

PROSPECTUS SUPPLEMENT NO. 3 TO THE BASE PROSPECTUS DATED 1 MARCH 2018



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 1 March 2018 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 28 March 2018 and Prospectus Supplement No. 2 to the Base Prospectus, dated 5 April 2018 (the Original Base Prospectus as so supplemented, the "**Base Prospectus**"). On 1 March 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.

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 27 April 2018, 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 17 April 2018 Form 8-K (as defined below), (b) incorporate by reference GSI's Regulatory Ratios, 31 March 2018, and (c) make certain changes to the information in the sections of the Base Prospectus, respectively, "Summary", "General Instrument Conditions", "Payout Conditions", "Autocall Payout Conditions", "Coupon Payout Conditions" and "Form of Final Terms (Instruments)".

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 Current Report on Form 8-K dated 17 April 2018 of The Goldman Sachs Group, Inc. ("**GSG's 17 April 2018 Form 8-K**"), as filed with the U.S. Securities and Exchange Commission ("**SEC**") on 17 April 2018, and (b) the report on the Regulatory Ratios of Goldman Sachs International for the fiscal quarter ended 31 March 2018 ("**GSI's Regulatory Ratios, 31 March 2018**").

A copy of (a) GSG's 17 April 2018 Form 8-K, and (b) GSI's Regulatory Ratios, 31 March 2018, has been filed with the CSSF in its capacity as competent authority under the Prospectus Directive.

GSG's 17 April 2018 Form 8-K and GSI's Regulatory Ratios, 31 March 2018 are incorporated by reference into, and form part of, this Prospectus Supplement, and the information contained in this Prospectus Supplement, GSG's 17 April 2018 Form 8-K and GSI's Regulatory Ratios, 31 March 2018 shall be deemed to update and, where applicable, supersede any information contained in the Base Prospectus, or any documents incorporated by reference therein.

Information incorporated by reference

*GSG's 17 April 2018 Form 8-K**

<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 April 17, 2018 containing financial information for its first quarter ended March 31, 2018</i>	<i>Pages 5-17 (marked as pages 1-13 of Exhibit 99.1)</i>

*The page number referenced above in relation to GSG's 17 April 2018 Form 8-K relates to the order in which the page appears in the PDF version of such document.

GSI's Regulatory Ratios, 31 March 2018

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<i>Regulatory Ratios</i>	<i>Page 1</i>

Amendments to the Summary

The Summary, as supplemented prior to this Prospectus Supplement, shall be amended by virtue of this Prospectus Supplement by replacing (other than in respect of italicised drafting notes and the reference to "Nominal Amount" in the second paragraph of the section entitled "Non-scheduled Early Repayment Amount" in Element C.18 (page 28 of the Original Base Prospectus)) each reference to "nominal" with "[nominal]", each reference to "Nominal

Amount" with "[Nominal Amount]/[Calculation Amount]", each reference to "Aggregate Nominal Amount" with "Aggregate [Nominal] Amount" and each reference to "NA" with "CA".

Amendments to the Base Prospectus

The Base Prospectus, as supplemented prior to this Prospectus Supplement, 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 as follows:

- (a) deleting the first paragraph of sub-section 1 entitled "Goldman Sachs International" (page 112 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 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**");
 - (b) The Unaudited Quarterly Financial Report of GSI for the period ended 30 September 2017 ("**GSI's 2017 Third Quarter Financial Report**"), containing in Part II, the Unaudited Financial Statements of GSI for the period ended 30 September 2017 ("**GSI's 2017 Third Quarter Financial Statements**");
 - (c) 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**");
 - (d) The Annual Report for the fiscal year ended 31 December 2015 of GSI ("**GSI 2015 Annual Report**"), containing, in Part II, the Directors' Report and Audited Financial Statements of GSI for the period ended 31 December 2015 ("**GSI's 2015 Financial Statements**");
 - (e) The report on the Regulatory Ratios of GSI for the fiscal quarter ended 31 December 2017 ("**GSI's Regulatory Ratios, 31 December 2017**"); and
 - (f) The report on the Regulatory Ratios of GSI for the fiscal quarter ended 31 March 2018 ("**GSI's Regulatory Ratios, 31 March 2018**").
- (b) inserting the following information in sub-section 1 entitled "Goldman Sachs International" immediately below the paragraph entitled "GSI Information in the Financial Statements" under the sub-heading "Cross-Reference List" (page 112 of the Original Base Prospectus):

