

GOLDMAN SACHS GROUP INC
Form 424B2
October 02, 2018

September 2018

Prospectus Supplement filed pursuant to Rule 424(b)(2) dated September 28, 2018/ Registration Statement No.
333-219206
STRUCTURED INVESTMENTS

Opportunities in U.S. Equities

GS Finance Corp.

\$14,319,400 Contingent Income Auto-Callable Securities Based on the Performance of an American Depositary Share of Alibaba Group Holding Limited due October 1, 2021

Principal at Risk Securities

The Contingent Income Auto-Callable Securities are unsecured notes issued by GS Finance Corp. and guaranteed by The Goldman Sachs Group, Inc. The amount that you will be paid on your securities is based on the performance of an American depositary share of Alibaba Group Holding Limited, representing an ordinary share of Alibaba Group Holding Limited. The securities will mature on the stated maturity date (October 1, 2021) unless they are automatically called on any call observation date. The call observation dates will be each coupon determination date commencing on December 28, 2018 and ending on June 28, 2021. If the final share price on September 28, 2021 is *greater than or equal to* the downside threshold level (\$107.094, which represents 65.00% of the initial share price of \$164.76 on the pricing date (September 28, 2018)), you will receive your \$10 principal amount of your securities plus a coupon payment of \$0.215. You will not participate in any appreciation of the underlying stock. **If the final share price is less than the downside threshold level, you will not receive a coupon payment and you will lose a significant portion or all of your investment.**

Your securities will be automatically called if the closing price of the underlying stock on any call observation date is *greater than or equal to* the initial share price, resulting in a payment on the corresponding call payment date equal to the principal amount of your securities *plus* the contingent quarterly coupon (defined below) then due.

The securities will not pay a fixed coupon and may pay no coupon on a coupon payment date. On each coupon determination date, subject to the automatic call feature, if the closing price of the underlying stock is *greater than or equal to* the downside threshold level, you will receive on the corresponding coupon payment date a contingent quarterly coupon payment of \$0.215 for each \$10 principal amount of your securities. If the closing price of

the underlying stock on any coupon determination date is less than the downside threshold level, you will not receive a coupon payment on the applicable coupon payment date.

On the stated maturity date, for each \$10 principal amount of your securities you will receive an amount in cash equal to:

- if the final share price is *greater than or equal to* the downside threshold level, \$10 plus the final coupon; or
- if the final share price is *less than* the downside threshold level, the *product* of (i) \$10 *times* (ii) the *quotient* of (a) the final share price *divided by* (b) the initial share price.

The securities are for investors who seek to earn a coupon at an above current market rate in exchange for the risk of receiving few or no contingent quarterly coupons and the risk of losing all or a portion of the principal of their securities.

The estimated value of your securities at the time the terms of your securities are set on the pricing date is equal to approximately \$9.70 per \$10 principal amount. For a discussion of the estimated value and the price at which Goldman Sachs & Co. LLC would initially buy or sell your securities, if it makes a market in the securities, see the following page.

Your investment in the securities involves certain risks, including the credit risk of GS Finance Corp. and The Goldman Sachs Group, Inc. See page S-10. You should read the disclosure herein to better understand the terms and risks of your investment.

Original issue date:	October 3, 2018	Original issue price:	100.00% of the principal amount
Underwriting discount:	2.675% (\$383,043.95 in total)*	Net proceeds to the issuer:	97.325% (\$13,936,356.05 in total)

*Morgan Stanley Wealth Management, acting as dealer for the offering, will receive a selling concession of \$0.25 for each security it sells. It has informed us that it intends to internally allocate \$0.05 of the selling concession for each security as a structuring fee. Goldman Sachs & Co. LLC will receive an underwriting discount of \$0.0175 for each security.

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

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The securities are not bank deposits and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency, nor are they obligations of, or guaranteed by, a bank.

Goldman Sachs & Co. LLC

Prospectus Supplement No. 4,294 dated September 28, 2018

GS Finance Corp.

Contingent Income Auto-Callable Securities Based on the Performance of an American Depositary Share of Alibaba Group Holding Limited due October 1, 2021

Principal at Risk Securities

The issue price, underwriting discount and net proceeds listed above relate to the securities we sell initially. We may decide to sell additional securities after the date of this prospectus supplement, at issue prices and with underwriting discounts and net proceeds that differ from the amounts set forth above. The return (whether positive or negative) on your investment in the securities will depend in part on the issue price you pay for such securities.

GS Finance Corp. may use this prospectus in the initial sale of the securities. In addition, Goldman Sachs & Co. LLC or any other affiliate of GS Finance Corp. may use this prospectus in a market-making transaction in a security after its initial sale. **Unless GS Finance Corp. or its agent informs the purchaser otherwise in the confirmation of sale, this prospectus is being used in a market-making transaction.**

Estimated Value of Your Securities

The estimated value of your securities at the time the terms of your securities are set on the pricing date (as determined by reference to pricing models used by Goldman Sachs & Co. LLC (GS&Co.) and taking into account our credit spreads) is equal to approximately \$9.70 per \$10 principal amount, which is less than the original issue price. The value of your securities at any time will reflect many factors and cannot be predicted; however, the price (not including GS&Co. s customary bid and ask spreads) at which GS&Co. would initially buy or sell securities (if it makes a market, which it is not obligated to do) and the value that GS&Co. will initially use for account statements and otherwise is equal to approximately the estimated value of your securities at the time of pricing, plus an additional amount (initially equal to \$0.30 per \$10 principal amount).

Prior to December 28, 2018, the price (not including GS&Co. s customary bid and ask spreads) at which GS&Co. would buy or sell your securities (if it makes a market, which it is not obligated to do) will equal approximately the sum of (a) the then-current estimated value of your securities (as determined by reference to GS&Co. s pricing models) plus (b) any remaining additional amount (the additional amount will decline to zero on a straight-line basis from the time of pricing through December 27, 2018). On and after December 28, 2018, the price (not including GS&Co. s customary bid and ask spreads) at which GS&Co. would buy or sell your securities (if it makes a market) will equal approximately the then-current estimated value of your securities determined by reference to such pricing models.

About Your Prospectus

The securities are notes that are part of the Medium-Term Notes, Series E program of GS Finance Corp. and are fully and unconditionally guaranteed by The Goldman Sachs Group, Inc. This prospectus includes this prospectus supplement and the accompanying documents listed below. This prospectus supplement constitutes a supplement to the documents listed below and should be read in conjunction with such documents:

- Prospectus supplement dated July 10, 2017
- Prospectus dated July 10, 2017

The information in this prospectus supplement supersedes any conflicting information in the documents listed above. In addition, some of the terms or features described in the listed documents may not apply to your securities.

September 2018

GS Finance Corp.

Contingent Income Auto-Callable Securities Based on the Performance of an American Depositary Share of Alibaba Group Holding Limited due October 1, 2021

Principal at Risk Securities

GS Finance Corp.

\$14,319,400 Contingent Income Auto-Callable Securities Based on the Performance of an American Depositary Share of Alibaba Group Holding Limited due October 1, 2021

Principal at Risk Securities

The Contingent Income Auto-Callable Securities are unsecured notes issued by GS Finance Corp. and guaranteed by The Goldman Sachs Group, Inc. The amount that you will be paid on your securities is based on the performance of an American depositary share of Alibaba Group Holding Limited, representing an ordinary share of Alibaba Group Holding Limited. The securities will mature on the stated maturity date (October 1, 2021) unless they are automatically called on any call observation date. The call observation dates will be each coupon determination date commencing on December 28, 2018 and ending on June 28, 2021. If the final share price on September 28, 2021 is *greater than* or *equal to* the downside threshold level (\$107.094, which represents 65.00% of the initial share price of \$164.76 on the pricing date (September 28, 2018)), you will receive your \$10 principal amount of your securities plus a coupon payment of \$0.215. You will not participate in any appreciation of the underlying stock. **If the final share price is less than the downside threshold level, you will not receive a coupon payment and you will lose a significant portion or all of your investment.**

Your securities will be automatically called if the closing price of the underlying stock on any call observation date is *greater than* or *equal to* the initial share price, resulting in a payment on the corresponding call payment date equal to the principal amount of your securities *plus* the contingent quarterly coupon (defined below) then due.

The securities will not pay a fixed coupon and may pay no coupon on a coupon payment date. On each coupon determination date, subject to the automatic call feature, if the closing price of the underlying stock is *greater than* or *equal to* the downside threshold level, you will receive on the corresponding coupon payment date a contingent quarterly coupon payment of \$0.215 for each \$10 principal amount of your securities. If the closing price of the underlying stock on any coupon determination date is less than the downside threshold level, you will

not receive a coupon payment on the applicable coupon payment date.

On the stated maturity date, for each \$10 principal amount of your securities you will receive an amount in cash equal to:

- if the final share price is *greater than or equal to* the downside threshold level, \$10 plus the final coupon; or
- if the final share price is *less than* the downside threshold level, the *product* of (i) \$10 *times* (ii) the *quotient* of (a) the final share price *divided by* (b) the initial share price.

The securities are for investors who seek to earn a coupon at an above current market rate in exchange for the risk of receiving few or no contingent quarterly coupons and the risk of losing all or a portion of the principal of their securities.

FINAL TERMS	
Issuer / Guarantor:	GS Finance Corp. / The Goldman Sachs Group, Inc.
Aggregate principal amount:	\$14,319,400
Underlying stock:	an American depositary share (ADS) of Alibaba Group Holding Limited, representing one ordinary share of Alibaba Group Holding Limited
Pricing date:	September 28, 2018
Original issue date:	October 3, 2018
Coupon determination dates:	as set forth under Coupon determination dates below
Coupon payment dates:	as set forth under Coupon payment dates below
Stated maturity date:	October 1, 2021
Stated principal amount/Original issue price:	\$10 per security / 100% of the principal amount
Estimated value:	approximately \$9.70 per security <ul style="list-style-type: none"> • if the final share price is <i>greater than or equal to</i> the downside threshold level, \$10.00 plus the final coupon; or • if the final share price is <i>less than</i> the downside threshold level, \$10 × the share performance factor
Payment at maturity:	<ul style="list-style-type: none"> • if the final share price is <i>less than</i> the downside threshold level, \$10 × the share performance factor
Initial share price:	\$164.76, which is equal to the closing price of the underlying stock on the pricing date
Final share price:	the closing price of the underlying stock on the determination date

September 2018

GS Finance Corp.

Contingent Income Auto-Callable Securities Based on the Performance of an American Depositary Share of Alibaba Group Holding Limited due October 1, 2021

Principal at Risk Securities

Call observation dates:	each coupon determination date specified in the table below commencing on December 28, 2018 and ending on June 28, 2021
Call payment dates:	the coupon payment date immediately after the applicable call observation date
Determination date:	the last coupon determination date, September 28, 2021
Downside threshold level:	\$107.094, which represents 65.00% of the initial share price
Automatic call feature:	if, as measured on any call observation date, the closing price of the underlying stock is greater than or equal to the initial share price, your securities will be automatically called <ul style="list-style-type: none"> • if the closing price of the underlying stock on the applicable coupon determination date is <i>greater than or equal to</i> the downside threshold level, \$0.215; or • if the closing price of the underlying stock on the applicable coupon determination date is <i>less than</i> the downside threshold level, \$0.00
Contingent quarterly coupon:	
Share performance factor:	final share price / initial share price
CUSIP / ISIN:	36256M106 / US36256M1062
Listing:	the securities will not be listed on any securities exchange
Underwriter:	Goldman Sachs & Co. LLC

Coupon determination dates*

Coupon payment dates**

December 28, 2018	January 3, 2019
March 28, 2019	April 2, 2019
June 28, 2019	July 3, 2019
September 30, 2019	October 3, 2019
December 30, 2019	January 3, 2020
March 30, 2020	April 2, 2020
June 29, 2020	July 2, 2020
September 28, 2020	October 1, 2020
December 28, 2020	December 31, 2020
March 29, 2021	April 1, 2021
June 28, 2021	July 1, 2021
September 28, 2021 (determination date)	October 1, 2021 (stated maturity date)

*Subject to postponement for non-trading days and market disruption events as described under Specific Terms of Your Securities Coupon Determination Dates on page S-22 of this prospectus supplement

**Subject to postponement as described under Specific Terms of Your Securities Contingent Quarterly Coupon and Coupon Payment Dates on page S-22 of this prospectus supplement

This is the first date on which your notes may be automatically called.

September 2018

S-4

GS Finance Corp.

