

PROSPECTUS SUPPLEMENT NO. 5 TO THE BASE PROSPECTUS DATED 24 JUNE 2013



GOLDMAN SACHS INTERNATIONAL
(Incorporated with unlimited liability in England)

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

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

in respect of which the obligations of Goldman Sachs International,
Goldman, Sachs & Co. Wertpapier GmbH are
guaranteed by

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

This Prospectus Supplement

This prospectus supplement (the "**Prospectus Supplement**") to the base prospectus dated 24 June 2013 prepared by Goldman, Sachs & Co. Wertpapier GmbH ("**GSW**") as issuer, Goldman Sachs International ("**GSI**") as issuer and The Goldman Sachs Group, Inc. ("**GSG**") as guarantor under their programme for the issuance of warrants, notes and certificates with respect to the securities (the "**Programme**") (the "**Original Base Prospectus**"), 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 amended on 3 July 2012 (the "**Luxembourg Law**") and should be read in conjunction therewith and with Prospectus Supplement No.1, dated 19 July 2013, Prospectus Supplement No.2, dated 19 August 2013, Prospectus Supplement No.3, dated 17 September 2013 and Prospectus Supplement No.4 dated 25 September 2013 (the Original Base Prospectus as so supplemented, the "**Base Prospectus**"). On 24 June 2013, the Commission de Surveillance du Secteur Financier (the "**CSSF**") approved the Base Prospectus for the purposes of Article 7 of the Luxembourg Law. The terms defined in the Base Prospectus have the same meaning when used in this Prospectus Supplement. This Supplement will be available on the website of the Luxembourg Stock Exchange at www.bourse.lu.

Amendment to the Summary

Section B.12 (Selected historical key financial information of the Issuer, no material adverse change statement and description of significant changes in financial or trading position of the Issuer) of the Summary on pages 2 and 3 in the Original Base Prospectus shall be updated to read as follows:

"[The following table shows selected key historical financial information in relation to GSI:				
	As and for the six months ended (unaudited)		As and for the Year ended	
	30 June 2013	30 June 2012	31 December 2012	31 December 2011
	(USD)	(USD)	(USD)	(USD)
Operating Profit	492,562,000	972,740,000	1,111,976,000	3,071,920,000

Profit on ordinary activities before taxation	335,426,000	847,529,000	827,966,000	3,109,361,000
Profit on ordinary activities after taxation	249,275,000	694,836,000	683,960,000	2,425,403,000
	As at six months ended (unaudited)		As at	
	30 June 2013		31 December 2012	31 December 2011
	(USD)		(USD)	(USD)
Fixed Assets	531,528,000		516,944,000	13,447,000
Current Assets	879,357,241,000		891,299,754,000	942,126,100,000
Total Shareholders' Funds	20,346,486,000		20,193,453,000	19,463,019,000

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

	As and for the six months ended (unaudited)		As and for the Year ended	
	30 June 2013	30 June 2012	31 December 2012	31 December 2011
	(EUR)	(EUR)	(EUR)	(EUR)
Operating income	189,934.70	379,320.33	710,866.34	535,325.49
Taxation on income	-60,631.19	-119,089.02	224,054.41	169,876.52
Net Income	129,303.51	260,231.31	486,811.93	365,448.97
	As at six months ended (unaudited)		As at	
	30 June 2013		31 December 2012	31 December 2011
	(EUR)		(EUR)	(EUR)
Total assets	4,030,393,818.08		4,146,594,026.29	5,307,436,640.44
Total capital and reserves	2,385,737.20		2,256,433.69	1,769,621.76

[There has been no material adverse change in the prospects of GSI since 31 December 2012.]

[There has been no material adverse change in the prospects of GSW since 31 December 2012.]

[Not applicable; there has been no significant change in the financial or trading position particular to GSI subsequent to 30 June 2013.]

[Not applicable; there has been no significant change in the financial or trading position particular to GSW subsequent to 30 June 2013.]"

Responsibility

Each of Goldman Sachs International and Goldman, Sachs & Co. Wertpapier GmbH accepts responsibility for the information given in this Supplement and confirms that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of their knowledge, in accordance with the facts and does not omit anything likely to affect its import.

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 8 October 2013, which is two working days after the publication of this Prospectus Supplement, to withdraw their acceptances.

Interpretation

To the extent that there is any inconsistency between (a) any statement in this 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. Each of the Issuers and the Guarantor has taken all reasonable care to ensure that the information contained in the Base Prospectus (including as supplemented by this 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.

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 4 October 2013