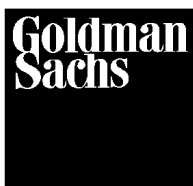


**PROSPECTUS SUPPLEMENT NO. 2
TO THE BASE PROSPECTUS DATED 18 JULY 2019**



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

as Issuer

GOLDMAN SACHS FINANCE CORP INTERNATIONAL LTD
(Incorporated with limited liability in Jersey)

as Issuer

GOLDMAN SACHS INTERNATIONAL
(Incorporated with unlimited liability in England)

as Issuer and, in respect of certain Securities only, as Guarantor

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

in respect of certain Securities only, as Guarantor

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

This Prospectus Supplement

This prospectus supplement (the "**Prospectus Supplement**") to the base prospectus dated 18 July 2019 prepared by Goldman, Sachs & Co. Wertpapier GmbH ("**GSW**") as issuer, Goldman Sachs Finance Corp International Ltd ("**GSFCI**") as issuer, Goldman Sachs International ("**GSI**") as issuer and as guarantor in respect of certain Securities only and The Goldman Sachs Group, Inc. ("**GSG**") as guarantor in respect of certain Securities only (the "**Original Base Prospectus**") under their Series P programme for the issuance of warrants, notes and certificates with respect to the securities (the "**Programme**"), constitutes a supplement to the base prospectus for the purposes of Article 13 of Chapter 1 of Part II of the Luxembourg Law on Prospectuses for Securities dated 10 July 2005, as amended on 3 July 2012, 21 December 2012 and 10 May 2016, which remains applicable pursuant to Article 64 of the Luxembourg Law dated 16 July 2019 on prospectuses for securities (the "**Luxembourg Law**") and should be read in conjunction therewith and with Prospectus Supplement No. 1 to the Original Base Prospectus dated 14 August 2019 (the Original Base Prospectus as so supplemented, the "**Base Prospectus**"). On 18 July 2019, the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") approved the Original Base Prospectus for the purposes of Article 7 of the Luxembourg Law.

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

Right of withdrawal

In accordance with Article 13 paragraph 2 of the Luxembourg Law, investors who have already agreed to purchase or subscribe for the securities before this Prospectus Supplement is published have the right exercisable until 23 September 2019, which is two working days after the publication of this Prospectus Supplement, to withdraw their acceptances.

Purpose of this Prospectus Supplement

The purpose of this Prospectus Supplement is to make certain changes to the information in the "Summary", "Coupon Payout Conditions", "Form of Final Terms (Instruments)" and "Form of Final Terms (Notes)" sections of the Base Prospectus.

This Prospectus Supplement will be available on the website of the Luxembourg Stock Exchange at www.bourse.lu.

Amendments to the Summary

The Summary, as supplemented prior to this Prospectus Supplement, is amended and supplemented as follows:

- (a) The first paragraph in Element B.16 (*Ownership and control of the Issuer*) on page 5 of the Original Base Prospectus shall be deleted and replaced with the following:

"[Goldman Sachs Group UK Limited, a company incorporated under English law has a 100 per cent. shareholding in GSI. Goldman Sachs (UK) L.L.C. is established under the laws of the State of Delaware and holds 100 per cent. of the ordinary shares of Goldman Sachs Group UK Limited. The Goldman Sachs Group, Inc. is established in Delaware and has a 100 per cent. shareholding in Goldman Sachs (UK) L.L.C. [GSG is the parent holding company of the group of companies comprising GSG and its consolidated subsidiaries (the "**Group**").].]"

