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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(D)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported):  
May 9, 2016**

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**THE GOLDMAN SACHS GROUP, INC.**  
(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**No. 001-14965**  
(Commission  
File Number)

**No. 13-4019460**  
(IRS Employer  
Identification No.)

**200 West Street**  
**New York, New York**  
(Address of principal executive offices)

**10282**  
(Zip Code)

**Registrant's telephone number, including area code: (212) 902-1000**

**N/A**  
(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01 Other Events.**

On May 9, 2016, The Goldman Sachs Group, Inc. (the “Company”) announced the commencement of a tender offer to purchase for cash any and all outstanding \$2,250,000,000 aggregate principal amount of its 5.625% Subordinated Notes due 2017 (CUSIP No. 38141GEU4). A copy of the Company’s press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated into this Item 8.01 by reference.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

The following exhibit is filed as part of this Current Report:

99.1 Press Release of the Company issued May 9, 2016.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE GOLDMAN SACHS GROUP, INC.  
(Registrant)

Date: May 9, 2016

By /s/ Kenneth L. Josselyn  
Name: Kenneth L. Josselyn  
Title: Associate General Counsel and  
Assistant Secretary

The Goldman Sachs Group, Inc. | 200 West Street | New York, New York 10282

GOLDMAN SACHS ANNOUNCES  
TENDER OFFER FOR ANY AND ALL OF  
ITS 5.625% SUBORDINATED NOTES DUE 2017



NEW YORK, May 9, 2016 — The Goldman Sachs Group, Inc. (NYSE: GS) (the “Company”) today announced the commencement of a tender offer (the “Tender Offer”) to purchase for cash any and all of the outstanding \$2,250,000,000 aggregate principal amount of its 5.625% Subordinated Notes due 2017 (the “Notes”).

The Tender Offer is subject to the terms and conditions set forth in the related Offer to Purchase, dated May 9, 2016 (the “Offer to Purchase”), Letter of Transmittal and Notice of Guaranteed Delivery.

The key pricing details for the Tender Offer are as follows:

<u>CUSIP No.</u>	<u>Outstanding Principal Amount</u>	<u>Title of Notes</u>	<u>Purchase Price per \$1,000 Principal Amount*</u>
38141GEU4	\$2,250,000,000	5.625% Subordinated Notes due 2017	\$1,030.50

\* In addition to the Purchase Price, the Company will pay accrued and unpaid interest on the Notes accepted for purchase to but excluding the Settlement Date.

The Tender Offer is scheduled to expire at 5:00 p.m., New York City time, on Friday, May 13, 2016, unless extended or earlier terminated by The Goldman Sachs Group, Inc. (the “Expiration Time”). Tendered Notes may be withdrawn at any time at or prior to the Expiration Time. It is expected that payment for Notes tendered at or prior to the Expiration Time will be made on May 18, 2016 (the “Settlement Date”) and payment for Notes tendered using the guaranteed delivery procedures will be made promptly after the delivery of the accepted Notes, but no earlier than the Settlement Date.

The Tender Offer is conditioned upon the satisfaction of certain conditions described in the Offer to Purchase.

Copies of the Offer to Purchase, Letter of Transmittal and Notice of Guaranteed Delivery are available at the following web address: <http://www.gbsc-usa.com/gs/>.

The Goldman Sachs Group, Inc. has retained Goldman, Sachs & Co. to act as the dealer manager (the “Dealer Manager”) for the Tender Offer. Global Bondholder Services Corporation will act as the Information Agent and Depositary for the Tender Offer. Questions regarding the terms of

the Tender Offer should be directed to Goldman, Sachs & Co. at (800) 828-3182 (toll-free) or (212) 902-5183 (collect). Requests for documentation and any questions regarding procedures for tendering Notes should be directed to Global Bondholder Services Corporation at (866) 924-2200 (toll-free) or (212) 430-3774 (collect) or by e-mail at [contact@gbsc-usa.com](mailto:contact@gbsc-usa.com).

This announcement is for informational purposes only. This announcement is not an offer to purchase or a solicitation of an offer to sell the Notes. The Tender Offer is being made solely pursuant to the Offer to Purchase and related documents. The Tender Offer is not being made to holders of the Notes in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction. In any jurisdiction in which the securities laws or blue sky laws require the Tender Offer to be made by a licensed broker or dealer, the Tender Offer will be deemed to be made on behalf of The Goldman Sachs Group, Inc. by the Dealer Manager or one or more registered brokers or dealers that are licensed under the laws of such jurisdiction.

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Media Relations: Jake Siewert (212) 902-5400

Investor Relations: Dane E. Holmes (212) 902-0300

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**Dealer Manager**

Goldman, Sachs & Co.  
Liability Management Group  
200 West Street  
New York, NY 10282  
(212) 902-5183  
(800) 828-3182

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**Information Agent and Depositary**

Global Bondholder Services Corporation  
65 Broadway  
Suite 404  
New York, NY 10006  
(212) 430-3774  
(866) 470-3800

The Goldman Sachs Group, Inc. is a leading 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. Founded in 1869, the firm is headquartered in New York and maintains offices in all major financial centers around the world.