Contingent Income Auto-Callable Securities Based on the Performance of an American Depositary Share of Alibaba Group Holding Limited due October 1, 2021

Principal at Risk Securities

We refer to the securities we are offering by this prospectus supplement as the *offered securities* or the *securities*. Each of the securities has the terms described under *Final Terms* and *Specific Terms of Your Securities* in this prospectus supplement. Please note that in this prospectus supplement, references to *GS Finance Corp.*, *we*, *our* and *us* mean only GS Finance Corp. and do not include its subsidiaries or affiliates, references to *The Goldman Sachs Group, Inc.*, *our parent company*, mean only The Goldman Sachs Group, Inc. and do not include its subsidiaries or affiliates and references to *Goldman Sachs* mean The Goldman Sachs Group, Inc. together with its consolidated subsidiaries and affiliates, including us. Also, references to the accompanying prospectus mean the accompanying prospectus, dated July 10, 2017, and references to the accompanying prospectus supplement mean the accompanying prospectus supplement, dated July 10, 2017, for Medium-Term Notes, Series E, in each case of GS Finance Corp. and The Goldman Sachs Group, Inc. References to the indenture in this prospectus supplement mean the senior debt indenture, dated as of October 10, 2008, as supplemented by the First Supplemental Indenture, dated as of February 20, 2015, each among us, as issuer, The Goldman Sachs Group, Inc., as guarantor, and The Bank of New York Mellon, as trustee. This indenture, as so supplemented and as further supplemented thereafter, is referred to as the *GSFC 2008 indenture* in the accompanying prospectus supplement.

Investment Summary

Contingent Income Auto-Callable Securities Based on the Performance of an American Depositary Share of Alibaba Group Holding Limited due October 1, 2021

The Contingent Income Auto-Callable Securities Based on the Performance of an American Depositary Share of Alibaba Group Holding Limited due October 1, 2021, which we refer to as the securities, provide an opportunity for investors to earn a contingent quarterly coupon of \$0.215 for each \$10 principal amount of their securities with respect to each quarterly coupon determination date on which the closing price of the underlying stock is *greater than or equal to* the downside threshold level. It is possible that the closing price of the underlying stock could remain below the downside threshold level for extended periods of time or even throughout the term of the securities so that you may receive few or no contingent quarterly coupons.

If the closing price of the underlying stock is *greater than or equal to* the initial share price on any call observation date, the securities will be automatically called for an amount equal to the principal amount *plus* the contingent quarterly coupon then due. If the securities have not previously been automatically called and the final share price is *greater than or equal to* the downside threshold level, the payment at maturity will be \$10 plus the final coupon. However, if the securities have not previously been automatically called and the final share price is *less than* the downside threshold level, investors will be exposed to the decline in the closing price of the underlying stock, as compared to the initial share price, on a 1 to 1 basis. In this case, the payment at maturity will be less than 65.00% of the principal amount of the securities and could be zero. Investors in the securities must be willing to accept the risk of losing their entire principal and also the risk of not receiving any contingent quarterly coupon. In addition, investors will not participate in any appreciation of the underlying stock.

September 2018

S-5

GS Finance Corp.

Contingent Income Auto-Callable Securities Based on the Performance of an American Depositary Share of Alibaba Group Holding Limited due October 1, 2021

Principal at Risk Securities

Key Investment Rationale

The securities offer investors an opportunity to earn a contingent quarterly coupon of \$0.215 with respect to each coupon determination date on which the closing price of the underlying stock is *greater than* or *equal to* \$107.094 (representing 65.00% of the initial share price of \$164.76), which we refer to as the downside threshold level. The securities may be automatically called prior to maturity for the principal amount per security *plus* the coupon then due, and the payment at maturity will vary depending on the final share price, as follows:

Scenario 1 On any of the call observation dates, the closing price of the underlying stock is *greater than or equal to* the initial share price.

§ The securities will be automatically called for (i) the principal amount *plus* (ii) the contingent quarterly coupon then due.

§ Investors will not participate in any appreciation of the underlying stock from the initial share price.

Scenario 2 The securities are not automatically called prior to maturity, and the final share price is *greater than or equal to* the downside threshold level.

§ The payment due at maturity will be \$10.00 plus the final coupon.

§ Investors will not participate in any appreciation of the underlying stock from the initial share price.

Scenario 3 The securities are not automatically called prior to maturity, and the final share price is *less than* the downside threshold level.

§ The payment due at maturity will be *equal to* the *product* of (i) the stated principal amount *times* (ii) the share performance factor.

§ **Investors will lose a significant portion, and may lose all, of their principal in this scenario.**

September 2018

GS Finance Corp.

Contingent Income Auto-Callable Securities Based on the Performance of an American Depositary Share of Alibaba Group Holding Limited due October 1, 2021

Principal at Risk Securities

How the Securities Work

The following diagrams illustrate the potential outcomes for the securities depending on (1) the closing price of the underlying stock on the applicable call observation date and (2) the final share price.

Diagram #1: Call Observation Dates

Diagram #2: Payment at Maturity if the Securities are Not Automatically Called

September 2018

s-7

GS Finance Corp.

Contingent Income Auto-Callable Securities Based on the Performance of an American Depositary Share of Alibaba Group Holding Limited due October 1, 2021

Principal at Risk Securities

Hypothetical Examples

The below examples are based on the following terms:

Initial share price:	\$164.76
Downside threshold level:	\$107.094, which is 65.00% of the initial share price
Contingent quarterly coupon:	\$0.215 per security
Principal amount:	\$10 per security

In Examples 1 and 2, the closing price of the underlying stock fluctuates over the term of the securities and the closing price of the underlying stock is *greater than or equal to* the initial share price of \$164.76 on one of the call observation dates. Because the closing price of the underlying stock is *greater than or equal to* the initial share price on one of the call observation dates, the securities are automatically called on the applicable call observation date. In Examples 3 and 4, the closing price of the underlying stock on all of the call observation dates is *less than* the initial share price, and, consequently, the securities are not automatically called prior to, and remain outstanding until, maturity.

Date	Example 1			Example 2		
	Hypothetical Closing Price on Corresponding Date	Contingent Quarterly Coupon	Amount Payable on the Call Payment Date*	Hypothetical Closing Price on Corresponding Date	Contingent Quarterly Coupon	Amount Payable on the Call Payment Date*
Coupon Determination Date / Call Observation Date #1	\$180.00	\$0.215	\$10.215	\$130.00	\$0.215	N/A
Coupon Determination Date / Call Observation Date #2	N/A	N/A	N/A	\$90.00	\$0	N/A
Coupon Determination Date / Call Observation Date #3	N/A	N/A	N/A	\$140.00	\$0.215	N/A
Coupon Determination Date / Call Observation Date #4	N/A	N/A	N/A	\$70.00	\$0	N/A
Coupon Determination Date / Call Observation Date #5	N/A	N/A	N/A	\$80.00	\$0	N/A
Coupon Determination Date / Call Observation Date #6	N/A	N/A	N/A	\$60.00	\$0	N/A
Coupon Determination Date / Call Observation Date #7	N/A	N/A	N/A	\$80.00	\$0	N/A
Coupon Determination Date / Call Observation Date #8	N/A	N/A	N/A	\$90.00	\$0	N/A
Coupon Determination Date / Call Observation Date #9	N/A	N/A	N/A	\$70.00	\$0	N/A

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Coupon Determination Date / Call Observation Date #10	N/A	N/A	N/A	\$230.66	\$0.215	\$10.215
Coupon Determination Date / Call Observation Date #11	N/A	N/A	N/A	N/A	N/A	N/A
Coupon Determination Date #12 / Determination Date	N/A	N/A	N/A	N/A	N/A	N/A

* The amount payable on a call payment date includes the unpaid contingent quarterly coupon with respect to the coupon determination date on which the closing price of the underlying stock is *greater than* or *equal to* the initial share price and the securities are automatically called as a result.

§ In **Example 1**, the securities are automatically called on the first call observation date as the closing price of the underlying stock on such date is *greater than* the initial share price. You receive an amount on the corresponding call payment date, calculated as follows:

$$\text{principal amount} + \text{contingent quarterly coupon} = \$10.00 + \$0.215 = \$10.215$$

In this example, the automatic call feature limits the term of your investment to approximately 3 months, and you may not be able to reinvest at comparable terms or returns. If the securities are automatically called, you will stop receiving contingent coupons.

§ In **Example 2**, the securities are automatically called on the tenth call observation date as the closing price of the underlying stock on such date is *greater than* the initial share price. As the closing prices of the underlying stock on the first, third and tenth coupon determination dates are greater than the downside threshold level, you receive the contingent coupon of \$0.215 with respect to each such coupon determination date. Following the tenth call

September 2018

GS Finance Corp.

Contingent Income Auto-Callable Securities Based on the Performance of an American Depositary Share of Alibaba Group Holding Limited due October 1, 2021

Principal at Risk Securities

observation date, you receive an amount on the corresponding call payment date of \$10.215, which includes the contingent quarterly coupon with respect to the tenth coupon determination date.

In this example, the automatic call feature limits the term of your investment to approximately 30 months, and you may not be able to reinvest at comparable terms or returns. If the securities are automatically called, you will stop receiving contingent coupons. Further, although the underlying stock has appreciated by approximately 40.00% from its initial share price as of the tenth call observation date, on the call payment date you receive only \$10.215 per security and do not benefit from such appreciation.

Date	Example 3			Example 4		
	Hypothetical Closing Price on Corresponding Date	Contingent Quarterly Coupon	Amount Payable on the Call Payment Date	Hypothetical Closing Price on Corresponding Date	Contingent Quarterly Coupon	Amount Payable on the Call Payment Date
Coupon Determination Date / Call Observation Date #1	\$90.00	\$0.00	N/A	\$80.00	\$0.00	N/A
Coupon Determination Date / Call Observation Date #2	\$85.00	\$0.00	N/A	\$60.00	\$0.00	N/A
Coupon Determination Date / Call Observation Date #3	\$70.00	\$0.00	N/A	\$80.00	\$0.00	N/A
Coupon Determination Date / Call Observation Date #4	\$80.00	\$0.00	N/A	\$90.00	\$0.00	N/A
Coupon Determination Date / Call Observation Date #5	\$60.00	\$0.00	N/A	\$70.00	\$0.00	N/A
Coupon Determination Date / Call Observation Date #6	\$80.00	\$0.00	N/A	\$80.00	\$0.00	N/A
Coupon Determination Date / Call Observation Date #7	\$90.00	\$0.00	N/A	\$85.00	\$0.00	N/A
Coupon Determination Date / Call Observation Date #8	\$70.00	\$0.00	N/A	\$70.00	\$0.00	N/A
Coupon Determination Date / Call Observation Date #9	\$80.00	\$0.00	N/A	\$80.00	\$0.00	N/A
Coupon Determination Date / Call Observation Date #10	\$85.00	\$0.00	N/A	\$60.00	\$0.00	N/A
Coupon Determination Date / Call Observation Date #11	\$70.00	\$0.00	N/A	\$90.00	\$0.00	N/A
Coupon Determination Date #12 / Determination Date	\$82.38	\$0.00	N/A	\$140.05	\$0.215	N/A
Payment at Maturity		\$5.00			\$10.215	

Examples 3 and 4 illustrate the payment at maturity per security based on the final share price.

§ In **Example 3**, the closing price of the underlying stock is *less than* the downside threshold level on each coupon determination date and the determination date. As a result, you do not receive any contingent quarterly coupons during the term of the securities and, at maturity, you are fully exposed to the decline in the closing price of the underlying stock. As the final share price is *less than* the downside threshold level, investors will receive a payment at maturity *equal to the product* of (i) the stated principal amount *times* (ii) the share performance factor, calculated as follows:

$$\text{stated principal amount} \times \text{share performance factor} = \$10.00 \times (\$82.38/\$164.76) = \$5.00$$

In this example, the payment you receive at maturity is significantly less than the principal amount.

§ In **Example 4**, the closing price of the underlying stock decreases to a final share price of \$140.05. Although the final share price is *less than* the initial share price, because the final share price is still not less than the downside threshold level, you receive \$10.00 plus the final coupon.

In this example, although the final share price represents a decline of approximately 15.00% from the initial share price, you receive a total payment of \$10.215 per security at maturity because the final share price is not less than the downside threshold level.

September 2018

GS Finance Corp.

Contingent Income Auto-Callable Securities Based on the Performance of an American Depositary Share of Alibaba Group Holding Limited due October 1, 2021

Principal at Risk Securities

Additional Hypothetical Examples

The following examples are provided for purposes of illustration only. They should not be taken as an indication or prediction of future investment results and are intended merely to illustrate the impact that various hypothetical final share prices could have on the payment at maturity assuming all variables remain constant.

