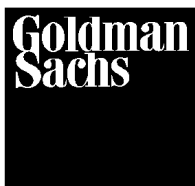


PROSPECTUS SUPPLEMENT NO. 5 TO THE BASE PROSPECTUS DATED 20 JUNE 2014



GOLDMAN SACHS INTERNATIONAL
(Incorporated with unlimited liability in England)

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

**SERIES A 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 20 June 2014 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 to the Base Prospectus, dated 17 July 2014, Prospectus Supplement No. 2 to the Base Prospectus, dated 8 August 2014, Prospectus Supplement No. 3 to the Base Prospectus, dated 28 August 2014 and Prospectus Supplement No. 4 to the Base Prospectus, dated 3 September 2014 (the Original Base Prospectus as so supplemented, the "**Base Prospectus**"). On 20 June 2014, 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.

Terms defined in the Base Prospectus have the same meaning when used in this Base Prospectus Supplement unless otherwise defined herein. This Base Prospectus Supplement shall form part of and be read in conjunction with the Base Prospectus.

Information being supplemented

Supplement No. 5 to the Registration Document

This Prospectus Supplement supplements the Base Prospectus by incorporating by reference in its entirety Supplement No. 5 to the Registration Document dated 20 June 2014 ("**Supplement No. 5 to the Registration Document**"), approved by the CSSF on 17 October 2014. Supplement No. 5 to the Registration Document incorporates (i) the current Report on Form 8-K dated 16 October 2014, as filed with the U.S. Securities and Exchange Commission by GSG on 16 October 2014 and (ii) the German language version of the unaudited half yearly financial statements and interim management report of GSW for the period ended 30 June 2014 (together with, an unofficial English translation thereof, for which GSW accepts responsibility).

Supplement No. 5 to the Registration Document is entirely incorporated by reference into, and forms part of, this Prospectus Supplement, and the information contained in this Prospectus Supplement, and Supplement No. 5 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 documents incorporated by reference into this Prospectus Supplement will be available on the website of the Luxembourg Stock Exchange at www.bourse.lu.

Amendments to the Summary

Element B.12 (*Selected key financial information of the Issuer*) of the Summary on pages 3 - 4 of 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 2014 (USD)	30 June 2013 (USD)	31 December 2013 (USD)	31 December 2012 (USD)
Operating Profit	1,233,141,000	492,562,000	618,173,000	1,111,976,000
Profit on ordinary activities before taxation	1,134,190,000	335,426,000	297,566,000	827,966,000
Profit on ordinary activities after taxation	914,071,000	249,275,000	168,664,000	683,960,000
	As at six months ended (unaudited)		As at	
	30 June 2014 (USD)		31 December 2013 (USD)	31 December 2012 (USD)
Fixed Assets	15,195,000		15,537,000	516,944,000
Current Assets	883,371,098,000		816,202,624,000	891,299,754,000
Total Shareholders' Funds	21,183,148,000		20,300,471,000	20,193,453,000]

[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 2014 (EUR)	30 June 2013 (EUR)	31 December 2013 (EUR)	31 December 2012 (EUR)
Operating income	254,186.73	189,934.70	380,836.28	710,866.34
Taxation on income	-84,758.00	-60,631.19	120,965.71	224,054.41
Net Income	169,428.73	129,303.51	259,870.57	486,811.93
	As at six months ended (unaudited)		As at	
	30 June 2014 (EUR)		31 December 2013 (EUR)	31 December 2012 (EUR)
Total assets	4,572,663,086.54		4,443,043,003.63	4,146,594,026.29
Total capital and reserves	2,685,732.99		2,516,304.26	2,256,433.69]

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

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

[Not applicable; there has been no significant change in the financial or trading position particular to GSI subsequent to 30 June 2014.]

[Not applicable; there has been no significant change in the financial or trading position particular to GSW subsequent to 30 June 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 21 October 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.

Prospectus Supplement, dated 17 October 2014