

GOLDMAN SACHS GROUP INC
Form 424B2
January 07, 2019
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Filed Pursuant to Rule 424(b)(2)
Registration Statement No. 333-219206

GS Finance Corp.

\$839,000

Leveraged Buffered Russell 2000[®] Index-Linked Notes due 2022

guaranteed by

The Goldman Sachs Group, Inc.

The notes do not bear interest. The amount that you will be paid on your notes on the stated maturity date (January 10, 2022) is based on the performance of the Russell 2000[®] Index as measured from the trade date (January 3, 2019) to and including the determination date (January 3, 2022).

If the final index level on the determination date is greater than the initial index level of 1,330.831, the return on your notes will be positive and will equal 2 *times* the index return, subject to the maximum settlement amount of \$1,335 for each \$1,000 face amount of your notes. If the final index level declines by up to 20% from the initial index level, you will receive the face amount of your notes.

If the final index level declines by more than 20% from the initial index level, the return on your notes will be negative and you will lose 1.25% of the face amount of your notes for every 1% that the final index level has declined below 80% of the initial index level. See page PS-5. **You could lose a significant portion of the face amount of your notes.**

To determine your payment at maturity, we will calculate the index return, which is the percentage increase or decrease in the final index level from the initial index level. At maturity, for each \$1,000 face amount of your notes, you will receive an amount in cash equal to:

if the index return is *positive* (the final index level is *greater than* the initial index level), the *sum* of (i) \$1,000 *plus* (ii) the *product* of (a) \$1,000 *times* (b) 2 *times* (c) the index return, subject to the maximum settlement amount;

if the index return is zero or negative but not below -20% (the final index level is equal to the initial index level or is less than the initial index level, but not by more than 20%), \$1,000; or

if the index return is negative and is below -20% (the final index level is less than the initial index level by more than 20%), the sum of (i) \$1,000 plus (ii) the product of (a) the buffer rate of 125% (see page PS-2) times (b) the sum of the index return plus 20% times (c) \$1,000. **You will receive less than the face amount of your notes.**

You should read the disclosure herein to better understand the terms and risks of your investment, including the credit risk of GS Finance Corp. and The Goldman Sachs Group, Inc. See page PS-11.

The estimated value of your notes at the time the terms of your notes are set on the trade date is equal to approximately p" style="border: solid black; border-top-width: 0; border-left-width: 1; border-right-width: 1; border-bottom-width: 1">1. **Title of Security**

(Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)3. Transaction Code

(Instr. 8)4. Securities Acquired (A) or Disposed of (D)

(Instr. 3, 4 and 5)5. Amount of Securities Beneficially Owned Following Reported Transaction(s)

(Instr. 3 and 4)6. Ownership Form: Direct (D) or Indirect (I)

(Instr. 4)7. Nature of Indirect Beneficial Ownership

(Instr. 4)CodeVAmount(A) or (D)Price Common Stock06/05/2013⁽¹⁾06/05/2013M 10,000 A \$ 12.99 53,740 I Shares held by Bienaime Family Trust ⁽²⁾ Common Stock06/05/2013⁽¹⁾06/05/2013M 5,000 D \$ 58.6812 ⁽³⁾ 48,740 I Shares held by Bienaime Family Trust ⁽²⁾ Common Stock06/05/2013⁽¹⁾06/05/2013M 5,000 D \$ 60 ⁽⁴⁾ 43,740 I Shares held by Bienaime Family Trust ⁽²⁾ Common Stock 10,000 I Held in irrevocable trust for Guillaume Bienaime ⁽⁵⁾ Common Stock 10,000 I Held in irrevocable trust for Pierre Bienaime ⁽⁵⁾ Common Stock 10,000 I Held in irrevocable trust for Paul Bienaime ⁽⁵⁾ Common Stock 10,000 I Held in irrevocable trust for Marc Bienaime ⁽⁵⁾ Common Stock 20,000 I Held in irrevocable trust for Aurelie Mitsuki Bienaime and Anais Kimiko ⁽⁵⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
Stock Option (right to buy)	\$ 12.99	06/05/2013	06/05/2013	M	10,000	11/11/2006 ⁽⁶⁾ 05/10/2016	Common Stock 10,000

Common
Stock)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BIENAIME JEAN JACQUES C/O BIOMARIN PHARMACEUTICAL INC. 105 DIGITAL DRIVE NOVATO, CA 94949	X		Chief Executive Officer	

Signatures

/s/ Laura Randall Woodhead,
Attorney-in-Fact

06/07/2013

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Transaction made pursuant to 10b5-1 trading plan executed on February 26, 2013
- (2) The reporting person and his spouse act as trustees for the Bienaime Family Trust.
The price in column 4 is a weighted average price. The price actually received ranged from \$57.94 to \$59.98. The reporting person will
- (3) provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- (4) All shares sold at the same price
- (5) The reporting person's spouse is trustee of each child's trust.
- (6) Original option grant vests 6/48th on November 11, 2006 and 1/48th on the 11th day of every month thereafter.
- (7) Reflects number of stock options outstanding after the transaction from this specific stock option grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.