The examples below are based on a range of final share prices that are entirely hypothetical; no one can predict what the underlying stock price will be on any day throughout the life of your securities, and no one can predict what the underlying stock price will be on any coupon determination date or the determination date. The underlying stock has been highly volatile in the past meaning that the underlying stock price has changed considerably in relatively short periods and its performance cannot be predicted for any future period.

The information in the following examples reflects hypothetical rates of return on the offered securities assuming that they are purchased on the original issue date at the principal amount and held to a call payment date or the stated maturity date. If you sell your securities in a secondary market prior to a call payment date or the stated maturity date, your return will depend upon the market value of your securities at the time of sale, which may be affected by a number of factors that are not reflected in the examples below such as interest rates, the volatility of the underlying stock and the creditworthiness of GS Finance Corp., as issuer, and the creditworthiness of The Goldman Sachs Group, Inc., as guarantor. In addition, the estimated value of your securities at the time the terms of your securities are set on the pricing date (as determined by reference to pricing models used by GS&Co.) is less than the original issue price of your securities. For more information on the estimated value of your securities, see **Additional Risk Factors Specific to Your Securities – The Estimated Value of Your Securities At the Time the Terms of Your Securities Are Set On the Pricing Date (as Determined By Reference to Pricing Models Used By GS&Co.) Is Less Than the Original Issue Price Of Your Securities** on page S-10 of this prospectus supplement.

The information in the examples also reflects the key terms and assumptions in the box below.

Key Terms and Assumptions

- | | |
|--------------------------|---|
| Principal amount | \$10 |
| Downside threshold level | equivalent to 65.00% of the initial share price |
- Neither a market disruption event nor a non-trading day occurs on the originally scheduled determination date

 - No change in or affecting the underlying stock

- The effect of any accrued and unpaid coupon has been excluded
- Securities purchased on original issue date at the principal amount and held to the stated maturity date

For these reasons, the actual performance of the underlying stock over the life of your securities, as well as the amount payable at maturity, if any, may bear little relation to the hypothetical examples shown below or to the historical underlying stock prices shown elsewhere in this prospectus supplement. For information about the historical prices of the underlying stock during recent periods, see [The Underlying Stock](#) [Historical Closing Prices of the Underlying Stock](#) below. Before investing in the offered securities, you should consult publicly available information to determine the prices of the underlying stock between the date of this prospectus supplement and the date of your purchase of the offered securities.

Also, the hypothetical examples shown below do not take into account the effects of applicable taxes. Because of the U.S. tax treatment applicable to your securities, tax liabilities could affect the after-tax rate of return on your securities to a comparatively greater extent than the after-tax return on the underlying stock.

If the securities are not automatically called on any call observation date (i.e., on each call observation date the closing price of the underlying stock is less than the initial share price), the cash payment we would deliver for each \$10 principal amount of your securities on the stated maturity date will depend on the performance of the underlying stock on the determination date, as shown in the table below. The table below assumes that **the securities have not been automatically called on a call observation date** and reflects hypothetical amounts that you could receive on the stated maturity date. The levels in the left column of the table below represent hypothetical final share prices and are expressed as percentages of the initial share price. The amounts in the right column represent the hypothetical payments at maturity, based on the corresponding hypothetical final share price (expressed as a percentage of the initial share price), and are expressed as percentages of the principal amount of a security (rounded to the nearest one-thousandth of a percent). Thus, a hypothetical payment at maturity of 100.000% means that the amount of cash that we would deliver for each \$10 of the outstanding principal amount of the offered securities on the stated maturity date would equal 100.000% of the

September 2018

GS Finance Corp.

Contingent Income Auto-Callable Securities Based on the Performance of an American Depositary Share of Alibaba Group Holding Limited due October 1, 2021

Principal at Risk Securities

principal amount of a security, based on the corresponding hypothetical final share price (expressed as a percentage of the initial share price) and the assumptions noted above.

Hypothetical Final Share Price (as Percentage of Initial Share Price)	The Securities Have <u>Not</u> Been Automatically Called Hypothetical Payment at Maturity if the Securities Have <u>Not</u> Been Automatically Called (as Percentage of Principal Amount)
175.000%	100.000%*
150.000%	100.000%*
125.000%	100.000%*
110.000%	100.000%*
100.000%	100.000%*
80.000%	100.000%*
70.000%	100.000%*
65.000%	100.000%*
64.999%	64.999%
50.000%	50.000%
40.000%	40.000%
25.000%	25.000%
0.000%	0.000%

* Does not include the final coupon.

If, for example, **the securities have not been automatically called on a call observation date** and the final share price were determined to be 25.000% of the initial share price, the amount that we would pay on your securities at maturity would be 25.000% of the principal amount of your securities, as shown in the table above. As a result, if you purchased your securities on the original issue date at the principal amount and held them to the stated maturity date, you would lose 75.000% of your investment (if you purchased your securities at a premium to principal amount you would lose a correspondingly higher percentage of your investment). In addition, if the final share price were determined to be 175.000% of the initial share price, the amount that we would pay on your securities at maturity would be limited to 100.000% of each \$10 principal amount of your securities. As a result, if you held your securities to the stated maturity date, you would not benefit from any increase in the final share price over the initial share price.

The payments at maturity shown above are entirely hypothetical; they are based on market prices for the underlying stock that may not be achieved on the determination date and on assumptions that may prove to be erroneous. The actual market value of your securities on the stated maturity date or at any other time, including any time you may wish to sell your securities, may bear little relation to the hypothetical payments at maturity shown above, and these amounts should not be viewed as an indication of the financial return on an investment in the offered securities. The hypothetical payments at maturity on securities held to the stated maturity date in the examples above assume you purchased your securities at their principal amount and have not been adjusted to reflect the actual issue price you pay for your securities. The return on your investment (whether positive or negative) in your securities will be affected by the amount you pay for your securities. If you purchase your securities for a price other than the principal amount, the return on your investment will differ from, and may be significantly lower than, the hypothetical returns suggested by the above examples. Please read **Additional Risk Factors Specific to Your Securities** **The Market Value of Your**

Securities May Be Influenced by Many Unpredictable Factors on page S-12.

Payments on the securities are economically equivalent to the amounts that would be paid on a combination of other instruments. For example, payments on the securities are economically equivalent to a combination of an interest-bearing bond bought by the holder and one or more options entered into between the holder and us (with one or more implicit option premiums paid over time). The discussion in this paragraph does not modify or affect the terms of the securities or the U.S. federal income tax treatment of the securities, as described elsewhere in this prospectus supplement.

We cannot predict the actual final share price or what the market value of your securities will be on any particular trading day, nor can we predict the relationship between the final share price and the market value of your securities at any time prior to the stated maturity date. The actual amount that you will receive, if any, at maturity and the rate of return on the offered securities will depend on whether or not the securities are automatically called on any call observation date and the actual final share price determined by the calculation agent as described above. Moreover, the assumptions on which the hypothetical returns are based may turn out to be inaccurate. Consequently, the amount to be paid in respect of your securities, if any, on the stated maturity date may be very different from the information reflected in the examples above.

September 2018

S-11

GS Finance Corp.

Contingent Income Auto-Callable Securities Based on the Performance of an American Depositary Share of Alibaba Group Holding Limited due October 1, 2021

Principal at Risk Securities

Risk Factors

An investment in your securities is subject to the risks described below, as well as the risks and considerations described in the accompanying prospectus and in the accompanying prospectus supplement. You should carefully review these risks and considerations as well as the terms of the securities described herein and in the accompanying prospectus and the accompanying prospectus supplement. Your securities are a riskier investment than ordinary debt securities. Also, your securities are not equivalent to investing directly in the underlying stock. You should carefully consider whether the offered securities are suited to your particular circumstances.

You May Lose Your Entire Investment in the Securities

You can lose your entire investment in the securities. Assuming your securities are not automatically called, the payment on your securities, if any, on the stated maturity date will be based on the performance of the index stock as measured from the initial share price to the closing price of the underlying stock on the determination date. If the final share price of the underlying stock is *less than* the downside threshold level, you will lose 1.00% of the stated principal amount of your securities for every 1.00% decline in the closing price over the term of the securities. Thus, you may lose your entire investment in the securities, which would include any premium to principal amount you paid when you purchased the securities.

Also, the market price of your securities prior to a call payment date or the stated maturity date, as the case may be, may be significantly lower than the purchase price you pay for your securities. Consequently, if you sell your securities before the stated maturity date, you may receive far less than the amount of your investment in the securities.

The Return on Your Securities May Change Significantly Despite Only a Small Change in the Price of the Underlying Stock

If your securities are not redeemed and the final share price of the underlying stock is less than the downside threshold level, you will receive less than the stated principal amount of your securities and you could lose all or a substantial portion of your investment in the securities. This means that while a drop of up to 35.00% between the initial share price and the final share price of the underlying stock will not result in a loss of principal on the securities, a decrease in the final share price of the underlying stock to less than 65.00% of the initial share price will result in a loss of a significant portion of the stated principal amount of the securities despite only a small change in the price of the underlying stock.

You May Not Receive a Contingent Quarterly Coupon on Any Coupon Payment Date

If the closing price of the underlying stock on any coupon determination date is less than the downside threshold level, you will not receive a coupon payment on the applicable coupon payment date. If this occurs on every coupon determination date, you will receive no contingent quarterly coupons and you will earn less than you would have earned by investing in a security that bears interest at the prevailing market rate.

The Securities are Subject to the Credit Risk of the Issuer and the Guarantor

Although the return on the securities will be based on the performance of the underlying stock, the payment of any amount due on the securities is subject to the credit risk of GS Finance Corp., as issuer of the securities, and the credit risk of The Goldman Sachs Group, Inc., as guarantor of the securities. The securities are our unsecured obligations. Investors are dependent on our ability to pay all amounts due on the securities, and therefore investors are subject to our credit risk and to changes in the market's view of our creditworthiness. Similarly, investors are dependent on the ability of The Goldman Sachs Group, Inc., as guarantor of the securities, to pay all amounts due on the securities, and therefore are also subject to its credit risk and to changes in the market's view of its creditworthiness. See *Description of the Notes We May Offer - Information About Our Medium-Term Notes, Series E Program - How the Notes Rank Against Other Debt* on page S-4 of the accompanying prospectus supplement and *Description of Debt Securities We May Offer - Guarantee by The Goldman Sachs Group, Inc.* on page 42 of the accompanying prospectus.

The Estimated Value of Your Securities At the Time the Terms of Your Securities Are Set On the Pricing Date (as Determined By Reference to Pricing Models Used By GS&Co.) Is Less Than the Original Issue Price Of Your Securities

The original issue price for your securities exceeds the estimated value of your securities as of the time the terms of your securities are set on the pricing date, as determined by reference to GS&Co.'s pricing models and taking into account our

September 2018

GS Finance Corp.

Contingent Income Auto-Callable Securities Based on the Performance of an American Depositary Share of Alibaba Group Holding Limited due October 1, 2021

Principal at Risk Securities

credit spreads. Such estimated value on the pricing date is set forth above under **Estimated Value of Your Securities** ; after the pricing date, the estimated value as determined by reference to these models will be affected by changes in market conditions, the creditworthiness of GS Finance Corp., as issuer, the creditworthiness of The Goldman Sachs Group, Inc., as guarantor, and other relevant factors. The price at which GS&Co. would initially buy or sell your securities (if GS&Co. makes a market, which it is not obligated to do), and the value that GS&Co. will initially use for account statements and otherwise, also exceeds the estimated value of your securities as determined by reference to these models. As agreed by GS&Co. and the distribution participants, this excess (i.e., the additional amount described under **Estimated Value of Your Securities**) will decline to zero on a straight line basis over the period from the date hereof through the applicable date set forth above under **Estimated Value of Your Securities** . Thereafter, if GS&Co. buys or sells your securities it will do so at prices that reflect the estimated value determined by reference to such pricing models at that time. The price at which GS&Co. will buy or sell your securities at any time also will reflect its then current bid and ask spread for similar sized trades of structured securities.

In estimating the value of your securities as of the time the terms of your securities are set on the pricing date, as disclosed above under **Estimated Value of Your Securities** , GS&Co. 's pricing models consider certain variables, including principally our credit spreads, interest rates (forecasted, current and historical rates), volatility, price-sensitivity analysis and the time to maturity of the securities. These pricing models are proprietary and rely in part on certain assumptions about future events, which may prove to be incorrect. As a result, the actual value you would receive if you sold your securities in the secondary market, if any, to others may differ, perhaps materially, from the estimated value of your securities determined by reference to our models due to, among other things, any differences in pricing models or assumptions used by others. See **The Market Value of Your Securities May Be Influenced by Many Unpredictable Factors** below.

