Execution Version

Final Terms dated March 29, 2012

GOLDMAN SACHS INTERNATIONAL

Programme for the issuance of Warrants, Notes and Certificates

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Issue of up to 5'000'000 Six-Year Quanto GBP Second Worse Of Autocallable Certificates on a Luxury Goods Basket, due June 4, 2018 (the "Certificates" or "Securities")

Guaranteed by The Goldman Sachs Group, Inc. ("GSG")

The Securities are not bank deposits and are not insured or guaranteed by the United States Federal Deposit Insurance Corporation, the Deposit Insurance Fund or any other governmental agency. The Securities are guaranteed by GSG pursuant to a guaranty (the "GSG Guaranty") and the GSG Guaranty will rank pari passu with all other unsecured and unsubordinated indebtedness of GSG.

INVESTING IN THE CERTIFICATES INVOLVES EXPOSURE TO A COMBINATION OF EMBEDDED OPTIONS AND PUTS YOUR CAPITAL AT RISK. YOU MAY LOSE SOME OF YOUR INVESTMENT.

DESCRIPTION OF THE MAIN FEATURES OF THE CERTIFICATES

The description below contains selective information about the certificates and the underlying assets and is an introduction to these final terms. Any decision to invest in the certificates should be based on a consideration of these final terms and the base prospectus (defined below) as a whole, including the documents incorporated by reference.

ISIN	GB00B72GHQ93	**Offer Period**	The period commencing on (and including) March 29, 2012 and ending on (and including) June 15, 2012
Common Code	057273372	**Issue Date**	June 12, 2012
Valoren	10474066	**Valuation Date**	In respect of each Underlying Asset, each date as set forth in the "Exercise and Valuation Date Table" on page 4 in the column entitled "Valuation Date"
Settlement Currency	GBP	**Final Valuation Date**	The Valuation Date scheduled to fall on May 25, 2018
Initial Valuation Date	May 25, 2012	**Automatic Early Exercise Date**	Each date as set forth in the "Exercise and Valuation Date Table" on page 4 in the column entitled "Automatic Early Exercise Date"
Issue Price	GBP 1.00 per Certificate	**Maturity Date**	If an Automatic Early Exercise Event does not occur, June 4, 2018
Number of Certificates	Up to 5'000'000	**Floor**	80 per cent. (expressed as 0.8)
Nominal	GBP 1.00 per Certificate	**Reference Price (Final)**	In respect of each Underlying Asset and the Final Valuation Date, the Reference Price of such Underlying Asset on the Final Valuation Date, as determined by the Calculation Agent
Reference Price	In respect of any relevant day and each Underlying Asset, the official closing price on the Exchange of such Underlying Asset on such day, as determined by the	**Exercise Value**	In respect of each Valuation Date (other than the Final Valuation Date), the percentage (expressed, for the purposes of calculation, as a decimal) as set forth in the "Exercise and Valuation Date

	Calculation Agent		Table" on page 4 in the column entitled "Exercise Value" in the row corresponding to the date (specified in the column entitled "Valuation Date") on which such Valuation Date (other than the Final Valuation Date) is scheduled to fall
Share Performance	In respect of each Underlying Asset and the Final Valuation Date, an amount determined by the Calculation Agent equal to the *quotient* of (i) the Reference Price (Final) of such Underlying Asset, *divided* by (ii) the Reference Price (Initial) of such Underlying Asset	**Share Performance Ranking**	In respect of an Underlying Asset and the Final Valuation Date, the unique ranking of such Underlying Asset assigned by the Calculation Agent amongst all the relevant Underlying Assets, where such ranking is assigned by reference to the Share Performance of each relevant Underlying Asset sequentially from the highest to the lowest, such that, for the avoidance of doubt, the Underlying Asset with the highest Share Performance shall have the highest ranking and the Underlying Asset with the lowest Share Performance shall have the lowest ranking, provided that, if two or more such Underlying Assets have the same Share Performance, as determined by the Calculation Agent (all such Underlying Assets, if any, being for the purposes of this definition only, "**Equal Performance Shares**", and each being an "**Equal Performance Share**") then: (i) an Underlying Asset, if any, with a higher Share Performance than any such Equal Performance Share shall have a higher Share Performance Ranking than any such Equal Performance Share; (ii) an Underlying Asset, if any, with a lower Share Performance than any such Equal Performance Share shall have a lower Share Performance Ranking than any such Equal Performance Share; and (iii) subject to paragraphs (i) and (ii) above, as amongst themselves, all such Equal Performance Shares shall be assigned such Share Performance Ranking as the Calculation Agent may determine in its sole and absolute discretion
Second Lowest Performance	The Share Performance of the Second Lowest Performing Share	**Second Lowest Performing Share**	In respect of the Final Valuation Date, the Underlying Asset with the second lowest Share Performance Ranking, as determined by the Calculation Agent.