GSI's Regulatory Ratios, 31 March 2018

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Regulatory Ratios

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- (c) deleting paragraph 4 entitled "The Goldman Sachs Group, Inc." (pages 114 to 116 of the Original Base Prospectus) 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 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;
- (b) 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;
- (c) 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;
- (d) The Current Report on Form 8-K dated 28 December 2017 of The Goldman Sachs Group, Inc. ("**GSG's 28 December 2017 Form 8-K**"), as filed with the SEC on 28 December 2017;
- (e) 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;
- (f) 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;
- (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 2017 Annual Meeting of Shareholders on 28 April 2017 ("**GSG's 2017 Proxy Statement**"), as filed with the SEC on 17 March 2017;
- (i) The Current Report on Form 8-K dated 20 May 2016 of The Goldman Sachs Group, Inc. ("**GSG's 20 May 2016 Form 8-K**"), as filed with the SEC on May 20, 2016; and
- (j) The Proxy Statement relating to the 2016 Annual Meeting of Shareholders on 20 May 2016 ("**GSG's 2016 Proxy Statement**"), as filed with the SEC on 8 April 2016.

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 2017 and 31 December 2016 (<i>Annex IV, Section 3.1 of the Prospectus Regulation</i>)	GSG's 2017 Form 10-K (p.197)
Risk factors relating to GSG (<i>Annex IV, Section 4 of the Prospectus Regulation</i>)	GSG's 2017 Form 10-K (pp.23-42)
Information about GSG	
History and development of the company (<i>Annex IV, Section 5.1 of the Prospectus Regulation</i>)	GSG's 2017 Form 10-K (p.1)
Investments (<i>Annex IV, Section 5.2 of the Prospectus Regulation</i>)	GSG's 2017 Form 10-K (pp.75-77, 162-164)

Information required by the Prospectus Regulation	Document/Location
Business overview	
GSG's principal activities (<i>Annex IV, Section 6.1 of the Prospectus Regulation</i>)	GSG's 2017 Form 10-K (pp.1-5, 109)
GSG's principal markets (<i>Annex IV, Section 6.2 of the Prospectus Regulation</i>)	GSG's 2017 Form 10-K (pp.1-7, 44, 47-48, 182-184)
Organisational Structure (<i>Annex IV, Section 7 of the Prospectus Regulation</i>)	GSG's 2017 Form 10-K (pp.33, Exhibit 21.1)
Trend information (<i>Annex IV, Section 8 of the Prospectus Regulation</i>)	GSG's 28 June 2017 Form 8-K (p.2) GSG's 12 September 2017 Form 8-K (p.2) GSG's 28 December 2017 Form 8-K (p.2) GSG's 2017 Form 10-K (pp.45-101) Exhibit 99.1 to GSG's 17 April 2018 Form 8-K
Administrative, management and supervisory bodies, including conflicts of interest (<i>Annex IV, Section 10 of the Prospectus Regulation</i>)	GSG's 2018 Proxy Statement (pp.1, 7-8, 15-36, 88-90) GSG's 2017 Proxy Statement (pp.1, 5-7, 13-32, 74-76) GSG's 2016 Proxy Statement (pp.1, 4, 11-32, 72-74) GSG's 18 April 2017 Form 8-K (p.2) GSG's 20 May 2016 Form 8-K (p.2) GSG's 2017 Form 10-K (p.43)
Audit committee (<i>Annex IV, Section 11.1 of the Prospectus Regulation</i>)	GSG's 2018 Proxy Statement (pp.25-26, 82-83) GSG's 2017 Proxy Statement (pp.23-24, 72-73)
Beneficial owners of more than five per cent. (<i>Annex IV, Section 12 of the Prospectus Regulation</i>)	GSG's 2018 Proxy Statement (p. 93) 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 2017 and 31 December 2016 (<i>Annex IV, Section 13.1-13.4 of the Prospectus Regulation</i>)	GSG's 2017 Form 10-K (pp.104-195)
Audit report (<i>Annex IV, Section 13.1 of the Prospectus Regulation</i>)	GSG's 2017 Form 10-K (p.103)
Balance sheet (<i>Annex IV, Section 13.1 of the Prospectus Regulation</i>)	GSG's 2017 Form 10-K (p.106)