The difference between the estimated value of your securities as of the time the terms of your securities are set on the pricing date and the original issue price is a result of certain factors, including principally the underwriting discount and commissions, the expenses incurred in creating, documenting and marketing the securities, and an estimate of the difference between the amounts we pay to GS&Co. and the amounts GS&Co. pays to us in connection with your securities. We pay to GS&Co. amounts based on what we would pay to holders of a non-structured security with a similar maturity. In return for such payment, GS&Co. pays to us the amounts we owe under your securities.

In addition to the factors discussed above, the value and quoted price of your securities at any time will reflect many factors and cannot be predicted. If GS&Co. makes a market in the securities, the price quoted by GS&Co. would reflect any changes in market conditions and other relevant factors, including any deterioration in our creditworthiness or perceived creditworthiness or the creditworthiness or perceived creditworthiness of The Goldman Sachs Group, Inc. These changes may adversely affect the value of your securities, including the price you may receive for your securities in any market making transaction. To the extent that GS&Co. makes a market in the securities, the quoted price will reflect the estimated value determined by reference to GS&Co. 's pricing models at that time, plus or minus its then current bid and ask spread for similar sized trades of structured securities (and subject to the declining excess amount described above).

Furthermore, if you sell your securities, you will likely be charged a commission for secondary market transactions, or the price will likely reflect a dealer discount. This commission or discount will further reduce the proceeds you would receive for your securities in

a secondary market sale.

There is no assurance that GS&Co. or any other party will be willing to purchase your securities at any price and, in this regard, GS&Co. is not obligated to make a market in the securities. See "Your Securities May Not Have an Active Trading Market" below.

You Will Not Participate in Any Appreciation in the Price of the Underlying Stock and The Potential for the Value of Your Securities to Increase Will Be Limited

The amount you may receive for each of your securities at maturity is limited to \$10.00 plus the final coupon, no matter how much the price of the underlying stock may rise beyond the initial share price over the life of your securities. Accordingly, the amount payable for each of your securities may be significantly less than it would have been had you invested directly in the underlying stock.

September 2018

S-13

GS Finance Corp.

Contingent Income Auto-Callable Securities Based on the Performance of an American Depositary Share of Alibaba Group Holding Limited due October 1, 2021

Principal at Risk Securities

Your Securities Are Subject to Automatic Redemption

We will call and automatically redeem all, but not part, of your securities on a call payment date, if, as measured on any call observation date, the closing price of the underlying stock is *greater than or equal to* the initial share price. Therefore, the term for your securities may be reduced to as few as approximately three months after the original issue date. You may not be able to reinvest the proceeds from an investment in the securities at a comparable return for a similar level of risk in the event the securities are automatically called prior to maturity.

The Contingent Quarterly Coupon Does Not Reflect the Actual Performance of the Underlying Stock from Coupon Determination Date to Coupon Determination Date and Is Based Solely on the Closing Price of the Underlying Stock on the Applicable Coupon Determination Date

Whether the contingent quarterly coupon will be paid on a coupon payment date will be based on the closing price of the underlying stock on the applicable coupon determination date. The coupon for each quarterly coupon payment date is different from, and may be less than, a coupon determined based on the percentage difference between the initial share price and the closing price of the underlying stock on any coupon determination date or the difference between the closing prices of the underlying stock on two coupon determination dates. Accordingly, the contingent quarterly coupons, if any, on the securities may be less than the return you could earn on another instrument linked to the underlying stock that pays interest based on the performance of the underlying stock from the initial share price to the closing price of the underlying stock on any coupon determination date or from coupon determination date to coupon determination date. Moreover, because payment of the contingent quarterly coupon is based solely on the closing price of the underlying stock on the applicable coupon determination date, if such closing price is less than the downside threshold level, you will not receive a contingent quarterly coupon with respect to such coupon determination date, even if the closing price of the underlying stock was higher on other days during the term of the securities.

The Market Value of Your Securities May Be Influenced by Many Unpredictable Factors

When we refer to the market value of your securities, we mean the value that you could receive for your securities if you chose to sell them in the open market before the stated maturity date. A number of factors, many of which are beyond our control, will influence the market value of your securities, including:

- the market price of the underlying stock to which your securities are linked;

- the volatility i.e., the frequency and magnitude of changes in the market price of the underlying stock;
- the dividend rate of the underlying stock;
- economic, financial, regulatory, political, military and other events that affect stock markets generally and the market segment of which the underlying stock is a part, and which may affect the market price of the underlying stock;
- other interest rate and yield rates in the market;
- the time remaining until your securities mature; and
- our creditworthiness and the creditworthiness of The Goldman Sachs Group, Inc., whether actual or perceived, including actual or anticipated upgrades or downgrades in our credit ratings or the credit ratings of The Goldman Sachs Group, Inc. or changes in other credit measures.

These factors will influence the price you will receive if you sell your securities before maturity, including the price you may receive for your securities in any market making transaction. If you sell your securities before maturity, you may receive less than the principal amount of your securities.

If the Market Price of the Underlying Stock Changes, the Market Value of Your Security May Not Change in the Same Manner

Your security may trade quite differently from the underlying stock. Changes in the market price of the underlying stock may not result in a comparable change in the market value of your security. We discuss some of the reasons for this disparity under [The Market Value of Your Securities May Be Influenced By Many Unpredictable Factors](#) above.

We Will Not Hold Shares of the Underlying Stock for Your Benefit

The indenture governing your security does not contain any restriction on our ability or the ability of any of our affiliates to sell, pledge or otherwise convey a share or shares of the underlying stock acquired by us or them. Neither we nor our

S-14

GS Finance Corp.

Contingent Income Auto-Callable Securities Based on the Performance of an American Depositary Share of Alibaba Group Holding Limited due October 1, 2021

Principal at Risk Securities

affiliates will pledge or otherwise hold shares of the underlying stock for your benefit in order to enable you to exchange your security for shares under any circumstances. Consequently, in the event of our bankruptcy, insolvency or liquidation, any shares of the underlying stock owned by us will be subject to the claims of our creditors generally and will not be available for your benefit specifically.

You Have No Shareholder Rights or Any Rights to Receive Stock

Investing in your securities will not make you a holder of the underlying stock. Neither you nor any other holder or owner of your securities will have any rights with respect to the underlying stock, including any voting rights, any right to receive dividends or other distributions, any rights to make a claim against the underlying stock or any other rights of a holder of the underlying stock. In addition, you will have no right to receive any shares of the underlying stock on the stated maturity date.

If You Purchase Your Securities at a Premium to Principal Amount, the Return on Your Investment Will Be Lower Than the Return on Securities Purchased at Principal Amount and the Impact of Certain Key Terms of the Securities Will Be Negatively Affected

The amount you will be paid for your securities on the stated maturity date, if any, or the amount you will be paid on a call payment date will not be adjusted based on the issue price you pay for the securities. If you purchase securities at a price that differs from the principal amount of the securities, then the return on your investment in such securities held to a call payment date or the stated maturity date will differ from, and may be substantially less than, the return on securities purchased at principal amount. If you purchase your securities at a premium to principal amount and hold them to a call payment date or the stated maturity date, the return on your investment in the securities will be lower than it would have been had you purchased the securities at principal amount or a discount to principal amount.

In Some Circumstances, the Payment You Receive on the Securities May Be Based on the Common Stock of Another Company and Not the Issuer of the Underlying Stock

Following certain corporate events relating to the underlying stock where its issuer is not the surviving entity, the amount you receive at maturity may be based on the common stock of a successor to the underlying stock issuer or any cash or any other assets distributed to holders of shares of the underlying stock in such corporate event. The occurrence of these corporate events and the consequent adjustments may materially and adversely affect the value of the securities. We describe the specific corporate events that can lead to these adjustments and the procedures for selecting Distribution Property (as described below) under Specific Terms of Your Securities Anti-dilution Adjustments .

Other Investors in the Securities May Not Have the Same Interests as You

Other investors in the securities are not required to take into account the interests of any other investor in exercising remedies or voting or other rights in their capacity as securityholders or in making requests or recommendations to Goldman Sachs as to the establishment of other transaction terms. The interests of other investors may, in some circumstances, be adverse to your interests. For example, certain investors may take short positions (directly or indirectly through derivative transactions) on assets that are the same or similar to your securities, the underlying stock or other similar securities, which may adversely impact the market for or value of your securities.

Anticipated Hedging Activities by Goldman Sachs or Our Distributors May Negatively Impact Investors in the Securities and Cause Our Interests and Those of Our Clients and Counterparties to be Contrary to Those of Investors in the Securities

Goldman Sachs expects to hedge our obligations under the securities by purchasing shares of the underlying stock, listed or over-the-counter options, futures and/or other instruments linked to the underlying stock, indices or constituent indices thereof. Goldman Sachs also expects to adjust the hedge by, among other things, purchasing or selling any of the foregoing, and perhaps other instruments linked to the underlying stock, at any time and from time to time, and to unwind the hedge by selling any of the foregoing on or before the determination date for your securities. Alternatively, Goldman Sachs may hedge all or part of our obligations under the securities with unaffiliated distributors of the securities which we expect will undertake similar market activity. Goldman Sachs may also enter into, adjust and unwind hedging transactions relating to other securities whose returns are linked to changes in the price of the underlying stock.

September 2018

GS Finance Corp.

Contingent Income Auto-Callable Securities Based on the Performance of an American Depositary Share of Alibaba Group Holding Limited due October 1, 2021

Principal at Risk Securities

In addition to entering into such transactions itself, or distributors entering into such transactions, Goldman Sachs may structure such transactions for its clients or counterparties, or otherwise advise or assist clients or counterparties in entering into such transactions. These activities may be undertaken to achieve a variety of objectives, including: permitting other purchasers of the securities or other securities to hedge their investment in whole or in part; facilitating transactions for other clients or counterparties that may have business objectives or investment strategies that are inconsistent with or contrary to those of investors in the securities; hedging the exposure of Goldman Sachs to the securities including any interest in the securities that it reacquires or retains as part of the offering process, through its market-making activities or otherwise; enabling Goldman Sachs to comply with its internal risk limits or otherwise manage firmwide, business unit or product risk; and/or enabling Goldman Sachs to take directional views as to relevant markets on behalf of itself or its clients or counterparties that are inconsistent with or contrary to the views and objectives of the investors in the securities.

Any of these hedging or other activities may adversely affect the prices of the underlying stock and therefore the market value of your securities and the amount we will pay on your securities at maturity. In addition, you should expect that these transactions will cause Goldman Sachs or its clients, counterparties or distributors to have economic interests and incentives that do not align with, and that may be directly contrary to, those of an investor in the securities. Neither Goldman Sachs nor any distributor will have any obligation to take, refrain from taking or cease taking any action with respect to these transactions based on the potential effect on an investor in the securities, and may receive substantial returns on hedging or other activities while the value of your securities declines. In addition, if the distributor from which you purchase securities is to conduct hedging activities in connection with the securities, that distributor may otherwise profit in connection with such hedging activities and such profit, if any, will be in addition to the compensation that the distributor receives for the sale of the securities to you. You should be aware that the potential to earn fees in connection with hedging activities may create a further incentive for the distributor to sell the securities to you in addition to the compensation they would receive for the sale of the securities.

Goldman Sachs Trading and Investment Activities for its Own Account or for its Clients, Could Negatively Impact Investors in the Securities

Goldman Sachs is a global investment banking, securities and investment management firm that provides a wide range of financial services to a substantial and diversified client base that includes corporations, financial institutions, governments and individuals. As such, it acts as an investor, investment banker, research provider, investment manager, investment advisor, market maker, trader, prime broker and lender. In those and other capacities, Goldman Sachs purchases, sells or holds a broad array of investments, actively trades securities, derivatives, loans, commodities, currencies, credit default swaps, indices, baskets and other financial instruments and products for its own account or for the accounts of its customers, and will have other direct or indirect interests, in the global fixed income, currency, commodity, equity, bank loan and other markets. Any of Goldman Sachs' financial market activities may, individually or in the aggregate, have an adverse effect on the market for your securities, and you should expect that the interests of Goldman Sachs or its clients or counterparties will at times be adverse to those of investors in the securities.

Goldman Sachs regularly offers a wide array of securities, financial instruments and other products into the marketplace, including existing or new products that are similar to your securities, or similar or linked to the underlying stock. Investors in the securities

should expect that Goldman Sachs will offer securities, financial instruments, and other products that will compete with the securities for liquidity, research coverage or otherwise.