- (b) The definition of "CV" in Element C.18 (*Return on the Securities*) on page 24 of the Original Base Prospectus shall be deleted and replaced with the following:

"C.18	Return on the Securities¹	<ul style="list-style-type: none"> • [CV: Coupon Value, <i>[insert]</i>/[being the amount in the column entitled "Coupon Value (CV)" in the same row as the relevant [Coupon [Observation] [Reference] Date] [Fixed Coupon Payment Date] set out in the table below] [in respect of a Coupon Observation Date, and: <ul style="list-style-type: none"> ○ if the Reference Price of [each/the] Underlying Asset on such Coupon Observation Date is greater than or equal to its [respective] Multi-Coupon Value Barrier Level, an amount equal to <i>[insert]</i>/[the Multi-Coupon Value 1 corresponding to such Coupon Observation Date in the table below]; or ○ if the Reference Price of [any/the] Underlying Asset on such Coupon Observation Date is less than its Multi-Coupon Value Barrier Level and the Reference Price of [each/the] Underlying Asset on such Coupon Observation Date is greater than or equal to its respective Coupon Barrier Level, an amount equal to <i>[insert]</i>/[the Multi-Coupon Value 2 corresponding to such Coupon Observation Date in the table below].]"
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- (c) The first table in Element C.18 (*Return on the Securities*) on page 25 of the Original Base Prospectus shall be deleted and replaced with the following:

"C.18	Return on the Securities¹	[Delete table or columns if not required]																		
		<table border="1"> <thead> <tr> <th>[Coupon Observation Date] / [Valuation Date] / [Coupon Reference Date]</th> <th>[Fixed] [Coupon Payment Date] [Interest Payment Date]</th> <th>[Coupon Barrier Level [1/2]]</th> <th>[Coupon Value (CV)] [Multi-Coupon Value 1]</th> <th>[Multi-Coupon Value 2]</th> <th>[Multi-Coupon Value Barrier Level]</th> <th>[Coupon Observation Period Start Date]</th> <th>[Coupon Observation Period End Date]</th> <th>[Coupon Payment Event]</th> </tr> </thead> <tbody> <tr> <td><i>[insert]</i> [repeat as required]</td> <td><i>[insert]</i> [repeat as required]</td> <td><i>[insert]</i> [repeat as required]</td> <td><i>[insert]</i> [repeat as required]</td> <td><i>[insert]</i> [repeat as required]</td> <td><i>[insert]</i> [repeat as required]</td> <td><i>[insert]</i> [repeat as required]</td> <td><i>[insert]</i> [repeat as required]</td> <td>Coupon Barrier Reference Value of [each/any] Underlying Asset [in the Basket] is [less than] [greater than] [or equal to] its [respective] [Coupon Barrier Level] [Coupon Barrier Level]</td> </tr> </tbody> </table>	[Coupon Observation Date] / [Valuation Date] / [Coupon Reference Date]	[Fixed] [Coupon Payment Date] [Interest Payment Date]	[Coupon Barrier Level [1/2]]	[Coupon Value (CV)] [Multi-Coupon Value 1]	[Multi-Coupon Value 2]	[Multi-Coupon Value Barrier Level]	[Coupon Observation Period Start Date]	[Coupon Observation Period End Date]	[Coupon Payment Event]	<i>[insert]</i> [repeat as required]	<i>[insert]</i> [repeat as required]	<i>[insert]</i> [repeat as required]	<i>[insert]</i> [repeat as required]	<i>[insert]</i> [repeat as required]	<i>[insert]</i> [repeat as required]	<i>[insert]</i> [repeat as required]	<i>[insert]</i> [repeat as required]	Coupon Barrier Reference Value of [each/any] Underlying Asset [in the Basket] is [less than] [greater than] [or equal to] its [respective] [Coupon Barrier Level] [Coupon Barrier Level]
[Coupon Observation Date] / [Valuation Date] / [Coupon Reference Date]	[Fixed] [Coupon Payment Date] [Interest Payment Date]	[Coupon Barrier Level [1/2]]	[Coupon Value (CV)] [Multi-Coupon Value 1]	[Multi-Coupon Value 2]	[Multi-Coupon Value Barrier Level]	[Coupon Observation Period Start Date]	[Coupon Observation Period End Date]	[Coupon Payment Event]												
<i>[insert]</i> [repeat as required]	<i>[insert]</i> [repeat as required]	<i>[insert]</i> [repeat as required]	<i>[insert]</i> [repeat as required]	<i>[insert]</i> [repeat as required]	<i>[insert]</i> [repeat as required]	<i>[insert]</i> [repeat as required]	<i>[insert]</i> [repeat as required]	Coupon Barrier Reference Value of [each/any] Underlying Asset [in the Basket] is [less than] [greater than] [or equal to] its [respective] [Coupon Barrier Level] [Coupon Barrier Level]												