Underlying Assets	ISIN	Bloomberg	Reuters	Exchange	Reference Price (Initial)*	Trigger Level
The shares of Burberry Group Plc (the	GB0031743007	BRBY LN Equity	BRBY.L	London Stock Exchange	The Reference Price on the Initial	100 per cent. of the Reference

"**Burberry Share**")					Valuation Date	Price (Initial)
The shares of Compagnie Financiere Richemont SA (the "**CFR Share**")	CH0045039655	CFR VX Equity	CFR.VX	SIX Swiss Exchange AG	The Reference Price on the Initial Valuation Date	100 per cent. of the Reference Price (Initial)
The shares of Estee Lauder Companies Inc. (the "**Estee Lauder Share**")	US5184391044	EL UN Equity	EL.N	New York Stock Exchange	The Reference Price on the Initial Valuation Date	100 per cent. of the Reference Price (Initial)
The shares of LVMH Moët Hennessy Louis Vuitton S.A. (the "**LVMH Share**")	FR0000121014	MC FP Equity	LVMH.PA	Euronext Paris	The Reference Price on the Initial Valuation Date	100 per cent. of the Reference Price (Initial)
The shares of Tiffany & Co. (the "**Tiffany Share**")	US8865471085	TIF UN Equity	TIF.N	New York Stock Exchange	The Reference Price on the Initial Valuation Date	100 per cent. of the Reference Price (Initial)

AUTOMATIC EARLY EXERCISE

If the Reference Price in respect of four or more Underlying Assets on a Valuation Date (other than the Final Valuation Date) is greater than or equal to its respective Trigger Level (such event, an "**Automatic Early Exercise Event**"), each Certificate will be automatically exercised on such Valuation Date and you will receive, for each Certificate, on the Automatic Early Exercise Date scheduled to fall immediately after such Valuation Date, an amount in the Settlement Currency equal to the *product* of (i) the Nominal, *multiplied* by (ii) the Exercise Value corresponding to such Valuation Date.

REDEMPTION ON MATURITY

Unless your Certificates are early exercised or otherwise redeemed early, are purchased and cancelled, or are adjusted, in each case in accordance with the Conditions, you will receive on the Maturity Date for each Certificate that you hold:

(i) if the Reference Price (Final) in respect of four or more Underlying Assets is equal to or greater than its respective Trigger Level, an amount in the Settlement Currency equal to the *product* of (a) Nominal, multiplied by (b) 1.48; or

(ii) if the Reference Price (Final) in respect of two or more Underlying Assets is less than its respective Trigger Level, an amount in the Settlement Currency equal to the product of (a) Nominal, *multiplied* by (b) the greater of (I) 0.8; and (II) the Second Lowest Performance. **THIS MEANS THAT YOU COULD LOSE SOME OF YOUR ORIGINAL INVESTED AMOUNT.**

*The Reference Price (Initial) in respect of each Underlying Asset will be determined by the Calculation Agent on or around the Initial Valuation Date (being May 25, 2012) and such Reference Price (Initial) will be made available on the website of the Issuer (www.gs.com) on or around the Issue Date (and for the avoidance of doubt, no supplement to these Final Terms or the Base Prospectus will be published in relation thereto).

No interest is payable under the Certificates.

A fee may be payable in respect of the transaction, details of which are available on request.

Exercise and Valuation Date Table		
Valuation Date	**Automatic Early Exercise Date**	**Exercise Value**
May 26, 2015	June 2, 2015	124%
November 25, 2015	December 2, 2015	128%
May 25, 2016	June 2, 2016	132%
November 25, 2016	December 2, 2016	136%
May 26, 2017	June 5, 2017	140%
November 27, 2017	December 4, 2017	144%
May 25, 2018	Not Applicable	Not Applicable

SCENARIO ANALYSIS

THE SCENARIOS AND FIGURES PRESENTED BELOW ARE FOR ILLUSTRATIVE PURPOSES ONLY. THE AUTOMATIC EARLY EXERCISE AMOUNT (IF APPLICABLE) AND THE SETTLEMENT AMOUNT IN RESPECT OF EACH CERTIFICATE WILL BE CALCULATED IN ACCORDANCE WITH THE TERMS OF THE CERTIFICATES AS SET OUT IN THE GENERAL INSTRUMENT CONDITIONS AND THESE FINAL TERMS.