Goldman Sachs Market-Making Activities Could Negatively Impact Investors in the Securities

Goldman Sachs actively makes markets in and trades financial instruments for its own account and for the accounts of customers. These financial instruments include debt and equity securities, currencies, commodities, bank loans, indices, baskets and other products. Goldman Sachs activities include, among other things, executing large block trades and taking long and short positions directly and indirectly, through derivative instruments or otherwise. The securities and instruments in which Goldman Sachs takes positions, or expects to take positions, include securities and instruments of the underlying stock issuer, securities and instruments similar to or linked to the foregoing or the currencies in which it is denominated. Market making is an activity where Goldman Sachs buys and sells on behalf of customers, or for its own account, to satisfy the expected demand of customers. By its nature, market making involves facilitating transactions among market participants that have differing views of securities and instruments. As a result, you should expect that Goldman Sachs will take positions that are inconsistent with, or adverse to, the investment objectives of investors in the securities.

September 2018

GS Finance Corp.

Contingent Income Auto-Callable Securities Based on the Performance of an American Depositary Share of Alibaba Group Holding Limited due October 1, 2021

Principal at Risk Securities

If Goldman Sachs becomes a holder of the underlying stock in its capacity as a market-maker or otherwise, any actions that it takes in its capacity as securityholder, including voting or provision of consents, will not necessarily be aligned with, and may be inconsistent with, the interests of investors in the securities.

You Should Expect That Goldman Sachs Personnel Will Take Research Positions, or Otherwise Make Recommendations, Provide Investment Advice or Market Color or Encourage Trading Strategies That Might Negatively Impact Investors in the Securities

Goldman Sachs and its personnel, including its sales and trading, investment research and investment management personnel, regularly make investment recommendations, provide market color or trading ideas, or publish or express independent views in respect of a wide range of markets, issuers, securities and instruments. They regularly implement, or recommend to clients that they implement, various investment strategies relating to these markets, issuers, securities and instruments. These strategies include, for example, buying or selling credit protection against a default or other event involving an issuer or financial instrument. Any of these recommendations and views may be negative with respect to the underlying stock or other securities or instruments similar to or linked to the foregoing or result in trading strategies that have a negative impact on the market for any such securities or instruments, particularly in illiquid markets. In addition, you should expect that personnel in the trading and investing businesses of Goldman Sachs will have or develop independent views of the underlying stock, the relevant industry or other market trends, which may not be aligned with the views and objectives of investors in the securities.

Goldman Sachs Regularly Provides Services to, or Otherwise Has Business Relationships with, a Broad Client Base, Which May Include the Issuer of the Underlying Stock or Other Entities That Are Involved in the Transaction

Goldman Sachs regularly provides financial advisory, investment advisory and transactional services to a substantial and diversified client base, and you should assume that Goldman Sachs will, at present or in the future, provide such services or otherwise engage in transactions with, among others, the issuer of the underlying stock, or transact in securities or instruments or with parties that are directly or indirectly related to the foregoing. These services could include making loans to or equity investments in those companies, providing financial advisory or other investment banking services, or issuing research reports. You should expect that Goldman Sachs, in providing such services, engaging in such transactions, or acting for its own account, may take actions that have direct or indirect effects on the underlying stock and that such actions could be adverse to the interests of investors in the securities. In addition, in connection with these activities, certain Goldman Sachs personnel may have access to confidential material non-public information about these parties that would not be disclosed to Goldman Sachs employees that were not working on such transactions as Goldman Sachs has established internal information barriers that are designed to preserve the confidentiality of non-public information. Therefore, any such confidential material non-public information would not be shared with Goldman Sachs employees involved in structuring, selling or making markets in the securities or with investors in the securities.

In this offering, as well as in all other circumstances in which Goldman Sachs receives any fees or other compensation in any form relating to services provided to or transactions with any other party, no accounting, offset or payment in respect of the securities will be required or made; Goldman Sachs will be entitled to retain all such fees and other amounts, and no fees or other compensation payable by any party or indirectly by holders of the securities will be reduced by reason of receipt by Goldman Sachs of any such other fees or other amounts.

The Offering of the Securities May Reduce an Existing Exposure of Goldman Sachs or Facilitate a Transaction or Position That Serves the Objectives of Goldman Sachs or Other Parties

A completed offering may reduce Goldman Sachs' existing exposure to the underlying stock, securities and instruments similar to or linked to the foregoing or the currencies in which they are denominated, including exposure gained through hedging transactions in anticipation of this offering. An offering of securities will effectively transfer a portion of Goldman Sachs' exposure (and indirectly transfer the exposure of Goldman Sachs' hedging or other counterparties) to investors in the securities.

The terms of the offering (including the selection of the underlying stock, and the establishment of other transaction terms) may have been selected in order to serve the investment or other objectives of Goldman Sachs or another client or counterparty of Goldman Sachs. In such a case, Goldman Sachs would typically receive the input of other parties that are involved in or otherwise have an interest in the offering, transactions hedged by the offering, or related transactions. The incentives of these other parties would normally differ from and in many cases be contrary to those of investors in the securities.

September 2018

GS Finance Corp.

Contingent Income Auto-Callable Securities Based on the Performance of an American Depositary Share of Alibaba Group Holding Limited due October 1, 2021

Principal at Risk Securities

Past Performance of the Underlying Stock is No Guide to Future Performance of the Underlying Stock

The actual performance of the underlying stock over the life of the securities, as well as the amount payable at maturity or on any coupon payment date, as applicable, may bear little or no relation to the historical closing prices of the underlying stock set forth below under [The Underlying Stock Historical Closing Prices of the Underlying Stock](#) or to the hypothetical examples shown elsewhere in this prospectus supplement. You cannot predict the future prices of the underlying stock based on its historical fluctuations.

As Calculation Agent, GS&Co. Will Have the Authority to Make Determinations that Could Affect the Market Value of Your Securities, When Your Securities Mature and the Amount You Receive at Maturity

As calculation agent for your securities, GS&Co. will have discretion in making certain determinations that affect your securities, including determining: whether your securities will be automatically called; the final share price of the underlying stock on the determination date, which we will use to determine the amount we must pay on the stated maturity date; whether to postpone a call observation date or the determination date because of a market disruption event or a non-trading day; the coupon payment dates; the call observation dates; the call payment dates and the stated maturity date. The calculation agent also has discretion in making certain adjustments relating to the underlying stock. See [Specific Terms of Your Securities Anti-dilution Adjustments](#) below. The exercise of this discretion by GS&Co. could adversely affect the value of your securities and may present GS&Co. with a conflict of interest. We may change the calculation agent at any time without notice and GS&Co. may resign as calculation agent at any time upon 60 days' written notice to GS Finance Corp.

There is No Affiliation Between the Underlying Stock Issuer and Us

Goldman Sachs is not affiliated with the underlying stock issuer. As discussed above, however, we or our affiliates may currently or from time to time in the future own securities of, or engage in business with, the underlying stock issuer. Neither we nor any of our affiliates have participated in the preparation of any publicly available information or made any [due diligence](#) investigation or inquiry with respect to the underlying stock issuer. You, as an investor in your security, should make your own investigation into the underlying stock issuer.

The underlying stock issuer is not involved in this offering of your securities in any way and does not have any obligation of any sort with respect to your securities. Thus, the underlying stock issuer does not have any obligation to take your interests into consideration for any reason, including in taking or not taking any corporate actions that might affect the value of your securities.

We Expect Your Securities Will Not Have an Active Trading Market

Your securities will not be listed on any securities exchange or included in any interdealer market quotation system, and there may be little or no secondary market for your securities. Even if a secondary market for your securities develops, we expect it will not provide significant liquidity and we expect that transaction costs in any secondary market would be high. As a result, the difference between bid and asked prices for your securities in any secondary market could be substantial.

You Have Limited Anti-Dilution Protection

GS&Co., as calculation agent for your security, will adjust the underlying stock price for stock splits, reverse stock splits, stock dividends, extraordinary dividends, reorganization events, and other events that affect the underlying stock issuer s, or any distribution property issuer s, capital structure, but only in the situations we describe in Specific Terms of Your Securities Anti-dilution Adjustments below. The calculation agent will not be required to make an adjustment for every corporate event that may affect the underlying stock. For example, the calculation agent will not adjust the underlying stock price for events such as an offering of the underlying stock for cash by the underlying stock issuer, a tender or exchange offer for the underlying stock at a premium to its then-current market price by the underlying stock issuer or a tender or exchange offer for less than all the outstanding shares of the underlying stock by a third party. In addition, the calculation agent will not adjust the reference amount for regular cash dividends. Furthermore, the calculation agent will determine in its sole discretion whether to make adjustments with respect to corporate or other events as described under Specific Terms of Your Securities Anti-dilution Adjustments Reorganization Events below. Those events or other actions by the underlying stock issuer or a third party may nevertheless adversely affect the market price of one share of the underlying stock and, therefore, adversely affect the market value of your security. The underlying stock issuer or a third party could make an offering or a tender or exchange offer, or the underlying stock issuer could take any other action, that adversely affects the market price of the underlying stock and the market value of your security but does not result in an anti-dilution adjustment for your benefit.

September 2018

GS Finance Corp.

Contingent Income Auto-Callable Securities Based on the Performance of an American Depositary Share of Alibaba Group Holding Limited due October 1, 2021

Principal at Risk Securities

We May Sell an Additional Aggregate Principal Amount of the Securities at a Different Issue Price

At our sole option, we may decide to sell an additional aggregate principal amount of the securities subsequent to the date of this prospectus supplement. The issue price of the securities in the subsequent sale may differ substantially (higher or lower) from the issue price you paid as provided on the cover of this prospectus supplement.

The Calculation Agent Can Postpone Any Coupon Determination Date or the Determination Date, as the Case May Be, If a Market Disruption Event or a Non-Trading Day Occurs or is Continuing

If the calculation agent determines that, on a date that would otherwise be a coupon determination date or the determination date, as applicable, a market disruption event has occurred or is continuing or that day is not a trading day, the applicable coupon determination date or the determination date will be postponed as described under **Specific Terms of Your Securities** **Coupon Determination Dates** and **Determination Date** below.

Certain Considerations for Insurance Companies and Employee Benefit Plans

Any insurance company or fiduciary of a pension plan or other employee benefit plan that is subject to the prohibited transaction rules of the Employee Retirement Income Security Act of 1974, as amended, which we call **ERISA**, or the Internal Revenue Code of 1986, as amended, including an IRA or a Keogh plan (or a governmental plan to which similar prohibitions apply), and that is considering purchasing the securities with the assets of the insurance company or the assets of such a plan, should consult with its counsel regarding whether the purchase or holding of the securities could become a prohibited transaction under ERISA, the Internal Revenue Code or any substantially similar prohibition in light of the representations a purchaser or holder in any of the above categories is deemed to make by purchasing and holding the securities. This is discussed in more detail under **Employee Retirement Income Security Act** below.

An Investment in the Offered Securities is Subject to Risks Associated with Foreign Securities

Your securities are linked to an ADS representing an interest in an ordinary share of Alibaba Group Holding Limited. Investments linked to the value of foreign equity securities involve particular risks. Any foreign securities market may be less liquid, more volatile and affected by global or domestic market developments in a different way than the U.S. securities markets or other foreign securities markets. Both government intervention in a foreign securities market, either directly or indirectly, and cross-shareholdings in foreign companies, may affect trading prices and volumes in that market.

The prices of securities in a foreign country are subject to political, economic, financial and social factors that are unique to such foreign country's geographical region. These factors include: recent changes, or the possibility of future changes, in the applicable foreign government's economic and fiscal policies; the possible implementation of, or changes in, currency exchange laws or other laws or restrictions applicable to foreign companies or investments in foreign equity securities; fluctuations, or the possibility of fluctuations, in currency exchange rates; and the possibility of outbreaks of hostility, political instability, natural disaster or adverse public health developments. For example, the United Kingdom has voted to leave the European Union (popularly known as "Brexit"). The effect of Brexit is uncertain, and Brexit has and may continue to contribute to volatility in the prices of securities of companies located in Europe and currency exchange rates, including the valuation of the euro and British pound in particular. Any one of these factors, or the combination of more than one of these factors, could negatively affect such foreign securities market and the price of securities therein. Further, geographical regions may react to global factors in different ways, which may cause the prices of securities in a foreign securities market to fluctuate in a way that differs from those of securities in the U.S. securities market or other foreign securities markets. Foreign economies may also differ from the U.S. economy in important respects, including growth of gross national product, rate of inflation, capital reinvestment, resources and self-sufficiency, which may have a positive or negative effect on foreign securities prices.

The Offered Securities are Subject to Foreign Currency Exchange Rate Risk

The ADSs of Alibaba Group Holding Limited are quoted and traded in U.S. dollars on the New York Stock Exchange, while the ordinary shares represented thereby are quoted and traded in the relevant foreign currency on other stock exchanges. Therefore, fluctuations in the exchange rate between currencies in which the relevant ordinary shares are quoted and traded and the U.S. dollar will likely affect the relative value of the ADSs of Alibaba Group Holding Limited. As a result, the market price of the ADSs of Alibaba Group Holding Limited trading on the New York Stock Exchange will likely be affected. These trading differences and currency exchange rates may affect the closing prices of the ADSs of Alibaba Group Holding Limited and, as a result, the market value of the securities.