		Period corresponding to the relevant Coupon Observation Date.]"
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- (f) The definition of "Multi-Coupon Value Barrier Level" will be added in Element C.18 (*Return on the Securities*) on page 27 of the Original Base Prospectus:

"C.18	Return on the Securities¹	<ul style="list-style-type: none"> ● [Multi-Coupon Value Barrier Level: [in respect of [<i>insert Underlying Asset</i>] [[each/the] Underlying Asset],] [●] [of the Asset Initial Price of such Underlying Asset].] [<i>repeat for each Underlying Asset as required</i>] [in respect of a Coupon Observation Date and an Underlying Asset, the [amount / percentage of the Asset Initial Price of such Underlying Asset] specified in the column entitled "Multi-Coupon Value Barrier Level" in the same row as such Coupon Observation Date in the table above].]"
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Amendments to the Base Prospectus

The Base Prospectus, as supplemented prior to this Prospectus Supplement, is amended and supplemented as follows:

1. Amendments to the section entitled "Coupon Payout Conditions"

The information in the section entitled "Coupon Payout Conditions" is amended and supplemented by:

- (a) deleting sub-paragraph (i) of the definition of "Coupon Barrier Reference Value" in Coupon Payout Condition 2(a) (*Definitions*) on pages 334 to 335 of the Original Base Prospectus and replacing it with the following:

"(i) if the relevant Final Terms specify "Coupon Barrier Observation Period" to be applicable, and:

(A) if "Coupon Barrier Closing Price" is specified to be applicable in the relevant Final Terms and:

(1) where the Securities relate to a single Underlying Asset, "Coupon Barrier Reference Value" means (y) the Reference Price of the Underlying Asset on each Observation Date (closing valuation) during the Coupon Barrier Observation Period corresponding to such Coupon Observation Date, or (z) if "Coupon Payment Event (Inverse)" is specified to be applicable in the relevant Final Terms, the Reference Price of the Underlying Asset on any Observation Date (closing valuation) during the Coupon Barrier Observation Period corresponding to such Coupon Observation Date; or

(2) where the Securities relate to an Asset Basket, "Coupon Barrier Reference Value" means, in respect of an Underlying Asset, (y) the Reference Price of such Underlying Asset on each Observation Date (closing valuation) during the Coupon Barrier Observation Period for such Underlying Asset corresponding to such Coupon Observation Date, or (z) if "Coupon Payment Event (Inverse)" is specified to be applicable in the relevant Final Terms, the Reference Price of such Underlying Asset on any Observation Date (closing valuation) during the Coupon Barrier Observation Period corresponding to such Coupon Observation Date; or

(B) if "Coupon Barrier Intraday Price" is specified to be applicable in the relevant Final Terms and:

- (1) where the Securities relate to a single Underlying Asset other than a Commodity, "Coupon Barrier Reference Value" means (y) the Asset Intraday Price of the Underlying Asset at all times on each Observation Date (intra-day valuation) during the Coupon Barrier Observation Period corresponding to such Coupon Observation Date, or (z) if "Coupon Payment Event (Inverse)" is specified to be applicable in the relevant Final Terms, the Asset Intraday Price of the Underlying Asset at any time on any Observation Date (intra-day valuation) during the Coupon Barrier Observation Period corresponding to such Coupon Observation Date; or
 - (2) where the Securities relate to an Asset Basket other than a Commodity Basket, "Coupon Barrier Reference Value" means, in respect of an Underlying Asset, (y) the Asset Intraday Price of such Underlying Asset at all times on each Observation Date (intra-day valuation) during the Coupon Barrier Observation Period for such Underlying Asset corresponding to such Coupon Observation Date, or (z) if "Coupon Payment Event (Inverse)" is specified to be applicable in the relevant Final Terms, the Asset Intraday Price of such Underlying Asset at any time on any Observation Date (intra-day valuation) during the Coupon Barrier Observation Period for such Underlying Asset corresponding to such Coupon Observation Date; or
 - (3) where the Securities relate to a single Commodity, "Coupon Barrier Reference Value" means (y) the Commodity Price of the Commodity at all times during the Observation Hours on each Observation Date (intra-day valuation) during the Coupon Barrier Observation Period corresponding to such Coupon Observation Date, or (z) if "Coupon Payment Event (Inverse)" is specified to be applicable in the relevant Final Terms, the Commodity Price of the Commodity at any time during the Observation Hours on any Observation Date (intra-day valuation) during the Coupon Barrier Observation Period corresponding to such Coupon Observation Date; or
 - (4) where the Securities relate to a Commodity Basket, "Coupon Barrier Reference Value" means, in respect of a Commodity, (y) the Commodity Price of such Commodity at all times during the Observation Hours for such Commodity on each Observation Date (intra-day valuation) during the Coupon Barrier Observation Period for such Commodity corresponding to such Coupon Observation Date, or (z) if "Coupon Payment Event (Inverse)" is specified to be applicable in the relevant Final Terms, the Commodity Price of such Commodity at any time during the Observation Hours for such Commodity on any Observation Date (intra-day valuation) during the Coupon Barrier Observation Period for such Commodity corresponding to such Coupon Observation Date; or";
- (b) deleting the definition of "Coupon Payment Event" in Coupon Payout Condition 2(a) (*Definitions*) on page 337 of the Original Base Prospectus and replacing it with the following:
- ""**Coupon Payment Event**" means, in respect of a Coupon Observation Date (and a Coupon Payment Event shall be deemed to occur in respect of such Coupon Observation Date if), where the relevant Final Terms specify, as applicable:
- (i) "Coupon Barrier Reference Value greater than or equal to the Coupon Barrier Level", the Coupon Barrier Reference Value of each Underlying Asset is greater than or equal to its Coupon Barrier Level; or

- (ii) "Coupon Barrier Reference Value greater than the Coupon Barrier Level", the Coupon Barrier Reference Value of each Underlying Asset is greater than its Coupon Barrier Level; or
- (iii) "Coupon Barrier Reference Value less than Coupon Barrier Level 1 and greater than or equal to Coupon Barrier Level 2", the Coupon Barrier Reference Value of any Underlying Asset is less than its Coupon Barrier Level 1 and the Coupon Barrier Reference Value of each Underlying Asset is greater than or equal to its Coupon Barrier Level 2; or
- (iv) "Coupon Barrier Reference Value less than Coupon Barrier Level 1 and greater than Coupon Barrier Level 2", the Coupon Barrier Reference Value of any Underlying Asset is less than its Coupon Barrier Level 1 and the Coupon Barrier Reference Value of each Underlying Asset is greater than its Coupon Barrier Level 2; or
- (v) "Coupon Barrier Reference Value less than or equal to Coupon Barrier Level 1 and greater than or equal to Coupon Barrier Level 2", the Coupon Barrier Reference Value of any Underlying Asset is less than or equal to its Coupon Barrier Level 1 and the Coupon Barrier Reference Value of each Underlying Asset is greater than or equal to its Coupon Barrier Level 2; or
- (vi) "Coupon Barrier Reference Value less than or equal to Coupon Barrier Level 1 and greater than Coupon Barrier Level 2", the Coupon Barrier Reference Value of any Underlying Asset is less than or equal to its Coupon Barrier Level 1 and the Coupon Barrier Reference Value of each Underlying Asset is greater than its Coupon Barrier Level 2; or
- (vii) "Coupon Barrier Reference Value less than or equal to the Coupon Barrier Level", the Coupon Barrier Reference Value of each Underlying Asset is less than or equal to its Coupon Barrier Level; or
- (viii) "Coupon Barrier Reference Value less than the Coupon Barrier Level", the Coupon Barrier Reference Value of each Underlying Asset is less than its Coupon Barrier Level,

provided that, in each case:

- (a) if "Coupon Payment Event (Inverse)" is specified to be applicable in the relevant Final Terms, then the "Coupon Payment Event" means, in respect of a Coupon Observation Date (and a Coupon Payment Event shall be deemed to occur in respect of such Coupon Observation Date if), where the relevant Final Terms specify, as applicable:
 - (I) "Coupon Barrier Reference Value greater than or equal to the Coupon Barrier Level", the Coupon Barrier Reference Value of any Underlying Asset is greater than or equal to its Coupon Barrier Level; or
 - (II) "Coupon Barrier Reference Value greater than the Coupon Barrier Level", the Coupon Barrier Reference Value of any Underlying Asset is greater than its Coupon Barrier Level; or
 - (III) "Coupon Barrier Reference Value less than Coupon Barrier Level 1 and greater than or equal to Coupon Barrier Level 2", the Coupon Barrier Reference Value of each Underlying Asset is less than its Coupon Barrier Level 1 and the Coupon Barrier Reference Value of any Underlying Asset is greater than or equal to its Coupon Barrier Level 2; or
 - (IV) "Coupon Barrier Reference Value less than Coupon Barrier Level 1 and greater than Coupon Barrier Level 2", the Coupon Barrier Reference Value of each Underlying

Asset is less than its Coupon Barrier Level 1 and the Coupon Barrier Reference Value of any Underlying Asset is greater than its Coupon Barrier Level 2; or

- (V) "Coupon Barrier Reference Value less than or equal to Coupon Barrier Level 1 and greater than or equal to Coupon Barrier Level 2", the Coupon Barrier Reference Value of each Underlying Asset is less than or equal to its Coupon Barrier Level 1 and the Coupon Barrier Reference Value of any Underlying Asset is greater than or equal to its Coupon Barrier Level 2; or
- (VI) "Coupon Barrier Reference Value less than or equal to Coupon Barrier Level 1 and greater than Coupon Barrier Level 2", the Coupon Barrier Reference Value of each Underlying Asset is less than or equal to its Coupon Barrier Level 1 and the Coupon Barrier Reference Value of any Underlying Asset is greater than its Coupon Barrier Level 2; or
- (VII) "Coupon Barrier Reference Value less than or equal to the Coupon Barrier Level", the Coupon Barrier Reference Value of any Underlying Asset is less than or equal to its Coupon Barrier Level; or
- (VIII) "Coupon Barrier Reference Value less than the Coupon Barrier Level", the Coupon Barrier Reference Value of any Underlying Asset is less than its Coupon Barrier Level; and

- (b) if "No Coupon Amount payable following Autocall Event" is specified to be applicable in the relevant Final Terms and an Autocall Event occurs on an Autocall Observation Date falling on the relevant Coupon Observation Date, then a Coupon Payment Event shall be deemed not to have occurred on such Coupon Observation Date and no Coupon Amount shall be payable in respect of each Security on the Coupon Payment Date corresponding to such Coupon Observation Date.";

- (c) deleting the definition of "Coupon Value" or "CV" in Coupon Payout Condition 2(a) (*Definitions*) on page 338 of the Original Base Prospectus and replacing it with the following:

""**Coupon Value**" or "**CV**" means:

- (i) if "Multi-Coupon Value" is specified to be not applicable in the relevant Final Terms, in respect of a Coupon Observation Date or Coupon Reference Date (as applicable), the amount specified in the relevant Final Terms corresponding to such Coupon Observation Date or Coupon Reference Date; or
- (ii) if "Multi-Coupon Value" is specified to be applicable in the relevant Final Terms, in respect of a Coupon Observation Date, and:
 - (a) if the Reference Price of each Underlying Asset on such Coupon Observation Date is greater than or equal to its respective Multi-Coupon Value Barrier Level, an amount equal to the Multi-Coupon Value 1 specified in the relevant Final Terms corresponding to such Coupon Observation Date; or
 - (b) if the Reference Price of any Underlying Asset on such Coupon Observation Date is less than its Multi-Coupon Value Barrier Level and the Reference Price of each Underlying Asset on such Coupon Observation Date is greater than or equal to its respective Coupon Barrier Level, an amount equal to the Multi-Coupon Value 2 specified in the relevant Final Terms corresponding to such Coupon Observation Date."; and

- (d) adding the following definitions in Coupon Payout Condition 2(a) (*Definitions*) of the Original Base Prospectus:

"**Multi-Coupon Value 1**" means, in respect of a Coupon Observation Date, the amount specified in the relevant Final Terms corresponding to such Coupon Observation Date.

