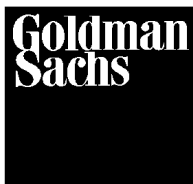


**PROSPECTUS SUPPLEMENT NO. 15 TO THE BASE PROSPECTUS DATED 24 JUNE 2013**



**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, Prospectus Supplement No. 4 dated 25 September 2013, Prospectus Supplement No. 5 dated 4 October 2013, Prospectus Supplement No. 6 dated 24 October 2013, Prospectus Supplement No. 7 dated 12 November 2013, Prospectus Supplement No. 8 dated 19 November 2013, Prospectus Supplement No. 9 dated 17 January 2014, Prospectus Supplement No. 10 dated 10 March 2014, Prospectus Supplement No. 11 dated 1 April 2014, Prospectus Supplement No. 12 dated 10 April 2014, Prospectus Supplement No. 13 dated 18 April 2014 and Prospectus Supplement No. 14 dated 6 May 2014 (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 Original 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.

**Information being supplemented**

***Supplement No. 13 to the Registration Document***

This Prospectus Supplement supplements the Base Prospectus by incorporating by reference in its entirety Prospectus Supplement No. 13 to the Registration Document dated 24 June 2013 ("**Supplement No. 13 to the Registration Document**"), approved by the CSSF on 12 May 2014, which itself incorporates the Quarterly Report on Form 10-Q of GSG for the first fiscal quarter ended 31 March 2014, which was filed with the U.S. Securities and Exchange Commission on 8 May 2014. A copy of the First Quarter Form 10-Q has been filed with the CSSF in its capacity as competent authority under the Prospectus Directive.

Supplement No. 13 to the Registration Document is by reference incorporated into, and forms part of, this Prospectus Supplement, and the information contained in this Prospectus Supplement, and Supplement No. 13 to the Registration Document shall be deemed to update and, where applicable, supersede any information contained in the Base Prospectus, or any documents 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 [www.bourse.lu](http://www.bourse.lu).

#### Amendments to the Summary

The right-hand column of Element B.19 (B.12) (*Selected historical key financial information of the Guarantor, no material adverse change statement and description of significant changes in the financial or trading position of the Guarantor*) of the Summary on pages 5 and 6 of the Original Base Prospectus shall be updated to read as follows:

"

<b>Income statement information</b>				
	<b>For the three months ended (unaudited)</b>		<b>For the Year ended</b>	
<i>(in USD millions)</i>	<b>31 March 2014</b>	<b>31 March 2013</b>	<b>December 2013</b>	<b>December 2012</b>
Total non-interest revenues	8,291	9,165	30,814	30,283
Net revenues, including net interest income	9,328	10,090	34,206	34,163
Pre-tax earnings	3,021	3,373	11,737	11,207

<b>Balance sheet information</b>			
	<b>As at 31 March (unaudited)</b>	<b>As at 31 December</b>	
<i>(in USD millions)</i>	<b>2014</b>	<b>2013</b>	<b>2012</b>
Total assets	915,665	911,507	938,555
Total liabilities	836,566	833,040	862,839
Total shareholders' equity:	79,099	78,467	75,716

There has been no material adverse change in the prospects of GSG since 31 December 2013.

Not applicable; there has been no significant change in GSG's financial or trading position since 31 March 2014."

## **Responsibility**

Each of Goldman Sachs International and Goldman, Sachs & Co. Wertpapier GmbH 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.

## **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 14 May 2014, 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 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. 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.

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Prospectus Supplement, dated 12 May 2014