The Nominal per Certificates is GBP 1.00, the Number of Certificates is up to 5'000'000 and the Issue Price per Certificate is GBP 1.00.

Scenario 1

The Reference Price in respect of four Underlying Assets for the Valuation Date scheduled to fall on May 26, 2015 is 100 per cent. or more of its respective Reference Price (Initial) and the Reference Price in respect of the remaining Underlying Asset for such Valuation Date is 99 per cent. of its respective Reference Price (Initial).

The Certificates will be exercised on such Valuation Date, and the Automatic Early Exercise Amount payable per Certificate on the Automatic Early Exercise Date immediately following such Valuation Date will be an amount equal to the *product* of (i) 1.24 (being the Exercise Value in respect of such Valuation Date), *multiplied* by (ii) the Nominal, i.e., GBP 1.24.

Scenario 2

The Reference Price in respect of two Underlying Assets for the Valuation Date scheduled to fall on May 26, 2015 is 99 per cent. of its Reference Price (Initial) and the Reference Price in respect of each other Underlying Asset for such Valuation Date is 100 per cent. or more of its respective Reference Price (Initial).

The Certificates will not be exercised on such Valuation Date, and no amount will be payable on the Automatic Early Exercise Date immediately following such Valuation Date.

Scenario 3

The Reference Price in respect of each Underlying Asset for the Valuation Date scheduled to fall on May 26, 2015 is less than 100 per cent. of its respective Reference Price (Initial).

The Certificates will not be exercised on such Valuation Date, and no amount will be payable on the Automatic Early Exercise Date immediately following such Valuation Date.

Scenario 4

The Reference Price in respect of four Underlying Assets for the Valuation Date scheduled to fall on November 25, 2015 is 100 per cent. or more of its respective Reference Price (Initial) and the Reference Price in respect of the remaining Underlying Asset for such Valuation Date is 99 per cent. of its respective Reference Price (Initial).

The Certificates will be exercised on such Valuation Date, and the Automatic Early Exercise Amount payable per Certificate on the Automatic Early Exercise Date immediately following such Valuation Date will be an amount equal to the *product* of (i) 1.28 (being the Exercise Value in respect of such Valuation Date), *multiplied* by (ii) the Nominal, i.e., GBP 1.28.

Scenario 5

The Reference Price in respect of two Underlying Assets for the Valuation Date scheduled to fall on November 25, 2015 is 99 per cent. of its Reference Price (Initial) and the Reference Price in respect of each other Underlying Asset for such Valuation Date is 100 per cent. or more of its respective Reference

Price (Initial).

The Certificates will not be exercised on such Valuation Date, and no amount will be payable on the Automatic Early Exercise Date immediately following such Valuation Date.

Scenario 6

The Reference Price in respect of each Underlying Asset for the Valuation Date scheduled to fall on November 25, 2015 is less than 100 per cent. of its respective Reference Price (Initial).

The Certificates will not be exercised on such Valuation Date, and no amount will be payable on the Automatic Early Exercise Date immediately following such Valuation Date.

Scenario 7

The Certificates have not been exercised on a Valuation Date (other than the Final Valuation Date), and the Reference Price (Final) in respect of four Underlying Assets is 100 per cent. or more of its respective Reference Price (Initial) and the Reference Price (Final) in respect of the remaining Underlying Asset is 99 per cent. of its respective Reference Price (Initial).

The Certificates will be redeemed on the Maturity Date, and the Settlement Amount payable per Certificate will be an amount equal to the *product* of (i) 1.48, *multiplied* by (ii) the Nominal, i.e., GBP 1.48.

Scenario 8

The Certificates have not been exercised on a Valuation Date (other than the Final Valuation Date), the Reference Price (Final) in respect of one Underlying Asset is 80 per cent. of its Reference Price (Initial), the Reference Price (Final in respect of another Underlying Asset is 90 per cent. of its Reference Price (Initial), and the Reference Price (Final) in respect of each other Underlying Asset is 100 per cent. or more of its respective Reference Price (Initial).

