

GOLDMAN SACHS GROUP INC  
Form 424B2  
October 05, 2018  
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Filed pursuant to Rule 424(b)(2)

Registration Statement No. 333-219206

## GS Finance Corp.

\$3,050,000

Trigger Autocallable Contingent Yield Notes due 2028

guaranteed by

## The Goldman Sachs Group, Inc.

**The notes do not pay a fixed coupon and may pay no coupon on a payment date.** The amount that you will be paid on your notes is based on the performance of the MSCI EAFE Index and the Russell 2000® Index. The notes will mature on the stated maturity date (October 6, 2028) unless they are automatically called on any determination date commencing in October 2019. Your notes will be called if the closing level of each index on any determination date commencing in October 2019 is *greater than or equal to* its initial index level set on October 3, 2018 (1,957.33 with respect to the MSCI EAFE Index and 1,671.294 with respect to the Russell 2000® Index), resulting in a payment on the applicable payment date (the dates specified on page S-7) equal to the face amount of your notes *plus* the contingent coupon (described below) then due. The notes will not be called if the closing level of at least one index is less than its respective initial index level on a determination date.

On each determination date (the dates in January, April, July and October specified on page S-7), unless previously called, if the closing level of each index is *greater than or equal to* 70% of its initial index level, you will receive on the applicable payment date a contingent coupon of \$0.16875 for each \$10 face amount of your notes. **If the closing level of at least one index on any determination date is less than 70% of its initial index level, you will not receive a contingent coupon payment on the applicable payment date.**

Unless previously redeemed, the amount that you will be paid on your notes at maturity, in addition to the final contingent coupon, if any, is based on the performance of the lesser performing index (the index with the lowest index return). The index return for each index is the percentage increase or decrease in the final index level of such index on the final determination date from its initial index level.

At maturity, for each \$10 face amount of your notes outstanding, you will receive an amount in cash equal to:

- if the final index level of each index is *greater than* or *equal to* 70% of its initial index level, \$10 *plus* the final contingent coupon;
- if the final index level of each index is *greater than* or *equal to* 50% of its initial index level but the final index level of at least one index is *less than* 70% of its initial index level, \$10. **You will not receive a final contingent coupon;** or
- if the final index level of at least one index is *less than* 50% of its initial index level, the *sum* of (i) \$10 *plus* (ii) the *product* of (a) the lesser performing index return *times* (b) \$10. **You will receive less than 50% of the face amount of your notes and you will not receive a final contingent coupon.**

The maximum return on your notes is 1.6875% quarterly (or 6.75% per annum, assuming that you received all four contingent coupon payments in a year), regardless of how much any index appreciates.

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 S-15.**

*The estimated value of your notes at the time the terms of your notes are set on the trade date is equal to approximately \$9.56 per \$10 face amount. For a discussion of the estimated value and the price at which Goldman Sachs & Co. LLC would initially buy or sell your notes, if it makes a market in the notes, see the following page.*

<b>Original issue date:</b>	October 5, 2018	<b>Original issue price:</b>	100% of the face amount
<b>Underwriting discount:</b>	3.95% of the face amount*	<b>Net proceeds to the issuer:</b>	96.05% of the face amount

\*UBS Financial Services Inc., the selling agent, will receive a selling concession not in excess of 3.5% of the face amount.

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. The notes 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**

**UBS Financial Services Inc.  
Selling Agent**



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The issue price, underwriting discount and net proceeds listed above relate to the notes we sell initially. We may decide to sell additional notes 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 notes will depend in part on the issue price you pay for such notes.

GS Finance Corp. may use this prospectus in the initial sale of the notes. 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 note 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 Notes**

*The estimated value of your notes at the time the terms of your notes are set on the trade 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 \$9.56 per \$10 face amount, which is less than the original issue price. The value of your notes 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 notes (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 notes at the time of pricing, plus an additional amount (initially equal to \$0.39 per \$10 face amount).*

*Prior to October 3, 2019, the price (not including GS&Co. s customary bid and ask spreads) at which GS&Co. would buy or sell your notes (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 notes (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 over the period from the time of pricing through October 2, 2019). On and after October 3, 2019, the price (not including GS&Co. s customary bid and ask spreads) at which GS&Co. would buy or sell your notes (if it makes a market) will equal approximately the then-current estimated value of your notes determined by reference to such pricing models.*

**About Your Prospectus**

The notes 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 document 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 notes.

