

SUPPLEMENT NO. 5 TO THE REGISTRATION DOCUMENT DATED 24 JUNE 2013



GOLDMAN SACHS INTERNATIONAL
(Incorporated with unlimited liability in England)

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

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

This Supplement

This supplement (the "**Supplement**") to the registration document 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 Registration Document**"), constitutes a supplement to the Registration Document 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 Supplement No. 1 to the Registration Document dated 19 July 2013, Supplement No. 2 to the Registration Document dated 19 August 2013, Supplement No. 3 to the Registration Document dated 25 September 2013 and Supplement No. 4 to the Registration Document dated 24 October 2013 (the Original Registration Document as so supplemented, the "**Registration Document**"). On 24 June 2013, the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") approved the Original Registration Document for the purposes of Article 7 of the Luxembourg Law. The terms defined in the Registration Document have the same meaning when used in this Supplement.

Information being supplemented

This Supplement supplements the Registration Document by incorporating by reference the Quarterly Report on Form 10-Q for the third fiscal quarter ended 30 September 2013 (the "**Third Quarter Form 10-Q**") which was filed with the U.S. Securities and Exchange Commission (the "**SEC**") on 7 November 2013. A copy of the Third Quarter Form 10-Q has been filed with the CSSF in its capacity as competent authority under the Prospectus Directive.

The Third Quarter Form 10-Q is by reference incorporated into, and forms part of, this Supplement, and the information contained in this Supplement and the Third Quarter Form 10-Q shall be deemed to update and where applicable, supersede any information contained in the Registration Document, or any documents incorporated by reference therein.

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

Additional information

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 Supplement.

The Registration Document, as supplemented by this Supplement, incorporates by reference the following documents in relation to GSG:

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

- (a) the Quarterly Report on Form 10-Q for the third fiscal quarter ended 30 September 2013 (filed with the SEC on 7 November 2013) (the "**Third Quarter Form 10-Q**").
- (b) the Current Report on Form 8-K dated 17 October 2013 (filed with the SEC on 17 October 2013) (the "**17 October 2013 Form 8-K**").
- (c) the Quarterly Report on Form 10-Q for the second fiscal quarter ended 30 June 2013 (filed with the SEC on 8 August 2013) (the "**Second Quarter Form 10-Q**").
- (d) the Current Report on Form 8-K dated 16 July 2013 (filed with the SEC on 16 July 2013) (the "**16 July Form 8-K**").
- (e) the Quarterly Report on Form 10-Q for the fiscal quarter ended 31 March 2013 (the "**First Quarter Form 10-Q**").
- (f) Proxy Statement relating to the 2013 Annual Meeting of Shareholders on 23 May 2013 (the "**Proxy Statement**").
- (g) the Current Report on Form 8-K dated 14 March 2013 (filed with the SEC on 15 March 2013) (the "**14 March Form 8-K**").
- (h) the Current Report on Form 8-K dated 16 April 2013 (filed with the SEC on 16 April 2013) (the "**16 April Form 8-K**").
- (i) the Annual Report on Form 10-K for the fiscal year ended 31 December 2012 (the "**2012 Form 10-K**", containing financial statements relating to the fiscal years ended 31 December 2012 and 31 December 2011, including Exhibit 21.1 thereto).

The above list supersedes the list of documents incorporated by reference on page 6 of the Registration Document.

The following table supersedes the table contained on pages 6 - 8 of the Registration Document in relation to GSG and indicates where information required by Commission Regulation (EC) No. 809/2004 as amended (the "**Prospectus Regulation**") to be disclosed in, and incorporated by reference into, the Registration Document 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 2012, 31 December 2011 and 31 December 2010 (Annex IV, Section 3.1 of the Prospectus Regulation)	2012 Form 10-K (p. 230)
Unaudited selected financial information (Annex IV, Section 3.1 of the Prospectus Regulation)	16 April Form 8-K (p. 9)
	16 July Form 8-K (p. 11)
	Second Quarter Form 10-Q (pp. 2-112)
	17 October Form 8-K (p. 13)
	Third Quarter Form 10-Q (pp. 2-109)
Risk factors relating to GSG (Annex IV, Section 4 of the Prospectus Regulation)	2012 Form 10-K (pp. 24-37)
	First Quarter Form 10-Q (p.177)

Second Quarter Form 10-Q (p. 192)

Third Quarter Form 10-Q (pp. 190)

Information about GSG

History and development of the company (Annex IV, Section 5.1 of the Prospectus Regulation) 2012 Form 10-K (p. 1)

Investments (Annex IV, Section 5.2 of the Prospectus Regulation) First Quarter Form 10-Q (pp. 148-149)

