



GOLDMAN SACHS INTERNATIONAL
(Incorporated with unlimited liability in England)

GOLDMAN SACHS (JERSEY) LIMITED
(Incorporated with limited liability in Jersey)

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

GOLDMAN SACHS BANK (EUROPE) PLC
(Incorporated with limited liability in Ireland)

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

in respect of which the payment and delivery
obligations of Goldman Sachs (Jersey) Limited
are guaranteed by

GOLDMAN SACHS INTERNATIONAL

and the obligations of Goldman Sachs International,
Goldman, Sachs & Co. Wertpapier GmbH and
Goldman Sachs Bank (Europe) plc are
guaranteed by

THE GOLDMAN SACHS GROUP, INC.

(A corporation organised under the laws of the State of Delaware)

This prospectus supplement (the "**Prospectus Supplement**") to the base prospectus dated 15 July 2010 (the "**Original Base Prospectus**") prepared by Goldman Sachs (Jersey) Limited ("**GSJ**") as issuer, Goldman, Sachs & Co. Wertpapier GmbH ("**GSW**") as issuer, Goldman Sachs Bank (Europe) plc ("**GSBE**") as issuer, Goldman Sachs International ("**GSI**") as issuer and as guarantor in respect of the payment and delivery obligations of GSJ, and The Goldman Sachs Group, Inc. ("**GSG**") as guarantor in respect of the obligations of GSI, GSW and GSBE 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 and should be read in conjunction therewith and with Prospectus Supplement No. 1, dated 20 July 2010, Prospectus Supplement No. 2, dated 10 August 2010 and Prospectus Supplement No. 3, dated 24 September 2010, Prospectus Supplement No. 4, dated 21 October 2010, Prospectus Supplement No. 5, dated 9 November 2010, Prospectus Supplement No. 6, dated 25 January 2011, Prospectus Supplement No. 7, dated 4 February 2011, Prospectus Supplement No. 8, dated 4 March 2011, Prospectus Supplement No. 9 dated 28 March 2011, Prospectus Supplement No. 10, dated 11 April 2011, Prospectus Supplement No. 11, dated 26 April 2011, and Prospectus Supplement No. 12, dated 27 April 2011 (the Original Base Prospectus as so supplemented, the "**Base Prospectus**"). Terms defined in the Base Prospectus have the same meaning when used in this Prospectus Supplement.

This Prospectus Supplement incorporates by reference the Quarterly Report on Form 10-Q dated 9 May 2011 for the period ended 31 March 2011 (the "**First Quarter 2011 Form 10-K**") which was filed with the U.S. Securities and Exchange Commission (the "SEC") on 10 May 2011.

The First Quarter 2011 Form 10-Q is incorporated into, and forms part of, this Prospectus Supplement, and the information contained in this Prospectus Supplement and the First Quarter 2011 Form 10-Q shall be deemed to update and, where applicable, supersede any information contained in the Base Prospectus, or any document 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 <http://www.bourse.lu>.

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 within a time limit of a minimum of two working days (or such longer period as may be required by a relevant jurisdiction) after the publication of this Prospectus Supplement, to withdraw their acceptances.

Amendments to the Base Prospectus

1. Documents incorporated by reference

The information below is included to provide investors with additional information about documents that have been incorporated by reference as of the date of this Prospectus Supplement.

The Original Base Prospectus, as supplemented by all prospectus supplements approved by the CSSF, incorporates by reference the following documents in relation to The Goldman Sachs Group, Inc.