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<b>Issuer:</b>	GS Finance Corp.
<b>Guarantor:</b>	The Goldman Sachs Group, Inc.
<b>Index/Initial index level:</b>	MSCI EAFE Index / 1,957.33 (the closing level of such index on the trade date)
<b>Index/Initial index level:</b>	Russell 2000® Index / 1,671.294 (the closing level of such index on the trade date)
<b>Trade date:</b>	October 3, 2018
<b>Original issue date:</b>	October 5, 2018
<b>Stated maturity date:</b>	unless the notes are automatically called, <b>October 6, 2028</b>
<b>Autocall feature:</b>	if, as measured on any call observation date, the closing level of <u>each</u> index is <i>greater than or equal to</i> its initial index level, your notes will be automatically called; if your notes are automatically called on any call observation date, on the corresponding call payment date, in addition to the contingent coupon then due, you will receive an amount in cash equal to \$10 for each \$10 face amount of your notes, and no further payments will be made since your notes will no longer be outstanding. If the closing level of <u>at least one</u> index is below its initial index level on a call observation date, the notes cannot be called.
<b>Cash settlement amount:</b>	<ul style="list-style-type: none"> <li>• if the final index level of <u>each</u> index is <i>greater than or equal to</i> its coupon barrier, \$10 <i>plus</i> the final contingent coupon;</li> <li>• if the final index level of <u>each</u> index is <i>greater than or equal to</i> its downside threshold but the final index level of <u>at least one</u> index is <i>less than</i> its coupon barrier, \$10; or</li> <li>• if the final index level of <u>at least one</u> index is <i>less than</i> its downside threshold, the <i>sum</i> of (i) \$10 <i>plus</i> (ii) the <i>product</i> of (a) the lesser performing index return <i>times</i> (b) \$10.</li> </ul>
<b>Determination date:</b>	October 3, 2028
<b>Contingent coupon:</b>	\$0.16875 / quarter (6.75% p.a.)
<b>Downside threshold:</b>	978.665 with respect to the MSCI EAFE Index and 835.647 with respect to the Russell 2000® Index (in each case, 50.00% of such index's initial index level (rounded to the nearest one-thousandth))
<b>Coupon barrier:</b>	1,370.131 with respect to the MSCI EAFE Index and 1,169.906 with respect to the Russell 2000® Index (in each case, 70.00% of such index's initial index level (rounded to the nearest one-thousandth))
<b>Final index level:</b>	with respect to each index, the closing level of such index on the determination date, except in the limited circumstances described under Specific Terms of Your Notes Consequences of a Market Disruption Event or a Non-Trading Day on page S-33
<b>Closing level:</b>	with respect to each index on any trading day, the closing level of such index, as further described under Specific Terms of Your Notes Special Calculation Provisions Closing Level on page S-35

<b>Index return:</b>	with respect to each index on the determination date, the <i>quotient</i> of (i) the final index level <i>minus</i> the initial index level <i>divided by</i> (ii) the initial index level, expressed as a positive or negative percentage
<b>Lesser performing index:</b>	the index with the lowest index return
<b>Lesser performing index return:</b>	the index return of the lesser performing index
<b>Face amount:</b>	\$10 per note
<b>Minimum purchase amount:</b>	in connection with the initial offering of the notes, the minimum face amount of notes that may be purchased by any investor is \$1,000
<b>Call observation dates:</b>	each coupon determination date specified in the table below commencing October 3, 2019, to the extent the notes are then outstanding, subject to adjustment as described under <i>Specific Terms of Your Notes Call Observation Dates</i> on page S-32. Although the call observation dates occur quarterly after October 3, 2019, there may not be an equal number of days between call observation dates.
<b>Call payment dates:</b>	the coupon payment date immediately after the applicable call observation date, subject to adjustment as described under <i>Specific Terms of Your Notes Call Payment Dates</i> on page S-32
<b>Original issue price:</b>	100% of the face amount
<b>CUSIP / ISIN:</b>	36256M247 / US36256M2474
<b>No listing:</b>	the offered notes will not be listed or displayed on any securities exchange or interdealer market quotation system