Second Quarter Form 10-Q (pp. 7, 161-163)

Third Quarter Form 10-Q (pp. 160-161)

Business overview

GSG's principal activities (Annex IV, Section 6.1 of the Prospectus Regulation) 2012 Form 10-K (pp. 1-6, 8-22, 122)

GSG's principal markets (Annex IV, Section 6.2 of the Prospectus Regulation) 2012 Form 10-K (pp. 1, 40, 45-46, 205-208)

Organizational Structure (Annex IV, Section 7 of the Prospectus Regulation) 2012 Form 10-K (p. 29, Exhibit 21.1)

Trend information (Annex IV, Section 8 of the Prospectus Regulation) 2012 Form 10-K (pp. 43-112)

First Quarter Form 10-Q (pp. 112-114)

Second Quarter Form 10-Q (pp. 117-119)

Third Quarter Form 10-Q (pp. 114-118)

Administrative, management and supervisory bodies, including conflicts of interest (Annex IV, Section 10 of the Prospectus Regulation) 2012 Form 10-K (p. 39)

Proxy Statement (pp. 1-4, pp. 6-24, pp. 70-73)

Audit committee (Annex IV, Section 11.1 of the Prospectus Regulation) Proxy Statement (p. 24, pp. 60-61)

Beneficial owners of more than five per cent. (Annex IV, Section 12 of the Prospectus Regulation) Proxy Statement (p. 75)

Financial information

Audited historical financial information for the fiscal years ended 31 December 2012 and 31 December 2011 (Annex IV, Section 13.1-13.4 of the Prospectus Regulation) 2012 Form 10-K (pp. 117-227)

Audit report (Annex IV, Section 13.1 of the Prospectus Regulation) 2012 Form 10-K (p. 116)

Balance sheet (Annex IV, Section 13.1 of the Prospectus Regulation) 2012 Form 10-K (p. 119)

Income statement (Annex IV, Section 13.1 of the Prospectus Regulation) 2012 Form 10-K (p. 117-118)

Regulation)

Cash flow statement (Annex IV, Section 13.1 of the Prospectus Regulation)	2012 Form 10-K (p. 121)
Accounting policies and explanatory notes (Annex IV, Section 13.1 of the Prospectus Regulation)	2012 Form 10-K (pp. 47-50, 122-277)
Unaudited interim historical financial information (Annex IV, Section 13.5 of the Prospectus Regulation)	16 April Form 8-K (pp. 7-10) First Quarter Form 10-Q (pp. 2-110) 16 July Form 8-K (pp. 8-13) Second Quarter Form 10-Q (pp. 2-115) 17 October Form 8-K (pp. 10-12) Third Quarter Form 10-Q (pp. 2-112)
Legal and arbitration proceedings (Annex IV, Section 13.6 of the Prospectus Regulation)	2012 Form 10-K (pp. 38, 210-222) Second Quarter Form 10-Q (pp. 104-111) Third Quarter Form 10-Q (pp. 101-108)
Financial or trading position (Annex IV, Section 13.7 of the Prospectus Regulation)	2012 Form 10-K (pp. 117- 227) 16 April Form 8-K (pp. 2-5) 16 July Form 8-K (pp. 3-6) Second Quarter Form 10-Q (pp. 2-111) 17 October Form 8-K (p. 3-8) Third Quarter Form 10-Q (pp. 2-108)
Additional information	
Share capital (Annex IV, Section 14.1 of the Prospectus Regulation)	2012 Form 10-K (pp. 119, 191-193) 16 April Form 8-K (p.4) First Quarter Form 10-Q (pp. 4-5, 79-81) 16 July Form 8-K (p. 5) Second Quarter Form 10-Q (pp. 4-5, 87-89) 17 October Form 8-K (p. 8) Third Quarter Form 10-Q (pp. 4-5, 85-87)
Credit ratings (Annex V, Section 7.5 of the Prospectus Regulation)	2012 Form 10-K (pp. 94-95) First Quarter Form 10-Q (pp. 159-160)

Second Quarter Form 10-Q (pp. 174-175)

Third Quarter Form 10-Q (pp. 172-173)

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.

Responsibility Statement

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.

Interpretation

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Registration Document by this Supplement and (b) any other statement in or incorporated by reference into the Registration Document, the statements in (a) above will prevail.

References to the Registration Document shall hereafter mean the Registration Document as supplemented by this Supplement. Each of the Issuers and the Guarantor has taken all reasonable care to ensure that the information contained in the Registration Document (including as supplemented by this 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 Supplement is not for use in, and may not be delivered to or inside, the United States.

Supplement, dated 12 November 2013