"**Multi-Coupon Value 2**" means, in respect of a Coupon Observation Date, the amount specified in the relevant Final Terms corresponding to such Coupon Observation Date.

"**Multi-Coupon Value Barrier Level**" means, in respect of an Underlying Asset and a Coupon Observation Date, the amount specified in the relevant Final Terms as the "Multi-Coupon Value Barrier Level" for such Coupon Observation Date corresponding to the Underlying Asset, or a percentage of the Asset Initial Price of the Underlying Asset specified in the relevant Final Terms as the "Multi-Coupon Value Barrier Level" for such Coupon Observation Date corresponding to the Underlying Asset (or both).".

2. **Amendments to the section entitled "Form of Final Terms (Instruments)"**

The information in the section entitled "Form of Final Terms (Instruments)" is amended and supplemented by:

- (a) deleting the title of paragraph 27 (*Change of Interest Basis Instrument (General Condition 13)*;) of the Contractual Terms on page 594 of the Original Base Prospectus and changing it to "Change of Interest Basis (General Condition 13)";
- (b) deleting paragraph 29(iii) (*Coupon Payment Event*) of the Contractual Terms on page 596 of the Original Base Prospectus in its entirety and replacing it with the following:

"(iii) Coupon Payment Event:	Applicable, for the purposes of the definition of "Coupon Payment Event" in the Coupon Payout Conditions, [Coupon Barrier Reference Value [greater than] [less than] [or equal to] the Coupon Barrier Level] [Coupon Barrier Reference Value less than [or equal to] Coupon Barrier Level 1 and greater than [or equal to] Coupon Barrier Level 2] is applicable in respect of each Coupon Observation Date] [in respect of each Coupon Observation Date, the Coupon Payment Event applicable to such Coupon Observation Date is set forth in the Contingent Coupon Table in the column entitled "Coupon Payment Event" in the row corresponding to such Coupon Observation Date]. [Coupon Payment Event (Inverse) is applicable.]"
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- (c) deleting paragraph 29(ix) (*Coupon Value*) of the Contractual Terms on page 598 of the Original Base Prospectus in its entirety and replacing it with the following:

"(ix) Coupon Value:	[In respect of each Coupon Observation Date] [●] (<i>specify amount</i>) [In respect of a Coupon Observation Date, the amount set forth in the Contingent Coupon Table in the column entitled "Coupon Value" in the row corresponding to such Coupon Observation
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Date] [In respect of a Coupon Observation Date, either the Multi-Coupon Value 1 or Multi-Coupon Value 2 corresponding to such Coupon Observation Date as determined in accordance with the Conditions]."

- (d) adding paragraph 29(xi) (*Multi-Value Coupon*) to the Contractual Terms on page 599 of the Original Base Prospectus:

"(ix) Multi-Coupon Value: [Applicable]/[Not Applicable]. (*If Not Applicable, delete the remaining subparagraphs of this paragraph*)

(a) Multi-Coupon Value Barrier Level: [In respect of [each/the] Underlying Asset and each Coupon Observation Date,] [●] (*specify amount*) [, being] [[●] per cent. of the Asset Initial Price] [of such Underlying Asset] [In respect of a Coupon Observation Date and an Underlying Asset, the amount set forth for the Underlying Asset in the Contingent Coupon Table in the column entitled "Multi-Coupon Value Barrier Level" in the row corresponding to the Coupon Observation Date].

(b) Multi-Coupon Value 1: [In respect of each Coupon Observation Date] [●] (*specify amount*) [In respect of a Coupon Observation Date, the amount set forth in the Contingent Coupon Table in the column entitled "Multi-Coupon Value 1" in the row corresponding to such Coupon Observation Date].