Information required by the Prospectus Regulation	Document/Location
Income statement (<i>Annex IV, Section 13.1 of the Prospectus Regulation</i>)	GSG's 2017 Form 10-K (pp.104-105)
Cash flow statement (<i>Annex IV, Section 13.1 of the Prospectus Regulation</i>)	GSG's 2017 Form 10-K (p.108)
Accounting policies and explanatory notes (<i>Annex IV, Section 13.1 of the Prospectus Regulation</i>)	GSG's 2017 Form 10-K (pp.48-50, 109-195)
Unaudited interim and other financial information (<i>Annex IV, Section 13.5 of the Prospectus Regulation</i>)	
Income statement (<i>Annex IV, Section 13.5 of the Prospectus Regulation</i>)	Exhibit 99.1 to the 17 April 2018 Form 8-K (p 9)
Legal and arbitration proceedings (<i>Annex IV, Section 13.6 of the Prospectus Regulation</i>)	GSG's 2017 Form 10-K (pp.43, 185-191)
Additional information	
Share capital (<i>Annex IV, Section 14.1 of the Prospectus Regulation</i>)	GSG's 2017 Form 10-K (pp.106, 166-168)"

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 scheduled of the Prospectus Regulation."

2. Amendments to the section entitled "General Information"

The information in the section entitled "General Information" is amended and supplemented by deleting subsection 5 entitled "Availability of Documents" (pages 727 to 728 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 GSFCEI;
- (iv) the certificate of incorporation of GSG;
- (v) GSI's 2017 Annual Report;
- (vi) GSI's 2016 Annual Report;
- (vii) GSI's 2015 Annual Report;
- (viii) GSI's Regulatory Ratios, 31 March 2018;
- (ix) GSI's Regulatory Ratios, 31 December 2017;

- (x) GSI's 2017 Third Quarter Financial Report;
- (xi) GSW's 2017 Financial Statements;
- (xii) GSW's 2016 Financial Statements;
- (xiii) GSFCE's Audited Financial Information;
- (xiv) GSFCE's 2017 Interim Financial Report;
- (xv) GSG's 17 April 2018 Form 8-K;
- (xvi) GSG's 2018 Proxy Statement;
- (xvii) GSG's 2017 Form 10-K;
- (xviii) GSG's 28 December 2017 Form 8-K;
- (xix) GSG's 12 September 2017 Form 8-K;
- (xx) GSG's 28 June 2017 Form 8-K;
- (xxi) GSG's 18 April 2017 Form 8-K;
- (xxii) GSG's 2017 Proxy Statement;
- (xxiii) GSG's 20 May 2016 Form 8-K;
- (xxiv) GSG's 2016 Proxy Statement;
- (xxv) the Guaranty;
- (xxvi) the Programme Agency Agreement;
- (xxvii) the Deed of Covenant and the Cayman Deed of Covenant;
- (xxviii) 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;
- (xxix) a copy of the Base Prospectus;
- (xxx) a copy of any supplement to the Base Prospectus and Final Terms; and
- (xxxi) 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."

3. **Amendments to the section entitled "General Instrument Conditions"**

The information in the section entitled "General Instrument Conditions" is amended and supplemented by inserting the following new sub-section (v) of General Instrument Condition 2(b) (*Interpretation*) (page 157 of the Original Base Prospectus):

"(v) if "Trading in Nominal" and "Non-standard Securities Format" are each specified to be applicable in the relevant Final Terms, each reference in these General Instrument Conditions to "nominal" shall be deemed to be deleted and each reference to "Nominal Amount" shall be deemed to be a reference to "Calculation Amount"."