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Coupon Determination Dates*	Coupon Payment Dates**
January 3, 2019	January 7, 2019
April 3, 2019	April 5, 2019
July 3, 2019	July 8, 2019
October 3, 2019	October 7, 2019
January 3, 2020	January 7, 2020
April 3, 2020	April 7, 2020
July 6, 2020	July 8, 2020
October 5, 2020	October 7, 2020
January 4, 2021	January 6, 2021
April 5, 2021	April 7, 2021
July 6, 2021	July 8, 2021
October 4, 2021	October 6, 2021
January 3, 2022	January 5, 2022
April 4, 2022	April 6, 2022
July 5, 2022	July 7, 2022
October 3, 2022	October 5, 2022
January 3, 2023	January 5, 2023
April 3, 2023	April 5, 2023
July 3, 2023	July 6, 2023
October 3, 2023	October 5, 2023
January 3, 2024	January 5, 2024
April 3, 2024	April 5, 2024
July 3, 2024	July 8, 2024
October 3, 2024	October 7, 2024
January 3, 2025	January 7, 2025
April 3, 2025	April 7, 2025
July 3, 2025	July 8, 2025
October 3, 2025	October 7, 2025
January 5, 2026	January 7, 2026
April 6, 2026	April 8, 2026
July 6, 2026	July 8, 2026
October 5, 2026	October 7, 2026
January 4, 2027	January 6, 2027
April 5, 2027	April 7, 2027
July 6, 2027	July 8, 2027
October 4, 2027	October 6, 2027
January 3, 2028	January 5, 2028
April 3, 2028	April 5, 2028
July 3, 2028	July 6, 2028
October 3, 2028	October 6, 2028

\*Subject to adjustment as described under Specific Terms of Your Notes Coupon Determination Dates on page S-31 of this prospectus supplement



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\*\*Subject to adjustment as described under Specific Terms of Your Notes Contingent Coupon and Coupon Payment Dates on page S-31 of this prospectus supplement

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

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**SUMMARY INFORMATION**

*We refer to the notes we are offering by this prospectus supplement as the offered notes or the notes. Each of the offered notes has the terms described below and under Specific Terms of Your Notes on page S-28. 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.*

**Key Terms**

**Issuer:** GS Finance Corp.

**Guarantor:** The Goldman Sachs Group, Inc.

**Underlying indices:** the MSCI EAFE Index (Bloomberg symbol, MXEA Index), as maintained by MSCI Inc., and the Russell 2000® Index (Bloomberg symbol, RTY Index), as published by FTSE Russell; see The Underlying Indices on page S-39.

**Specified currency:** U.S. dollars ( \$ )

**Face amount:** each note will have a face amount equal to \$10; \$3,050,000 in the aggregate for all the offered notes; the aggregate face amount of the offered notes may be increased if the issuer, at its sole option, decides to sell an additional amount of the offered notes on a date subsequent to the date of this prospectus supplement

**Denominations:** \$10 and integral multiples of \$10 in excess thereof

**Minimum purchase amount:** In connection with the initial offering of the notes, the minimum face amount of notes that may be purchased by any investor is \$1,000

**Supplemental plan of distribution:** GS Finance Corp. has agreed to sell to Goldman Sachs & Co. LLC ( GS&Co. ), and GS&Co. has agreed to purchase from GS Finance Corp., the aggregate face amount of the offered notes specified on the front cover of this prospectus supplement. GS&Co. proposes initially to offer the notes to the public at the original issue price set forth on the cover page of this prospectus supplement, and to UBS Financial Services Inc. at such price less a concession not in excess of 3.5% of the face amount. See Supplemental Plan of Distribution on page S-62