2. The Goldman Sachs Group, Inc.

GSG files documents and information with the United States Securities and Exchange Commission. The following documents, which GSG has filed with the SEC, are hereby incorporated by reference into this Base Prospectus:

- (1) the Annual Report on Form 10-K for the fiscal year ended 31 December 2009 (the "**2009 Form 10-K**", containing financial statements relating to the fiscal years ended 31 December 2009 and 28 November 2008 including Exhibit 21.1 thereto);
- (2) Item 1 of the Proxy Statement relating to the 2011 Annual Meeting of Shareholders on 6 May 2011 (the "**Proxy Statement**");
- (3) Current Report on Form 8-K dated 16 April 2010 (the "**16 April Form 8-K**");
- (4) Current Report on Form 8-K dated 20 April 2010 (the "**20 April Form 8-K**");
- (5) Current Report on Form 8-K dated 22 April 2010 (filed with the SEC on 3 May 2010) (the "**22 April Form 8-K**");
- (6) Current Report on Form 8-K dated 14 July 2010 (filed with the SEC on 15 May 2010 (the "**14 July Form 8-K**");
- (7) Current Report on Form 8-K dated 20 July 2010 (the "**20 July Form 8-K**");
- (8) Quarterly Report on Form 10-Q for the fiscal quarter ended 31 March 2010 (the "**First Quarter Form 10-Q**");
- (9) Quarterly Report on Form 10-Q for the fiscal quarter ended 30 June 2010 (the "**Second Quarter Form 10-Q**");
- (10) Current Report on Form 8-K dated 19 October 2010 (the "**19 October Form 8-K**");

- (11) Quarterly Report on Form 10-Q for the fiscal quarter ended 30 September 2010 (the "**Third Quarter Form 10-Q**");
- (12) the Current Report on Form 8-K dated 11 January 2011 (the "**11 January Form 8-K**");
- (13) the Current Report on Form 8-K dated 19 January 2011 (the "**19 January Form 8-K**");
- (14) the Current Report on Form 8-K dated 28 January 2011 (the "**28 January Form 8-K**");
- (15) the Annual Report on Form 10-K for the fiscal year ended 31 December 2010 (the "**2010 Form 10-K**"), containing financial statements relating to the fiscal years ended 31 December 2010 and 31 December 2009 including Exhibit 21.1 thereto;
- (16) the Current Report on Form 8-K dated 18 March 2011 (the "**18 March Form 8-K**");
- (17) the Current Report on Form 8-K dated 19 April 2011 (the "**19 April Form 8-K**"); and
- (18) Quarterly Report on Form 10-Q for the fiscal quarter ended 31 March 2011 (the "**First Quarter 2011 Form 10-Q**").

This above list supersedes the list of documents incorporated by reference on page 50 of the Original Base Prospectus, as supplemented by all prospectus supplements approved by the CSSF.

The following table supersedes the table contained on pages 51 and 52 of the Original Base Prospectus, as supplemented by all prospectus supplements approved by the CSSF, in relation to The Goldman Sachs Group, Inc. and indicates where information required by the Prospectus Regulation to be disclosed in, and incorporated by reference into, the 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 2010, 31 December 2009 and 28 November 2008 (Annex IV, Section 3.1 of the Prospectus Regulation)	2010 Form 10-K (p. 204)
Risk factors relating to GSG (Annex IV, Section 4 of the Prospectus Regulation)	2010 Form 10-K (pp. 18–30)
Information about GSG	
History and development of the company (Annex IV, Section 5.1 of the Prospectus Regulation)	2010 Form 10-K (p. 1)
Investments (Annex IV, Section 5.2 of the Prospectus Regulation)	2010 Form 10-K (pp. 73-74) First Quarter 2011 Form 10-Q (pp. 125-126)
Business overview	
GSG's principal activities (Annex IV, Section 6.1 of the Prospectus Regulation)	2010 Form 10-K (pp. 1-5, 106)
GSG's principal markets (Annex IV, Section 6.2 of the Prospectus Regulation)	2010 Form 10-K (pp. 1, 34, 38-39, 185-188)
Organizational Structure (Annex IV, Section 7 of the Prospectus Regulation)	2010 Form 10-K (p. 23, Exhibit 21.1)
Trend information (Annex IV, Section 8 of the Prospectus Regulation)	2010 Form 10-K (pp. 37-39) First Quarter 2011 Form 10-Q (pp. 97-99)