September 2018

GS Finance Corp.

Contingent Income Auto-Callable Securities Based on the Performance of an American Depositary Share of Alibaba Group Holding Limited due October 1, 2021

Principal at Risk Securities

Foreign currency exchange rates vary over time, and may vary considerably during the life of your securities. Changes in a particular exchange rate result from the interaction of many factors directly or indirectly affecting economic and political conditions. Of particular importance are:

- rates of inflation;
- interest rate levels;
- the balance of payments among countries;
- the extent of government surpluses or deficits in the relevant foreign country and the United States;
and
- other financial, economic, military and political factors.

All of these factors are, in turn, sensitive to the monetary, fiscal and trade policies pursued by the governments of the relevant foreign countries and the United States and other countries important to international trade and finance.

The price of the securities and any payment on the securities could also be adversely affected by delays in, or refusals to grant, any required governmental approval for conversions of a local currency and remittances abroad with respect to the ADSs of Alibaba Group Holding Limited or other de facto restrictions on the repatriation of U.S. dollars.

There are Important Differences Between the Rights of Holders of ADSs and the Rights of Holders of Ordinary Shares

You should be aware that your return on the securities is linked to the price of an ADS representing an ordinary share of Alibaba Group Holding Limited and not ordinary shares themselves. There are important differences between the rights of holders of ADSs and the rights of holders of the ordinary shares. Each ADS is a security evidenced by American depositary receipts that typically represents one ordinary share. The ADSs are issued pursuant to a deposit agreement, which sets forth the rights and responsibilities of the ADS depository, the underlying stock issuer, and holders of the ADSs, which may be different from the rights of holders of the ordinary shares. For example, an underlying stock issuer may make distributions in respect of the ordinary shares that are not passed on to the holders of its ADSs. Any such differences between the rights of holders of the ADSs and the rights of holders of the ordinary shares may be significant and may materially and adversely affect the value of the ADSs of Alibaba Group Holding Limited and, as a result, the securities.

You May Be Subject to Adverse Tax Consequences in the Future

The tax consequences of an investment in your securities are uncertain, both as to the timing and character of any inclusion in income in respect of your securities.

The Internal Revenue Service announced on December 7, 2007 that it is considering issuing guidance regarding the tax treatment of an instrument such as your securities, and any such guidance could adversely affect the value and the tax treatment of your securities. Among other things, the Internal Revenue Service may decide to require the holders to accrue ordinary income on a current basis and recognize ordinary income on payment at maturity, and could subject non-U.S. investors to withholding tax. Furthermore, in 2007, legislation was introduced in Congress that, if enacted, would have required holders that acquired instruments such as your securities after the bill was enacted to accrue interest income over the term of such instruments even though there may be no interest payments over the term of such instruments. It is not possible to predict whether a similar or identical bill will be enacted in the future, or whether any such bill would affect the tax treatment of your securities. We describe these developments in more detail under [Supplemental Discussion of U.S. Federal Income Tax Consequences United States Holders Possible Change in Law](#) below. You should consult your tax advisor about this matter. Except to the extent otherwise provided by law, GS Finance Corp. intends to continue treating the securities for U.S. federal income tax purposes in accordance with the treatment described under [Supplemental Discussion of U.S. Federal Income Tax Consequences](#) on page S-35 below unless and until such time as Congress, the Treasury Department or the Internal Revenue Service determine that some other treatment is more appropriate. Please also consult your tax advisor concerning the U.S. federal income tax and any other applicable tax consequences to you of owning your securities in your particular circumstances.

September 2018

GS Finance Corp.

Contingent Income Auto-Callable Securities Based on the Performance of an American Depositary Share of Alibaba Group Holding Limited due October 1, 2021

Principal at Risk Securities

Foreign Account Tax Compliance Act (FATCA) Withholding May Apply to Payments on Your Securities, Including as a Result of the Failure of the Bank or Broker Through Which You Hold the Securities to Provide Information to Tax Authorities

Please see the discussion under [United States Taxation](#) [Taxation of Debt Securities](#) [Foreign Account Tax Compliance Act \(FATCA\) Withholding](#) in the accompanying prospectus for a description of the applicability of FATCA to payments made on your securities.

September 2018

s-21

GS Finance Corp.

Contingent Income Auto-Callable Securities Based on the Performance of an American Depositary Share of Alibaba Group Holding Limited due October 1, 2021

Principal at Risk Securities

Specific Terms of Your Securities

We refer to the securities we are offering by this prospectus supplement as the offered securities or the securities. Please note that in this prospectus supplement, references to GS Finance Corp., we, our and us mean only GS Finance Corp. and do not include its subsidiaries or affiliates, references to The Goldman Sachs Group, Inc., our parent company, mean only The Goldman Sachs Group, Inc. and do not include its subsidiaries or affiliates and references to Goldman Sachs mean The Goldman Sachs Group, Inc. together with its consolidated subsidiaries and affiliates, including us. Also, references to the accompanying prospectus mean the accompanying prospectus, dated July 10, 2017, and references to the accompanying prospectus supplement mean the accompanying prospectus supplement, dated July 10, 2017, for Medium-Term Notes, Series E, in each case of GS Finance Corp. and The Goldman Sachs Group, Inc. Please note that in this section entitled Specific Terms of Your Securities, references to holders mean those who own securities registered in their own names, on the books that we or the trustee maintain for this purpose, and not those who own beneficial interests in securities registered in street name or in securities issued in book-entry form through The Depository Trust Company. Please review the special considerations that apply to owners of beneficial interests in the accompanying prospectus, under Legal Ownership and Book-Entry Issuance.

The Contingent Income Auto-Callable Securities are unsecured notes issued by GS Finance Corp. and guaranteed by The Goldman Sachs Group, Inc. The offered securities are part of a series of debt securities, entitled Medium-Term Notes, Series E, that we may issue under the indenture from time to time as described in the accompanying prospectus. The offered securities are also indexed debt securities, as defined in the accompanying prospectus. This prospectus supplement summarizes specific financial and other terms that apply to the offered securities, including your security; terms that apply generally to all Series E medium-term securities are described in Description of Notes We May Offer in the accompanying prospectus supplement. The terms described here supplement those described in the accompanying prospectus and the accompanying prospectus supplement and, if the terms described here are inconsistent with those described there, the terms described here are controlling.

In addition to those terms described under Final Terms in this prospectus supplement, the following terms will apply to your security:

Specified currency:

- U.S. dollars (\$ or USD)

Form of note:

- global form only: yes, at DTC
- non-global form available: no

Principal amount: each security will have a principal amount of \$10; \$14,319,400 in the aggregate for all the offered securities; the aggregate principal amount of the offered securities may be increased if the issuer, at its sole option, decides to sell an additional amount of the offered securities on a date subsequent to the date of this prospectus supplement

Regular record date: the scheduled business day immediately preceding the day on which payment is to be made (as such payment date may be adjusted)

Denominations: each security registered in the name of a holder must have a principal amount of \$10 or an integral multiple of \$10 in excess thereof

No listing: your securities will not be listed or displayed on any securities exchange or included in any interdealer market quotation system

Defeasance applies as follows:

- full defeasance: no
- covenant defeasance: no

September 2018

GS Finance Corp.

Contingent Income Auto-Callable Securities Based on the Performance of an American Depositary Share of Alibaba Group Holding Limited due October 1, 2021

Principal at Risk Securities

Other terms:

- the default amount will be payable on any acceleration of the maturity of your security as described under [Special Calculation Provisions](#) below
- anti-dilution provisions will apply to your security; see [Anti-dilution Adjustments](#) below
- a business day for your security may not be the same as a business day for certain of our other Series E medium-term securities; see [Special Calculation Provisions](#) below
- a trading day for your security may not be the same as a trading day for certain of our other Series E medium-term securities; see [Special Calculation Provisions](#) below

Please note that the information about the settlement or pricing dates, issue price, discounts, commission or concessions and net proceeds to GS Finance Corp. on the front cover page or elsewhere in this prospectus supplement relates only to the initial issuance and sale of the securities. We may decide to sell additional securities on one or more dates after the date of this prospectus supplement, at issue prices and with underwriting discounts and net proceeds that differ from the amounts set forth on the front cover page or elsewhere in this prospectus supplement. If you have purchased your security in a market making transaction after the initial issuance and sale of the securities, any such relevant information about the sale to you will be provided in a separate confirmation of sale.

We describe the terms of your security in more detail below.

Underlying Stock and Underlying Stock Issuer

In this prospectus supplement, when we refer to the underlying stock, we mean an ADS of Alibaba Group Holding Limited, representing one ordinary share of Alibaba Group Holding Limited, except as described under [Anti-dilution Adjustments](#), [Reorganization Events](#) and [Anti-dilution Adjustments](#) [Distribution Property](#) below. When we refer to the underlying stock issuer,

we mean Alibaba Group Holding Limited (the issuer of the ordinary shares represented by the ADSs) or any successor thereto.

Automatic Call Feature

If, as measured on any call observation date, the closing price of the underlying stock is *greater than* or *equal to* the initial share price, your securities will be automatically called. If your securities are automatically called on any call observation date, on the corresponding call payment date you will receive an amount in cash equal to \$10 for each \$10 principal amount of your securities in addition to the coupon then due.

The calculation agent will determine the closing price of the underlying stock for each call observation date, which will be the closing price of the underlying stock on the applicable call observation date, subject to any anti-dilution adjustments.

The calculation agent will have discretion to adjust the closing price of the underlying stock on the applicable call observation date or to determine it in a different manner as described under Consequences of a Market Disruption Event or a Non-Trading Day and Anti-Dilution Adjustments below.

Payment of Contingent Quarterly Coupon

Subject to the automatic call feature, on each coupon payment date, for each \$10 principal amount of your securities we will pay you an amount in cash equal to:

- if the closing price of the underlying stock on the related coupon determination date is *greater than* or *equal to* the downside threshold level, \$0.215; or
- if the closing price of the underlying stock on the related coupon determination date is *less than* the downside threshold level, \$0.00.

The downside threshold level is \$107.094, which represents 65.00% of the initial share price. The initial share price is \$164.76. The calculation agent will determine the closing price for each coupon determination date, which will be the closing price of the underlying stock on the applicable coupon determination date, subject to any anti-dilution adjustments. The calculation agent will have discretion to adjust the closing price of the underlying stock on the applicable coupon

September 2018

GS Finance Corp.

Contingent Income Auto-Callable Securities Based on the Performance of an American Depositary Share of Alibaba Group Holding Limited due October 1, 2021

Principal at Risk Securities

determination date or to determine it in a different manner as described under Consequences of a Market Disruption Event or a Non-Trading Day and Anti-Dilution Adjustments below.

Payment at Maturity

If your securities are not automatically called, for each \$10 principal amount of your securities we will pay you on the stated maturity date an amount equal to:

- if the final share price is *greater than or equal to* the downside threshold level, \$10.00 plus the final coupon; or
- if the final share price is *less than* the downside threshold level, the *product* of (i) \$10 *times* (ii) the share performance factor.

The share performance factor equals the *quotient* of (a) the final share price *divided by* (b) the initial share price.

The calculation agent will determine the final share price, which will be the closing price of the underlying stock on the determination date. However, the calculation agent will have discretion to adjust the closing price on the determination date or to determine it in a different manner as described under Consequences of a Market Disruption Event or a Non-Trading Day and Anti-Dilution Adjustments below.

Determination Date

The determination date is September 28, 2021. If a market disruption event occurs or is continuing on such day or such day is not a trading day, the determination date will be the first following trading day on which the calculation agent determines a market disruption event does not occur and is not continuing. However, the determination date will not be postponed to a date later than the originally scheduled stated maturity date or, if the originally scheduled stated maturity date is not a business day, later than the first business day after the originally scheduled stated maturity date. If a market disruption event occurs or is continuing on such last possible determination date or such last possible day is not a trading day, that day will nevertheless be the determination date.

Stated Maturity Date

The stated maturity date is October 1, 2021, unless that day is not a business day, in which case the stated maturity date will be the next following business day. If the determination date is postponed as described under **Determination Date** above, the stated maturity date will also be postponed by the same number of business day(s) from but excluding the originally scheduled determination date to and including the actual determination date. The calculation agent may postpone the determination date and therefore the stated maturity date if a market disruption event occurs or is continuing on any day that would otherwise be the determination date. We describe market disruption events under **Special Calculation Provisions** **Market Disruption Event** below.