**Purchase at amount other than face amount:** the amount we will pay you for your notes on a call payment date or the stated maturity date, as the case may be, will not be adjusted based on the issue price you pay for your notes, so if you acquire notes at a premium (or discount) to face amount and hold them to a call payment date or the stated maturity date, it could affect your investment in a number of ways. The return on your investment in such notes will be lower (or higher) than it would have been had you purchased the notes at face amount. See Additional Risk Factors Specific to Your Notes If You Purchase Your Notes at a Premium to Face Amount, the Return on Your Investment Will Be Lower Than the Return on Notes Purchased at Face Amount and the Impact of Certain Key Terms of the Notes Will Be Negatively Affected on page S-20 of this prospectus supplement

**Supplemental discussion of U.S. federal income tax consequences:** you will be obligated pursuant to the terms of the notes in the absence of a change in law, an administrative determination or a judicial ruling to the contrary to characterize each note for all tax purposes as an income-bearing pre-paid derivative contract in respect of the underlying indices, as described under Supplemental Discussion of Federal Income Tax Consequences herein. Pursuant to this approach, it is the opinion of Sidley Austin LLP that it is likely that any contingent coupon payment will be taxed as ordinary income in accordance with your regular method of accounting for U.S. federal income tax purposes. If you are a United States alien holder of the notes, we intend to withhold on contingent coupon payments made to you at a 30% rate or at a lower

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rate specified by an applicable income tax treaty. In addition, upon the sale, exchange, redemption or maturity of your notes, it would be reasonable for you to recognize capital gain or loss equal to the difference, if any, between the amount of cash you receive at such time (excluding amounts attributable to any contingent coupon payment) and your tax basis in your notes.

**Cash settlement amount (on any call payment date):** if your notes are automatically called on a call observation date because the closing level of each underlying index is greater than or equal to its initial underlying index level, for each \$10 face amount of your notes, on the related call payment date, we will pay you an amount in cash equal to the *sum* of (i) \$10 *plus* (ii) the contingent coupon then due

**Autocall feature:** if, as measured on any call observation date, the closing level of each underlying index is *greater than or equal to* its initial underlying index level, your notes will be automatically called; if your notes are automatically called on any call observation date, on the corresponding call payment date, in addition to the contingent coupon then due, you will receive an amount in cash equal to \$10 for each \$10 face amount of your notes, and no further payments will be made since your notes will no longer be outstanding. If the closing level of at least one underlying index is below its initial underlying index level on a call observation date, the notes cannot be called.

**Cash settlement amount (on the stated maturity date):** if your notes are not automatically called, for each \$10 face amount of your notes, we will pay you on the stated maturity date an amount in cash equal to:

- if the final underlying index level of each underlying index is *greater than or equal to* its coupon barrier, \$10 *plus* the final contingent coupon;
- if the final underlying index level of each underlying index is *greater than or equal to* its downside threshold but the final underlying index level of at least one underlying index is *less than* its coupon barrier, \$10; or
- if the final underlying index level of at least one underlying index is *less than* its downside threshold, the *sum* of (i) \$10 *plus* (ii) the *product* of (a) the lesser performing underlying index return *times* (b) \$10.

**Downside threshold:** 978.665 with respect to the MSCI EAFE Index and 835.647 with respect to the Russell 2000® Index (in each case, 50.00% of such underlying index's initial underlying index level (rounded to the nearest one-thousandth))

**Lesser performing underlying index return:** the underlying index return of the lesser performing underlying index

**Lesser performing underlying index:** the underlying index with the lowest underlying index return

**Contingent coupon:** subject to the autocall feature, on each coupon payment date, for each \$10 face amount of your notes, we will pay you an amount in cash equal to:

- if the closing level of each underlying index on the related coupon determination date is *greater than or equal to* its coupon barrier, \$0.16875 (i.e., equal to a return of 6.75% per annum); or
- if the closing level of at least one underlying index on the related coupon determination date is *less than* its coupon barrier, \$0.00

*No contingent coupon payment or return of principal is guaranteed. As discussed above, we will not pay a contingent coupon with respect to any coupon determination date on which the closing level of at least one underlying index is less than its respective coupon barrier. Also, although both the coupon determination dates and coupon payment dates occur quarterly, there may not be an equal number of days between coupon determination dates or between coupon payment dates, respectively. However, the way in which the contingent coupon is determined will not vary based on the actual number of days between coupon determination dates or between coupon payment dates.*

