. 1-5, 108)
GSG's principal markets (<i>Annex IV, Section 6.2 of the Prospectus Regulation</i>)	GSG's 2018 Form 10-K (pp. 1-7, 44, 47-48, 177-178)
Organisational Structure (<i>Annex IV, Section 7 of the Prospectus Regulation</i>)	GSG's 2018 Form 10-K (pp. 32-33, Exhibit 21.1)
Trend information (<i>Annex IV, Section 8 of the Prospectus Regulation</i>)	GSG's 2019 Second Quarter Form 10-Q (pp. 88-145) GSG's 2018 Form 10-K (pp. 45-101) GSG's 2019 Third Quarter Form 10-Q (pp. 88-145)

Administrative, management and supervisory bodies, including conflicts of interest (<i>Annex IV, Section 10 of the Prospectus Regulation</i>)	GSG's 2019 Proxy Statement (pp. 1, 6-8, 12-33, 81-84) GSG's 2018 Form 10-K (p. 20)
Audit committee (<i>Annex IV, Section 11.1 of the Prospectus Regulation</i>)	GSG's 2019 Proxy Statement (pp. 21, 75-77)
Beneficial owners of more than five per cent. (<i>Annex IV, Section 12 of the Prospectus Regulation</i>)	GSG's 2019 Proxy Statement (p. 87)

Financial information

Audited historical financial information for the fiscal years ended 31 December 2017 and 31 December 2016 (<i>Annex IV, Section 13.1-13.4 of the Prospectus Regulation</i>)	GSG's 2018 Form 10-K (pp. 104-195)
Audit report (<i>Annex IV, Section 13.1 of the Prospectus Regulation</i>)	GSG's 2018 Form 10-K (p. 103)
Balance sheet (<i>Annex IV, Section 13.1 of the Prospectus Regulation</i>)	GSG's 2018 Form 10-K (p. 105)
Income statement (<i>Annex IV, Section 13.1 of the Prospectus Regulation</i>)	GSG's 2018 Form 10-K (p. 104)
Cash flow statement (<i>Annex IV, Section 13.1 of the Prospectus Regulation</i>)	GSG's 2018 Form 10-K (p. 107)
Accounting policies and explanatory notes (<i>Annex IV, Section 13.1 of the Prospectus Regulation</i>)	GSG's 2018 Form 10-K (pp. 48-50, 108-195)
Unaudited interim and other financial information (<i>Annex IV, Section 13.5 of the Prospectus Regulation</i>)	GSG's 2019 Second Quarter Form 10-Q (pp. 1-87) GSG's 2019 Third Quarter Form 10-Q (pp. 1-87)
Balance sheet (<i>Annex IV, Section 13.5 of the Prospectus Regulation</i>)	GSG's 2019 Second Quarter Form 10-Q (p. 2) GSG's 2019 Third Quarter Form 10-Q (p. 2)
Income statement (<i>Annex IV, Section 13.5 of the Prospectus Regulation</i>)	GSG's 2019 Second Quarter Form 10-Q (p. 1) GSG's 2019 Third Quarter Form 10-Q (p. 1)
Cash flow statement (<i>Annex IV, Section 13.5 of the Prospectus Regulation</i>)	GSG's 2019 Second Quarter Form 10-Q (p. 4) GSG's 2019 Third Quarter Form 10-Q (p. 4)
Accounting policies and explanatory notes (<i>Annex IV, Section 13.5 of the Prospectus Regulation</i>)	GSG's 2019 Second Quarter Form 10-Q (pp. 5-84) GSG's 2019 Third Quarter Form 10-Q (pp. 5-87)
Legal and arbitration proceedings (<i>Annex IV, Section 13.6 of the Prospectus Regulation</i>)	GSG's 2019 Second Quarter Form 10-Q (pp. 76-84)

GSG's 2018 Form 10-K (pp. 44, 179-185)

GSG's 2019 Third Quarter Form 10-Q (pp. 76-84)

Additional information

Share capital (*Annex IV, Section 14.1 of the Prospectus Regulation*)

GSG's 2019 Second Quarter Form 10-Q (pp. 3, 62-64)

GSG's 2018 Form 10-K (pp. 106, 162-164)

GSG's 2019 Third Quarter Form 10-Q (pp. 3, 62-63)

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."

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

The information in the section entitled "Goldman Sachs International" is amended and supplemented by deleting the information under the sub-heading entitled "Selected Financial Information" on page 678 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 2018 Financial Statements and GSI's 2017 Financial Statements, which have been audited by PricewaterhouseCoopers LLP and on which PricewaterhouseCoopers LLP issued an unqualified audit report and (ii) GSI's 2019 Third Quarter Financial Statements, which have not been audited.