4. **Amendments to the section entitled "Coupon Payout Conditions"**

The information in the section entitled "Coupon Payout Conditions" is amended and supplemented by deleting sub-section (i) of Coupon Payout Condition 2(b) (*Interpretation*) (pages 247 to 248 of the Original Base Prospectus) and replacing it with the following:

- "(i) If the relevant Securities are Notes, each reference in these Coupon Payout Conditions to "each Security" shall be deemed to be a reference to "each nominal amount of each Note equal to the Calculation Amount"; or, if "Trading in Nominal" is specified to be applicable in the relevant Final Terms and:
 - (A) "Non-standard Securities Format" is specified to be not applicable, each reference in these Coupon Payout Conditions to "each Security" shall be deemed to be a reference to "each Certificate (of the Nominal Amount)" in the case of Certificates or "each Warrant (of the Nominal Amount)" in the case of Warrants; or
 - (B) "Non-standard Securities Format" is specified to be applicable, each reference in these Coupon Payout Conditions to "each Security" shall be deemed to be a reference to "each Certificate (of the Calculation Amount)" in the case of Certificates or "each Warrant (of the Calculation Amount)" in the case of Warrants and each reference to "Aggregate Nominal Amount" shall be a reference to "Aggregate Amount".

5. Amendments to the section entitled "Autocall Payout Conditions"

The information in the section entitled "Autocall Payout Conditions" is amended and supplemented by deleting sub-section (i) of Autocall Payout Condition 2(b) (*Interpretation*) (page 252 of the Original Base Prospectus) and replacing it with the following:

- "(i) If the relevant Securities are Notes, each reference in these Autocall Payout Conditions to "each Security" shall be deemed to be a reference to "each nominal amount of each Note equal to the Calculation Amount"; or, if "Trading in Nominal" is specified to be applicable in the relevant Final Terms and:
 - (A) "Non-standard Securities Format" is specified to be not applicable, each reference in these Autocall Payout Conditions to "each Security" shall be deemed to be a reference to "each Certificate (of the Nominal Amount)" in the case of Certificates or "each Warrant (of the Nominal Amount)" in the case of Warrants; or
 - (B) "Non-standard Securities Format" is specified to be applicable, each reference in these Autocall Payout Conditions to "each Security" shall be deemed to be a reference to "each Certificate (of the Calculation Amount)" in the case of Certificates or "each Warrant (of the Calculation Amount)" in the case of Warrants.

6. Amendments to the section entitled "Payout Conditions"

The information in the section entitled "Payout Conditions" is amended and supplemented by deleting sub-section (i) of Payout Condition 5(b) (pages 285 of the Original Base Prospectus) and replacing it with the following:

- "(i) If the relevant Securities are Notes, each reference in these Payout Conditions to "each Security" shall be deemed to be a reference to "each nominal amount of each Note equal to the Calculation Amount"; or, if "Trading in Nominal" is specified to be applicable in the relevant Final Terms and:
 - (A) "Non-standard Securities Format" is specified to be not applicable, each reference in these Payout Conditions to "each Security" shall be deemed to be a reference to "each Certificate (of the Nominal Amount)" in the case of Certificates or "each Warrant (of the Nominal Amount)" in the case of Warrants; or
 - (B) "Non-standard Securities Format" is specified to be applicable, each reference in these Payout Conditions to "each Security" shall be deemed to be a reference to "each Certificate (of the Calculation Amount)" in the case of Certificates or "each Warrant (of the Calculation

Amount)" in the case of Warrants, and, where applicable, in respect of each Warrant, each reference to "NA" or "Nominal Amount" shall be deemed to be a reference to "CA" or "Calculation Amount".

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

The information in the section entitled "Form of Final Terms (Instruments)" is amended and supplemented by:

- (i) deleting paragraph 3 of the Contractual Terms (pages 464 and 465 of the Original Base Prospectus) and replacing it with the following:

3.	[Aggregate number of [Warrants/Certificates] / Aggregate [Nominal] Amount of [Warrants/Certificates] in the Series]:	
	(i) Series:	[Up to] [●]. (<i>specify aggregate number or nominal amount or amount</i>)
	(ii) Tranche:	[Up to] [●]. (<i>specify aggregate number or nominal amount or amount</i>)
	(iii) Trading in Nominal:	[Applicable] [Not Applicable].
	(iv) Non-standard Securities Format:	[Applicable] [Not Applicable].
	[(v) Nominal Amount:	[●] [Not Applicable] (<i>delete this subparagraph if "Non-standard Securities Format" is specified to be applicable</i>)

- (ii) replacing the reference to "Aggregate Nominal Amount" in paragraph 4 of the Contractual Terms with "Aggregate [Nominal] Amount"; and
- (iii) replacing the reference to ""Nominal Amount"" in the drafting note to paragraph 40 of the Contractual Terms with ""Calculation Amount"".

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.

The date of this Prospectus Supplement is 25 April 2018