**Coupon barrier:** 1,370.131 with respect to the MSCI EAFE Index and 1,169.906 with respect to the Russell 2000® Index (in each case, 70.00% of such underlying index's initial underlying index level (rounded to the nearest one-thousandth))

**Initial underlying index level:** 1,957.33 with respect to the MSCI EAFE Index and 1,671.294 with respect to the Russell 2000® Index (in each case, the closing level of such underlying index on the trade date)

**Final underlying index level:** with respect to each underlying index, the closing level of such underlying index on the determination date, except in the limited circumstances described under Specific Terms of Your Notes Consequences of a Market Disruption Event or a Non-Trading Day on page S-33

**Closing level:** with respect to each underlying index on any trading day, the closing level of such underlying index, as further described under Specific Terms of Your Notes Special Calculation Provisions Closing Level on page S-35

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**Underlying index return:** with respect to each underlying index on the determination date, the *quotient* of (i) the final underlying index level *minus* the initial underlying index level *divided by* (ii) the initial underlying index level, expressed as a positive or negative percentage

**Defeasance:** not applicable

**No listing:** the offered notes will not be listed or displayed on any securities exchange or interdealer market quotation system

**Business day:** as described under Specific Terms of Your Notes Special Calculation Provisions Business Day on page S-35

**Trading day:** as described under Specific Terms of Your Notes Special Calculation Provisions Trading Day on page S-35

**Trade date:** October 3, 2018

**Original issue date (settlement date):** October 5, 2018

**Determination date:** October 3, 2028, subject to adjustment as described under Specific Terms of Your Notes Payment of Principal on Stated Maturity Date Determination Date on page S-30

**Stated maturity date:** October 6, 2028, subject to adjustment as described under Specific Terms of Your Notes Payment of Principal on Stated Maturity Date Stated Maturity Date on page S-30

**Call observation dates:** each coupon determination date specified in the table below commencing October 3, 2019, to the extent the notes are then outstanding, subject to adjustment as described under Specific Terms of Your Notes Call Observation Dates on page S-32. Although the call observation dates occur quarterly after October 3, 2019, there may not be an equal number of days between call observation dates.

**Call payment dates:** the coupon payment date immediately after the applicable call observation date, subject to adjustment as described under **Specific Terms of Your Notes Call Payment Dates** on page S-32

**Coupon determination dates:** the dates specified as such in the table under the section **Coupon payment dates** below, subject to adjustment as described under **Specific Terms of Your Notes Coupon Determination Dates** on page S-31. Although the coupon determination dates occur quarterly, there may not be an equal number of days between coupon determination dates.

**Coupon payment dates:** the dates specified in the table below, subject to adjustment as described under **Specific Terms of Your Notes Contingent Coupon and Coupon Payment Dates** on page S-31. Although the coupon payment dates occur quarterly, there may not be an equal number of days between coupon payment dates.

Coupon Determination Dates	Coupon Payment Dates
January 3, 2019	January 7, 2019
April 3, 2019	April 5, 2019
July 3, 2019	July 8, 2019
October 3, 2019	October 7, 2019
January 3, 2020	January 7, 2020
April 3, 2020	April 7, 2020
July 6, 2020	July 8, 2020
October 5, 2020	October 7, 2020
January 4, 2021	January 6, 2021
April 5, 2021	April 7, 2021
July 6, 2021	July 8, 2021
October 4, 2021	October 6, 2021
January 3, 2022	January 5, 2022
April 4, 2022	April 6, 2022
July 5, 2022	July 7, 2022
October 3, 2022	October 5, 2022
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July 3, 2025	July 8, 2025
October 3, 2025	October 7, 2025
January 5, 2026	January 7, 2026
April 6, 2026	April 8, 2026
July 6, 2026	July 8, 2026
October 5, 2026	October 7, 2026
January 4, 2027	January 6, 2027
April 5, 2027	April 7, 2027
July 6, 2027	July 8, 2027
October 4, 2027	October 6, 2027
January 3, 2028	January 5, 2028