(c) Multi-Coupon Value 2: [In respect of each Coupon Observation Date] [●] (*specify amount*) [In respect of a Coupon Observation Date, the amount set forth in the Contingent Coupon Table in the column entitled "Multi-Coupon Value 2" in the row corresponding to such Coupon Observation Date]."

- (e) deleting the Contingent Coupon Table of the Contractual Terms on page 599 of the Original Base Prospectus in its entirety and replacing it with the following:

[Delete table or columns if not required]

Contingent Coupon Table

[Coupon Observation Date]	[Coupon Payment Date]	[Coupon Payment Event]	[Coupon Observation Period Start Date]	[Coupon Observation Period End Date]	[Coupon Barrier Level]	[Coupon Barrier Level [1]]	[Coupon Barrier Level [2]]	[Coupon Value] [Multi-Coupon Value 1]	[Multi-Coupon Value 2]	[Multi-Coupon Value Barrier]	[Adjusted as a Coupon Payment Date]

										Level]	
[The [Valuation Date / Pricing Date] scheduled to fall on [●] (Specify applicable date) (repeat as required)]	(Specify applicable date) [The Maturity Date] (repeat as required)	Coupon Barrier Reference Value [greater than] [or equal to] the Coupon Barrier Level] / [Coupon Barrier Reference Value less than [or equal to] Coupon Barrier Level 1 and greater than [or equal to] Coupon Barrier Level 2] is applicable (repeat as required)	The [Valuation Date / Pricing Date] scheduled to fall on] [●] (repeat as required)	The [Valuation Date / Pricing Date] scheduled to fall on] [●] (repeat as required)	[In respect of [●],] [Specify amount] [or] [[●] per cent. of the Asset Initial Price] (repeat as required)	[In respect of [●],] [Specify amount] [or] [[●] per cent. of the Asset Initial Price] (repeat as required)	[In respect of [●],] [Specify amount] [or] [[●] per cent. of the Asset Initial Price] (repeat as required)	[●] (repeat as required)	[●] (repeat as required)	[In respect of [●],] [Specify amount] [or] [[●] per cent. of the Asset Initial Price] (repeat as required)	[Applicable] [Not Applicable]

3. **Amendments to the section entitled "Form of Final Terms (Notes)"**

The information in the section entitled "Form of Final Terms (Notes)" is amended and supplemented by:

- (a) deleting paragraph 30(iii) (*Coupon Payment Event*) of the Contractual Terms on page 688 of the Original Base Prospectus in its entirety and replacing it with the following:

"(iii) **Coupon Payment Event:**

Applicable, for the purposes of the definition of "Coupon Payment Event" in the Coupon Payout Conditions, [Coupon Barrier Reference Value [greater than] [less than] [or equal to] the Coupon Barrier Level] [Coupon Barrier Reference Value less than [or equal to] Coupon Barrier Level 1 and greater than [or equal to] Coupon Barrier Level 2] is applicable in respect of each Coupon Observation Date] [in respect of a Coupon Observation Date, the Coupon Payment Event applicable to such Coupon Observation Date is set forth in the Contingent Coupon Table in the column entitled "Coupon Payment Event" in the row corresponding to the Coupon Observation Date].

[Coupon Payment Event (Inverse) is applicable.]"

- (b) deleting paragraph 30(ix) (*Coupon Value*) of the Contractual Terms on page 690 of the Original Base Prospectus in its entirety and replacing it with the following:

"(ix) Coupon Value: [In respect of each Coupon Observation Date] [●] (*specify amount*) [In respect of a Coupon Observation Date, the amount set forth in the Contingent Coupon Table in the column entitled "Coupon Value" in the row corresponding to such Coupon Observation Date] [In respect of a Coupon Observation Date, either the Multi-Coupon Value 1 or Multi-Coupon Value 2 corresponding to such Coupon Observation Date as determined in accordance with the Conditions]."