Contingent Quarterly Coupon and Coupon Payment Dates

The contingent quarterly coupons will be calculated and paid as described in this prospectus supplement.

The coupons on the offered securities will be paid on the coupon payment dates (the dates specified in the table under **Coupon payment dates** in the **Final Terms** section above, unless, for any such coupon payment date, that day is not a business day, in which case such coupon payment date will be postponed to the next following business day; if the coupon determination date is postponed as described under **Coupon Determination Dates** below, such coupon payment date will be postponed by the same number of business day(s) from but excluding the applicable originally scheduled coupon determination date to and including the actual coupon determination date).

Coupon Determination Dates

The coupon determination dates are the dates specified in the table under **Coupon determination dates** in the **Final Terms** section above, unless the calculation agent determines that a market disruption event occurs or is continuing on any such day or that any such day is not a trading day. In that event, the applicable coupon determination date will be the first following trading day on which the calculation agent determines that a market disruption event does not occur or is not continuing. In no event, however, will the applicable coupon determination date be postponed to a date after the applicable originally scheduled coupon payment date or, if the originally scheduled coupon payment date is not a business day, later than the first business day after the originally scheduled coupon payment date. If any coupon determination date is postponed to the last possible day for that period, but a market disruption event occurs or is

September 2018

GS Finance Corp.

Contingent Income Auto-Callable Securities Based on the Performance of an American Depositary Share of Alibaba Group Holding Limited due October 1, 2021

Principal at Risk Securities

continuing on that day or that day is not a trading day, that day will nevertheless be the applicable coupon determination date.

Call Payment Dates

If your securities are automatically called on any call observation date, on the corresponding call payment date (the coupon payment date immediately after the applicable call observation date, subject to adjustment as described under Contingent Quarterly Coupon and Coupon Payment Dates above) you will receive an amount in cash equal to \$10 for each \$10 principal amount of your securities in addition to the contingent quarterly coupon then due.

Call Observation Dates

The call observation dates are each coupon determination date specified in the table under Coupon determination dates in the Final Terms section above, commencing December 28, 2018 and ending on June 28, 2021, subject to adjustment as described under Coupon Determination Dates above.

Consequences of a Market Disruption Event or a Non-Trading Day

As indicated above, if a market disruption event occurs or is continuing on a day that would otherwise be a coupon determination date or the determination date, as applicable, or such day is not a trading day, then such coupon determination date or the determination date, as applicable will be postponed as described under Coupon Determination Dates and Determination Date, respectively, above. As a result, the corresponding coupon payment date, call payment date or the stated maturity date, as applicable, for your securities may also be postponed, as described under Contingent Quarterly Coupon and Coupon Payment Dates and Stated Maturity Date, respectively, above.

If the closing price of the underlying stock that must be used to determine the coupon payable on the coupon payment date, if any, or the amount payable at maturity is not available on the last possible coupon determination date or determination date, as applicable, either because of a market disruption event or non-trading day or for any other reason (except as described under Anti-dilution Adjustments below), the calculation agent will nevertheless determine the underlying stock price based on its assessment, made in its sole discretion, of the market value of the underlying stock at the applicable time on that day.

Anti-dilution Adjustments

The calculation agent will adjust the closing price of the underlying stock on a coupon determination date or the determination date, as applicable, only if an event described under one of the six subsections beginning with **Stock Splits** below occurs and only if the relevant event occurs during the period described under the applicable subsection. The adjustments described below do not cover all events that could affect the closing price of the underlying stock on a coupon determination date or the determination date, as applicable, such as an issuer tender or exchange offer for the underlying stock at a premium to its market price or a tender or exchange offer made by a third party for less than all outstanding shares of the underlying stock. We describe the risks relating to dilution under **Additional Risk Factors Specific to Your Securities** **You Have Limited Anti-dilution Protection** above.

For purposes of these adjustments, except as noted below, all adjustments to the reference amount (described under **How Adjustments Will Be Made**) will be made as if the ordinary shares represented by the ADSs of Alibaba Group Holding Limited are serving as that underlying stock. Therefore, for example, if the ordinary share represented by the ADS of Alibaba Group Holding Limited is subject to a two-for-one stock split and assuming the reference amount for such underlying stock is equal to one, the reference amount for that underlying stock would be adjusted to equal two. The term **dividend** used in this section will mean the dividend paid by the issuer of the ordinary share, net of any applicable foreign withholding or similar taxes that would be due on dividends paid to a U.S. person that claims and is entitled to a reduction in such taxes under an applicable income tax treaty, if available.

No adjustment to the ADS price or the reference amount, including those described below, will be made if (1) holders of those ADSs are not eligible to participate in any of the transactions described below or (2) (and to the extent that) the calculation agent determines in its sole discretion that the issuer or the depository for those ADSs has adjusted the number of shares of the ordinary shares represented by each ADS so that the ADS price would not be affected by the corporate event in question. However, to the extent that the number of shares of the ordinary shares represented by each ADS is changed for any other reason, appropriate adjustments to the anti-dilution adjustments described herein (which may include ignoring such provision, if appropriate) will be made to reflect that change.

September 2018

GS Finance Corp.

Contingent Income Auto-Callable Securities Based on the Performance of an American Depositary Share of Alibaba Group Holding Limited due October 1, 2021

Principal at Risk Securities

How Adjustments Will Be Made

In this prospectus supplement, we refer to anti-dilution adjustment of the closing price of the underlying stock on a coupon determination date or the determination date, as applicable. If an event requiring anti-dilution adjustment occurs, the calculation agent will make the adjustment by taking the following steps:

- **Step One.** The calculation agent will adjust the reference amount. This term refers to the amount of the underlying stock or other property that must be used to determine the closing price of the underlying stock on a coupon determination date or the determination date, as applicable. For example, if no adjustment described under this subsection entitled **Anti-dilution Adjustments** is required at a time, the reference amount for that time will be one share of the underlying stock. In that case, the closing price of the underlying stock on a coupon determination date or the determination date, as applicable, will be the closing price of one share of the underlying stock on the applicable coupon determination date or the determination date. We describe how the closing price will be determined under **Special Calculation Provisions** below.

If an adjustment described under this subsection entitled **Anti-dilution Adjustments** is required because one of the dilution events described in the first five subsections below **these involve stock splits, reverse stock splits, stock dividends, other dividends and distributions and issuances of transferable rights and warrants** occurs, then the adjusted reference amount at that time might instead be, for example, two shares of the underlying stock or a half share of the underlying stock, depending on the event. In that example, the closing price of the underlying stock on a coupon determination date or the determination date, as applicable, would be the price (determined as specified under **Special Calculation Provisions Closing Price** below) at the close of trading on the applicable coupon determination date or the determination date of two shares of the underlying stock or a half share of the underlying stock, as applicable.

If an adjustment described under this subsection entitled **Anti-dilution Adjustments** is required at a time because one of the reorganization events described under **Reorganization Events** below **these involve events in which cash, securities or other property is distributed in respect of the underlying stock** occurs, then the reference amount at that time will be adjusted to be as follows, assuming there has been no prior or subsequent anti-dilution adjustment: the amount of each type of the property distributed in the reorganization event in respect of one share of the underlying stock, plus one share of the underlying stock if the underlying stock remains outstanding. In that event, the closing price of the underlying stock on a coupon determination date or the determination date, as applicable, would be the value of the adjusted reference amount at the close of trading on such coupon determination date or the determination date.

The manner in which the calculation agent adjusts the reference amount in step one will depend on the type of dilution event requiring adjustment. These events and the nature of the required adjustments are described in the six subsections that follow.

- **Step Two.** Having adjusted the reference amount in step one, the calculation agent will determine the closing price of the underlying stock on a coupon determination date or the determination date, as applicable, in the following manner.

If the adjusted reference amount at the applicable time consists entirely of shares of the underlying stock, the underlying stock price will be the closing price (determined as described under Special Calculation Provisions Closing Price below) of the adjusted reference amount on the applicable date.

On the other hand, if the adjusted reference amount at the applicable time includes any property other than shares of the underlying stock, the closing price of the underlying stock on a coupon determination date or the determination date, as applicable, will be the value of the adjusted reference amount as determined by the calculation agent in the manner described under Reorganization Events Adjustments for Reorganization Events below at the applicable time.

- **Step Three.** Having determined the closing price of the underlying stock on a coupon determination date or the determination date, as applicable, in step two, the calculation agent will use such price to calculate the coupon payable on the applicable coupon payment date, if any, or the amount payable at maturity.

If more than one event requiring adjustment as described in this subsection entitled Anti-dilution Adjustments occurs, the calculation agent will first adjust the reference amount as described in step one above for each event, sequentially, in the order in which the events occur, and on a cumulative basis. Thus, having adjusted the reference amount for the first event, the calculation agent will repeat step one for the second event, applying the required adjustment to the reference amount as already adjusted for the first event, and so on for each event. Having adjusted the reference amount for all events, the calculation agent will then take the remaining applicable steps in the process described above, determining

September 2018

GS Finance Corp.

Contingent Income Auto-Callable Securities Based on the Performance of an American Depositary Share of Alibaba Group Holding Limited due October 1, 2021

Principal at Risk Securities

the closing price of the underlying stock on a coupon determination date or the determination date, as applicable, using the reference amount as sequentially and cumulatively adjusted for all the relevant events. The calculation agent will make all required determinations and adjustments no later than the applicable coupon determination date or the determination date, as applicable.

The calculation agent will adjust the reference amount for each reorganization event described under Reorganization Events below. For any other dilution event described below, however, the calculation agent will not be required to adjust the reference amount unless the adjustment would result in a change of at least 0.1% in the underlying stock price that would apply without the adjustment. The closing price of the underlying stock on a coupon determination date or the determination date, as applicable, resulting from any adjustment will be rounded up or down, as appropriate, to the nearest ten-thousandth, with five hundred-thousandths being rounded upward e.g., 0.12344 will be rounded down to 0.1234 and 0.12345 will be rounded up to 0.1235.

If an event requiring anti-dilution adjustment occurs, the calculation agent will make the adjustment with a view to offsetting, to the extent practical, any change in the economic position of the holder, GS Finance Corp., as issuer, and The Goldman Sachs Group, Inc., as guarantor, relative to your securities, that results solely from that event. The calculation agent may, in its sole discretion, modify the anti-dilution adjustments as necessary to ensure an equitable result.

The calculation agent will make all determinations with respect to anti-dilution adjustments, including any determination as to whether an event requiring adjustment has occurred, as to the nature of the adjustment required and how it will be made or as to the value of any property distributed in a reorganization event, and will do so in its sole discretion. In the absence of manifest error, those determinations will be conclusive for all purposes and will be binding on you and us, without any liability on the part of the calculation agent. The calculation agent will provide information about the adjustments it makes upon written request by the holder.

In this prospectus supplement, when we say that the calculation agent will adjust the reference amount for one or more dilution events, we mean that the calculation agent will take all the applicable steps described above with respect to those events.

The following six subsections describe the dilution events for which the reference amount is to be adjusted. Each subsection describes the manner in which the calculation agent will adjust the reference amount the first step in the adjustment process described above for the relevant event.

Stock Splits

A stock split is an increase in the number of a corporation's outstanding shares of stock without any change in its stockholders' equity. Each outstanding share will be worth less as a result of a stock split.

If the underlying stock is subject to a stock split, then the calculation agent will adjust the reference amount to equal the sum of the prior reference amount (i.e., the reference amount before that adjustment) plus the product of (1) the number of additional shares issued in the stock split with respect to one share of the underlying stock times (2) the prior reference amount. The reference amount will not be adjusted, however, unless the first day on which the underlying stock trades without the right to receive the stock split occurs after the pricing date and on or before the applicable coupon determination date or the determination date, as applicable.

Reverse Stock Splits

A reverse stock split is a decrease in the number of a corporation's outstanding shares of stock without any change in its stockholders' equity. Each outstanding share will be worth more as a result of a reverse stock split.

If the underlying stock is subject to a reverse stock split, then once the reverse stock split becomes effective, the calculation agent will adjust the reference amount to equal the product of the prior reference amount *times* the quotient of (1) the number of additional shares of the underlying stock outstanding immediately after the reverse stock split becomes effective divided by (2) the number of shares of the underlying stock outstanding immediately before the reverse stock split becomes effective. The reference amount will not be adjusted, however, unless the reverse stock split becomes effective after the pricing date and on or before the applicable coupon determination date or the determination date, as applicable.

September 2018

GS Finance Corp.

Contingent Income Auto-Callable Securities Based on the Performance of an American Depositary Share of Alibaba Group Holding Limited due October 1, 2021

Principal at Risk Securities

Stock Dividends

In a stock dividend, a corporation issues additional shares of its stock to all holders of its outstanding shares of its stock in proportion to the shares they own. Each outstanding share will be worth less as a result of a stock dividend.