Administrative, management and supervisory bodies, including conflicts of interest (Annex IV, Section 10 of the Prospectus Regulation)	Proxy Statement (pp. 1-7, 42) 2010 Form 10-K (pp. 32-33)
Audit committee (Annex IV, Section 11.1 of the Prospectus Regulation)	Proxy Statement (pp. 14-16, 43)
Beneficial owners of more than five per cent. (Annex IV, Section 12 of the Prospectus Regulation)	Proxy Statement (p. 58)
Financial information	
Audited historical financial information for the fiscal years ended 31 December 2010, 31 December 2009 and 28 November 2008 (Annex IV, Section 13.1-13.4 of the Prospectus Regulation)	2010 Form 10-K (pp. 100-212)
Audit report (Annex IV, Section 13.1 of the Prospectus Regulation)	2010 Form 10-K (p. 99)
Balance sheet (Annex IV, Section 13.1 of the Prospectus Regulation)	2010 Form 10-K (p. 101)
Income statement (Annex IV, Section 13.1 of the Prospectus Regulation)	2010 Form 10-K (p. 100)
Cash flow statement (Annex IV, Section 13.1 of the Prospectus Regulation)	2010 Form 10-K (p. 103)
Accounting policies and explanatory notes (Annex IV, Section 13.1 of the Prospectus Regulation)	2010 Form 10-K (pp. 40-43, 106-212)
Legal and arbitration proceedings (Annex IV, Section 13.6 of the Prospectus Regulation)	2010 Form 10-K (pp. 31, 191-201) First Quarter 2011 Form 10-Q (pp. 64, 81-91, 149)
Unaudited interim historical financial information (Annex IV, Section 13.5 of the Prospectus Regulation)	19 April Form 8-K (pp. 7-11) First Quarter 2011 Form 10-Q (pp. 2-95)
Additional information	
Share capital (Annex IV, Section 14.1 of the Prospectus Regulation)	2010 Form 10-K (p. 101, 168-170) 18 March Form 8-K (p. 2) First Quarter 2011 Form 10-Q (pp. 68-69, 122-123)
Credit ratings (Annex V, Section 7.5 of the Prospectus Regulation)	2010 Form 10-K (pp. 82-83) First Quarter 2011 Form 10-Q (pp. 134-135)

Any information included in the documents incorporated by reference but not listed in the table above is given to provide investors with additional information.

In addition, such documents will be available free of charge from the Luxembourg listing agent, Dexia Banque Internationale à Luxembourg, société anonyme, from its principal office in Luxembourg and from the Swiss Programme Agent and the Swiss Paying Agent. The Luxembourg Stock Exchange will publish such documents on its website at www.bourse.lu.

References to the Original Base Prospectus shall hereafter mean the Base Prospectus as supplemented by this Prospectus Supplement, Prospectus Supplement No. 1, dated 20 July 2010, Prospectus Supplement

No. 2, dated 10 August 2010, Prospectus Supplement No. 3, dated 24 September 2010, Prospectus Supplement No. 4, dated 21 October 2010, Prospectus Supplement No. 5, dated 9 November 2010, Prospectus Supplement No. 6, dated 25 January 2011, Prospectus Supplement No. 7, dated 4 February 2011, Prospectus Supplement No. 8, dated 4 March 2011, Prospectus Supplement No. 9, dated 28 March 2011 and Prospectus Supplement No. 10, dated 11 April 2011 and Prospectus Supplement No. 11, dated 26 April 2011, and Prospectus Supplement No. 12, dated 27 April 2011. Each of the Issuers and the Guarantor has taken all reasonable care to ensure that the information contained in the Base Prospectus, as supplemented by this Prospectus Supplement and any previous prospectus supplement, is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import and accepts responsibility accordingly.

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

Prospectus Supplement, dated 13 May 2011