(c) adding paragraph 30(xi) (*Multi-Value Coupon*) to the Contractual Terms on page 691 of the Original Base Prospectus:

"(ix) Multi-Coupon Value: [Applicable]/[Not Applicable]. (*If Not Applicable, delete the remaining subparagraphs of this paragraph*)

(a) Multi-Coupon Value Barrier Level: [In respect of [each/the] Underlying Asset and each Coupon Observation Date,] [●] (*specify amount*) [, being] [[●] per cent. of the Asset Initial Price] [of such Underlying Asset] [In respect of a Coupon Observation Date and an Underlying Asset, the amount set forth for the Underlying Asset in the Contingent Coupon Table in the column entitled "Multi-Coupon Value Barrier Level" in the row corresponding to the Coupon Observation Date].

(b) Multi-Coupon Value 1: [In respect of each Coupon Observation Date] [●] (*specify amount*) [In respect of a Coupon Observation Date, the amount set forth in the Contingent Coupon Table in the column entitled "Multi-Coupon Value 1" in the row corresponding to such Coupon Observation Date].

(c) Multi-Coupon Value 2: [In respect of each Coupon Observation Date] [●] (*specify amount*) [In respect of a Coupon Observation Date, the amount set forth in the Contingent Coupon Table in the column entitled "Multi-Coupon Value 2" in the row corresponding to such Coupon Observation Date]."

(d) deleting the Contingent Coupon Table of the Contractual Terms on page 691 of the Original Base Prospectus in its entirety and replacing it with the following:

[Delete table or columns if not required]

Contingent Coupon Table

[Coupon Observation Date]	[Coupon Payment Date]	[Coupon Payment Event]	[Coupon Observation Period Start Date]	[Coupon Observation Period End Date]	[Coupon Barrier Level]	[Coupon Barrier Level [1]]	[Coupon Barrier Level [2]]	[Coupon Value] [Multi-Coupon Value 1]	[Multi-Coupon Value 2]	[Multi-Coupon Value Barrier Level]	[Adjusted as a Coupon Payment Date]
[The [Valuation Date / Pricing Date] scheduled to fall on [●] (Specify applicable date) (repeat as required)]	(Specify applicable date) [The Maturity Date] (repeat as required)	Coupon Barrier Reference Value [greater than] [or equal to] the Coupon Barrier Level / [Coupon Barrier Reference Value less than [or equal to] Coupon Barrier Level 1 and greater than [or equal to] Coupon Barrier Level 2] is applicable (repeat as required)	The [Valuation Date / Pricing Date] scheduled to fall on [●] (repeat as required)	The [Valuation Date / Pricing Date] scheduled to fall on [●] (repeat as required)	[In respect of [●],] [Specify amount] [or] [[●] per cent. of the Asset Initial Price] (repeat as required)	[In respect of [●],] [Specify amount] [or] [[●] per cent. of the Asset Initial Price] (repeat as required)	[In respect of [●],] [Specify amount] [or] [[●] per cent. of the Asset Initial Price] (repeat as required)	[●] (repeat as required)	[●] (repeat as required)	[In respect of [●],] [Specify amount] [or] [[●] per cent. of the Asset Initial Price] (repeat as required)	[Applicable] [Not Applicable]

Applicable Final Terms

The amendments included in this Prospectus Supplement shall only apply to Final Terms, the date of which falls on or after the approval of this Prospectus Supplement.

Responsibility

Each of GSI, GSW, GSFCI and GSG accepts responsibility for the information given in this Prospectus Supplement and confirms that, having taken all reasonable care to ensure that such is the case, the information contained in this Prospectus Supplement is, to the best of their knowledge, in accordance with the facts and does not omit anything likely to affect its import.

Interpretation

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

References to the Base Prospectus shall hereafter mean the Base Prospectus as supplemented by this Prospectus Supplement.

U.S. notice

This Prospectus Supplement is not for use in, and may not be delivered to or inside, the United States.

The date of this Prospectus Supplement is 19 September 2019

351189795/Ashurst(TEDMON/MSAIB/AAKERE)/RT
355399961/Ashurst(CZT/STEPNG)/EK/SK)