If the underlying stock is subject to a stock dividend, then the calculation agent will adjust the reference amount to equal the sum of the prior reference amount plus the product of (1) the number of additional shares issued in the stock dividend with respect to one share of the underlying stock times (2) the prior reference amount. The reference amount will not be adjusted, however, unless the ex-dividend date occurs after the pricing date and on or before the applicable coupon determination date or the determination date, as applicable.

The ex-dividend date for any dividend or other distribution is the first day on which the underlying stock trades without the right to receive that dividend or other distribution.

Other Dividends and Distributions

The reference amount is not required to be adjusted to reflect dividends or other distributions paid with respect to the underlying stock, other than:

- stock dividends described above,
- issuances of transferable rights and warrants as described under Transferable Rights and Warrants below,
- distributions that are spin-off events described under Reorganization Events below, and

- extraordinary dividends described below.

A dividend or other distribution with respect to the underlying stock will be deemed to be an extraordinary dividend if its per share value exceeds that of the immediately preceding non-extraordinary dividend, if any, for the underlying stock by an amount equal to at least 10% of the closing price of the underlying stock on the first trading day before the ex-dividend date.

If an extraordinary dividend occurs with respect to the underlying stock, the calculation agent will adjust the reference amount to equal the product of (1) the prior reference amount times (2) a fraction, the numerator of which is the closing price of the underlying stock on the trading day immediately preceding the ex-dividend date and the denominator of which is the amount by which that closing price exceeds the extraordinary dividend amount. The reference amount will not be adjusted, however, unless the ex-dividend date occurs after the pricing date and on or before the applicable coupon determination date or the determination date, as applicable.

The extraordinary dividend amount with respect to an extraordinary dividend for the underlying stock equals:

- for an extraordinary dividend that is paid in lieu of a regular quarterly dividend, the amount of the extraordinary dividend per share of the underlying stock minus the amount per share of the immediately preceding dividend, if any, that was not an extraordinary dividend for the underlying stock, or
- for an extraordinary dividend that is not paid in lieu of a regular quarterly dividend, the amount per share of the extraordinary dividend.

To the extent an extraordinary dividend is not paid in cash, the value of the non-cash component will be determined by the calculation agent. A distribution on the underlying stock that is a stock dividend, an issuance of transferable rights or warrants or a spin-off event and also an extraordinary dividend will result in an adjustment to the reference amount only as described under

Stock Dividends above, Transferable Rights and Warrants below or Reorganization Events below, as the case may be, and not as described here.

September 2018

GS Finance Corp.

Contingent Income Auto-Callable Securities Based on the Performance of an American Depositary Share of Alibaba Group Holding Limited due October 1, 2021

Principal at Risk Securities

Transferable Rights and Warrants

If the underlying stock issuer issues transferable rights or warrants to all holders of the underlying stock to subscribe for or purchase underlying stock at an exercise price per share that is less than the closing price of the underlying stock on the trading day immediately preceding the ex-dividend date for the issuance, then the reference amount will be adjusted by multiplying the prior reference amount by the following fraction:

- the numerator will be the number of shares of the underlying stock outstanding at the close of business on the day immediately preceding that ex-dividend date plus the number of additional shares of the underlying stock offered for subscription or purchase under those transferable rights or warrants, and
- the denominator will be the number of shares of the underlying stock outstanding at the close of business on the day immediately preceding that ex-dividend date plus the number of additional shares of the underlying stock that the aggregate offering price of the total number of shares of the underlying stock so offered for subscription or purchase would purchase at the closing price of the underlying stock on the trading day immediately preceding that ex-dividend date, with that number of additional shares being determined by multiplying the total number of shares so offered by the exercise price of those transferable rights or warrants and dividing the resulting product by the closing price on the trading day immediately preceding that ex-dividend date.

The reference amount will not be adjusted, however, unless the ex-dividend date described above occurs after the pricing date and on or before the applicable coupon determination date or the determination date, as applicable.

Reorganization Events

Each of the following is a reorganization event:

- the underlying stock is reclassified or changed,

- the underlying stock is no longer listed or admitted to trading on a U.S. securities exchange or the ADS deposit agreement between the issuer of the ordinary share represented by the ADS and the ADS depositary is terminated for any reason,
- the underlying stock issuer has been subject to a merger, consolidation, amalgamation, binding share exchange or other business combination and either is not the surviving entity or is the surviving entity but all the outstanding shares of the underlying stock are reclassified or changed,
- the underlying stock has been subject to a takeover, tender offer, exchange offer, solicitation proposal or other event by another entity or person to purchase or otherwise obtain all of the outstanding shares of the underlying stock, such that all of the outstanding shares of the underlying stock (other than shares of the underlying stock owned or controlled by such other entity or person) are transferred, or irrevocably committed to be transferred, to another entity or person,
- the underlying stock issuer or any subsidiary of the underlying stock issuer has been subject to a merger, consolidation, amalgamation or binding share exchange in which the underlying stock issuer is the surviving entity and all the outstanding shares of the underlying stock (other than shares of the underlying stock owned or controlled by such other entity or person) immediately prior to such event collectively represent less than 50% of the outstanding shares of the underlying stock immediately following such event,
- the underlying stock issuer sells or otherwise transfers its property and assets as an entirety or substantially as an entirety to another entity,
- the underlying stock issuer effects a spin-off that is, issues to all holders of the underlying stock equity securities of another issuer, other than as part of an event described in the four bullet points above,
- the underlying stock issuer is liquidated, dissolved or wound up or is subject to a proceeding under any applicable bankruptcy, insolvency or other similar law, or
- any other corporate or similar events that affect or could potentially affect market prices of, or shareholders' rights in, the underlying stock or distribution property, which will be substantiated by an official characterization by either the Options Clearing Corporation with respect to options contracts on the underlying stock or by the primary securities exchange on which the underlying stock or listed options on the underlying stock are traded, and will ultimately be determined by the calculation agent in its sole discretion.

September 2018

s-29

GS Finance Corp.

Contingent Income Auto-Callable Securities Based on the Performance of an American Depositary Share of Alibaba Group Holding Limited due October 1, 2021

Principal at Risk Securities

Adjustments for Reorganization Events

If a reorganization event occurs, then the calculation agent will adjust the reference amount so that it consists of the amount of each type of distribution property distributed in respect of one share of the underlying stock or in respect of whatever the prior reference amount may be in the reorganization event, taken together. We define the term *distribution property* below. For purposes of the four-step adjustment process described under *How Adjustments Will Be Made* above, the distribution property so distributed will be the adjusted reference amount described in step one, the value of that property at the close of trading hours for the underlying stock on the applicable date will be the underlying stock price described in step two, and the calculation agent will determine the coupon payable on a coupon payment date, if any, or the payment at maturity as described in step three. As described under *How Adjustments Will Be Made* above, the calculation agent may, in its sole discretion, modify the adjustments described in this paragraph as necessary to ensure an equitable result.

The calculation agent will determine the value of each type of distribution property in its sole discretion. For any distribution property consisting of a security, the calculation agent will use the closing price (calculated according to the same methodology as specified in this prospectus supplement, without any anti-dilution adjustments) of one share of such security on the applicable date. The calculation agent may value other types of property in any manner it determines, in its sole discretion, to be appropriate. If a holder of the underlying stock may elect to receive different types or combinations of types of distribution property in the reorganization event, the distribution property will consist of the types and amounts of each type distributed to a holder that makes no election, as determined by the calculation agent in its sole discretion. As described under *How Adjustments Will Be Made* above, the calculation agent may, in its sole discretion, modify the adjustments described in this paragraph as necessary to ensure an equitable result.

If a reorganization event occurs and the calculation agent adjusts the reference amount to consist of the distribution property distributed in the reorganization event, as described above, the calculation agent will make any further anti-dilution adjustments for later events that affect the distribution property, or any component of the distribution property, comprising the new reference amount. The calculation agent will do so to the same extent that it would make adjustments if the underlying stock were outstanding and were affected by the same kinds of events. If a subsequent reorganization event affects only a particular component of the reference amount, the required adjustment will be made with respect to that component, as if it alone were the reference amount.

For example, if the underlying stock issuer merges into another company and each share of the underlying stock is converted into the right to receive two common shares of the surviving company and a specified amount of cash, the reference amount will be adjusted to consist of two common shares of the surviving company and the specified amount of cash for each share of underlying stock (adjusted proportionately for any partial share) comprising the reference amount before the adjustment. The calculation agent will adjust the common share component of the adjusted reference amount to reflect any later stock split or other event, including any later reorganization event, that affects the common shares of the surviving company, to the extent described in this subsection entitled *Anti-dilution Adjustments* as if the common shares of the surviving company were the underlying stock. In that event, the cash component will not be adjusted but will continue to be a component of the reference amount. Consequently, each component included in the reference amount will be adjusted on a sequential and cumulative basis for all relevant events requiring adjustment

up to the relevant date.

The calculation agent will not make any adjustment for a reorganization event, however, unless the event becomes effective (or, if the event is a spin-off, unless the ex-dividend date for the spin-off occurs) after the pricing date and on or before the applicable coupon determination date or the determination date, as applicable.

Distribution Property

When we refer to distribution property, we mean the cash, securities and other property or assets distributed in a reorganization event in respect of one outstanding share of the underlying stock or in respect of whatever the applicable reference amount may then be if any anti-dilution adjustment has been made in respect of a prior event. In the case of a spin-off, or any other reorganization event after which the underlying stock remains outstanding, the distribution property also includes one share of the underlying stock or other applicable reference amount in respect of which the distribution is made.

If a reorganization event occurs, the distribution property distributed in the event will be substituted for the underlying stock as described above. Consequently, in this prospectus supplement, when we refer to the underlying stock, we mean any distribution property that is distributed in a reorganization event and comprises the adjusted reference amount. Similarly, when we refer to the underlying stock issuer, we mean any successor entity in a reorganization event.

September 2018

GS Finance Corp.

Contingent Income Auto-Callable Securities Based on the Performance of an American Depositary Share of Alibaba Group Holding Limited due October 1, 2021

Principal at Risk Securities

Default Amount on Acceleration

If an event of default occurs and the maturity of your security is accelerated, we will pay the default amount in respect of the principal of your security at the maturity, instead of the amount payable on the stated maturity date as described earlier. We describe the default amount under [Special Calculation Provisions](#) below.

For the purpose of determining whether the holders of our Series E medium-term securities, which include your securities, are entitled to take any action under the indenture, we will treat the outstanding principal amount of each offered security as the outstanding principal amount of that security. Although the terms of the offered securities differ from those of the other Series E medium-term securities, holders of specified percentages in principal amount of all Series E medium-term securities, together in some cases with other series of our debt securities, will be able to take action affecting all the Series E medium-term securities, including your securities, except with respect to certain Series E medium-term securities if the terms of such securities specify that the holders of specified percentages in the principal amount of all such securities must also consent to such action. This action may involve changing some of the terms that apply to the Series E medium-term securities, accelerating the maturity of the Series E medium-term securities after a default or waiving some of our obligations under the indenture. In addition, certain changes to the indenture and the securities that only affect certain debt securities may be made with the approval of holders of a majority of the principal amount of such affected debt securities. We discuss these matters in the accompanying prospectus under [Description of Debt Securities We May Offer](#), [Default, Remedies and Waiver of Default](#) and [Modification of the Debt Indentures and Waiver of Covenants](#).

Manner of Payment and Delivery

Any payment or delivery on your security at maturity will be made to an account designated by the holder of your security and approved by us, or at the office of the trustee in New York City, but only when your security is surrendered to the trustee at that office. We also may make any payment or delivery in accordance with the applicable procedures of the depository.

Role of Calculation Agent

The calculation agent, in its sole discretion, will make all determinations regarding whether a coupon will be paid on any coupon payment date, whether your securities will be automatically called, the final share price, anti-dilution adjustments, market disruption events, coupon determination dates, business days, trading days and the payment at maturity. Absent manifest error, all determinations of the calculation agent will be final and binding on you and us, without any liability on the part of the calculation agent.

Please note that GS&Co., our affiliate, is currently serving as the calculation agent as of the original issue date of your security. We may change the calculation agent for your security at any time after the original issue date without notice, and GS&Co. may resign as calculation agent at any time upon 60 days' written notice to us.

Special Calculation Provisions

Business Day

When we refer to a business day with respect to your securities, we mean a day that is a New York business day as described under "Description of Debt Securities We May Offer" "Calculations of Interest on Debt Securities" "Business Days" on page 21 in the accompanying prospectus. A day is a scheduled business day if, as of the trade date, such day is scheduled to be a New York business day.

Trading Day

When we refer to a trading day with respect to