GSI's 2018 Financial Statements and GSI's 2017 Financial Statements have been prepared in accordance with FRS 101. GSI's 2019 Third Quarter Financial Statements have been prepared in accordance with FRS 104. GSI's 2018 Financial Statements, GSI's 2017 Financial Statements and GSI's 2019 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:

	As at and for the nine months ended (unaudited)		As at and for the year ended	
<i>(in USD millions)</i>	31 August 2019	30 September 2018	30 November 2018	31 December 2017
Operating Profit	1,953	2,581	3,259	2,389
Profit before taxation	1,773	2,398	3,030	2,091
Profit for the financial period	1,356	1,797	2,198	1,557
	As of (unaudited)		As of	
<i>(in USD millions)</i>	31 August 2019		30 November 2018	31 December 2017
Fixed Assets	401		315	210
Current Assets	1,171,303		886,652	939,683
Total shareholders' Funds	35,635		33,917	31,701"

3. Amendments to the section entitled "General Information"

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

- (a) deleting the no significant change and no material adverse change statements relating to GSI in sub-section 3 (*No significant change and no material adverse change*) on page 776 and 777 of the Original Base Prospectus and replacing it with the following:

"There has been no significant change in the financial or trading position of GSI since 31 August 2019. There has been no material adverse change in the prospects of GSI since 30 November 2018.";

- (b) deleting the no significant change and no material adverse change statements relating to GSG in sub-section 3 (*No significant change and no material adverse change*) on page 777 of the Original Base Prospectus and replacing it with the following:

"There has been no significant change in the financial or trading position of GSG since 30 September 2019. There has been no material adverse change in the prospects of GSG since 31 December 2018.";

- (c) deleting sub-section 4 (*Litigation*) on page 777 of the Original Base Prospectus and replacing it with the following:

"4. Litigation

Save as disclosed in (i) "Legal Proceedings" of Note 27 to the Financial Statements (pages 179 to 185) of GSG's 2018 Form 10-K, (ii) "Legal Proceedings" of Note 26 to the Financial Statements (pages 77 to 79) of GSI's 2018 Annual Report, (iii) "Legal Proceedings" of Note 27 to the Financial Statements (pages 76 to 84) of GSG's 2019 Third Quarter Form 10-Q and (iv) "Legal Proceedings" of Note 17 to the Financial Statements (pages 29 to 31) of GSI's 2019 Third Quarter Financial Report, there have been no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which GSI, GSW, GSFCI or GSG 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 GSI, GSW, GSFCI or GSG's financial position or profitability."; and

- (d) deleting sub-section 5 entitled "Availability of Documents" (pages 777 to 778 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:

- (i) the constitutional documents of GSI;
- (ii) the constitutional documents of GSW;
- (iii) the constitutional documents of GSFCI;
- (iv) the certificate of incorporation of GSG;
- (v) GSI's 2019 Third Quarter Financial Report;
- (vi) GSI's 2019 Second Quarter Financial Report;
- (vii) GSI's 2019 First Quarter Financial Report;
- (viii) GSI's Regulatory Ratios, 31 August 2019;
- (ix) GSI's Regulatory Ratios, 31 May 2019;
- (x) GSI's Regulatory Ratios, 28 February 2019;
- (xi) GSI's 2018 Annual Report;
- (xii) GSI's 2018 Third Quarter Financial Report;
- (xiii) GSI's 2017 Annual Report;

- (xiv) GSI's 2016 Annual Report;
- (xv) GSI's Notice of Recent Events, 18 January 2019;
- (xvi) GSI's Regulatory Ratios, 31 December 2018;
- (xvii) GSW's 2018 Financial Statements;
- (xviii) GSW's 2017 Financial Statements;
- (xix) GSW's 2016 Financial Statements;
- (xx) GSW's 2019 Interim Financial Statements;
- (xxi) GSW's 2018 Interim Financial Statements;
- (xxii) GSFCE's 2019 Interim Financial Report;
- (xxiii) GSFCE's 2018 Financial Statements;
- (xxiv) GSFCE's 2018 Interim Financial Report;
- (xxv) GSFCE's 2017 Financial Statements;
- (xxvi) GSFCE's 2017 Interim Financial Report;
- (xxvii) GSG's 2019 Proxy Statement
- (xxviii) GSG's 15 October 2019 Form 8-K;
- (xxix) GSG's 16 July 2019 Form 8-K;
- (xxx) GSG's 15 April 2019 Form 8-K;
- (xxxi) GSG's 16 January 2019 Form 8-K;
- (xxxii) GSG's 16 October 2018 Form 8-K;
- (xxxiii) GSG's 2018 Third Quarter Form 10-Q;
- (xxxiv) GSG's 2018 Second Quarter Form 10-Q;
- (xxxv) GSG's 2019 First Quarter Form 10-Q;
- (xxxvi) GSG's 2019 Second Quarter Form 10-Q;
- (xxxvii) GSG's 2019 Third Quarter Form 10-Q;
- (xxxviii) GSG's 17 July 2018 Form 8-K;
- (xxxix) GSG's 16 July 2018 Form 8-K;
- (xl) GSG's 17 April 2018 Form 8-K;
- (xli) GSG's 2018 Proxy Statement;
- (xlii) GSG's 2018 Form 10-K;
- (xliii) GSG's 2017 Form 10-K;
- (xliv) the Guaranty;
- (xlv) the Programme Agency Agreement;
- (xlvi) the Deed of Covenant and the Cayman Deed of Covenant;

- (xlvii) 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;
- (xlviii) a copy of the Base Prospectus;
- (xlix) a copy of any supplement to the Base Prospectus and Final Terms; and
- (l) 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 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 13 November 2019