The Certificates will be redeemed on the Maturity Date and the Settlement Amount payable per Certificate will be an amount equal to the *product* of (i) 0.9, *multiplied* by (ii) the Nominal, i.e., GBP 0.90.

IN THIS SCENARIO AN INVESTOR WHO PURCHASED THE CERTIFICATES AT THE ISSUE PRICE WILL SUSTAIN A PARTIAL LOSS OF THE AMOUNT ORIGINALLY INVESTED IN THE CERTIFICATES.

Scenario 9

The Certificates have not been exercised on a Valuation Date (other than the Final Valuation Date), the Reference Price (Final) in respect of one Underlying Asset is 50 per cent. of its Reference Price (Initial), the Reference Price (Final in respect of another Underlying Asset is 60 per cent. of its Reference Price (Initial), and the Reference Price (Final) in respect of each other Underlying Asset is 100 per cent. or more of its respective Reference Price (Initial).

The Certificates will be redeemed on the Maturity Date and the Settlement Amount payable per Certificate will be an amount equal to the *product* of (i) 0.8, *multiplied* by (ii) the Nominal, i.e., GBP 0.80.

IN THIS SCENARIO AN INVESTOR WHO PURCHASED THE CERTIFICATES AT THE ISSUE PRICE WILL SUSTAIN A PARTIAL LOSS OF THE AMOUNT ORIGINALLY INVESTED IN THE CERTIFICATES.

Scenario 10

The Certificates have not been exercised on a Valuation Date (other than the Final Valuation Date) and the Reference Price (Final) in respect of each Underlying Asset is zero per cent. of its Reference Price (Initial).

The Certificates will be redeemed on the Maturity Date and the Settlement Amount payable per Certificate will be an amount equal to the *product* of (i) 0.8, *multiplied* by (ii) the Nominal, i.e., GBP 0.80.

IN THIS SCENARIO AN INVESTOR WHO PURCHASED THE CERTIFICATES AT THE ISSUE PRICE WILL SUSTAIN A PARTIAL LOSS OF THE AMOUNT ORIGINALLY INVESTED IN THE CERTIFICATES.

The Base Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that, except as provided in sub-paragraph (ii) below, any offer of Certificates in any Member State of the European Economic Area which has implemented the Directive 2003/71/EC (the "**Prospectus Directive**", and each, a "**Relevant Member State**") will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Certificates. Accordingly, any person making or intending to make an offer of the Certificates may only do so in:

(i) circumstances in which no obligation arises for the Issuer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer; or

(ii) the Public Offer Jurisdiction mentioned below, provided such person is one of the persons mentioned below and that such offer is made during the Offer Period specified for such purpose therein.

The Issuer has not authorised, nor does it authorise, the making of any offer of Certificates in any other circumstances.

CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the General Instrument Conditions set forth in the base prospectus dated July 15, 2011 (the "**Base Prospectus**") and the supplements to the Base Prospectus listed in the section entitled "Supplements to the Base Prospectus" below (and any further supplements up to, and including, June 12, 2012) which together constitute a base prospectus for the purposes of the Prospectus Directive. This document constitutes the Final Terms of the Certificates described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus as so supplemented. Full information on the Issuer, the Guarantor and the offer of the Certificates is only available on the basis of the combination of these Final Terms and the Base Prospectus as so supplemented. The Base Prospectus and the supplement(s) to the Base Prospectus are available for viewing at www.bourse.lu and during normal business hours at the registered office of the Issuer, and copies may be obtained from the specified office of the Programme Agent in Luxembourg.

1.	(i)	**Issuer:**	Goldman Sachs International.
	(ii)	**Guarantor:**	The Goldman Sachs Group, Inc.
2.	(i)	**ISIN:**	GB00B72GHQ93.
	(ii)	**Common Code:**	057273372.
	(iii)	**Valoren:**	10474066.
	(iv)	**Series Number:**	A13722.
	(v)	**Tranche Number:**	One.
	(vi)	**PIPG Tranche Number:**	18132.
3.	**Settlement Currency(ies):**		Pound Sterling ("**GBP**").
4.	**Aggregate number of Certificates:**		
	(i)	Series:	Up to 5'000'000.
	(ii)	Tranche:	Up to 5'000'000. The final aggregate number of Certificates to be issued under this Tranche will be determined by the Issuer on or around the Initial Valuation Date.

5.	**Issue Price:**	GBP 1.00 per Certificate.
6.	**Inducements, commissions and/or other fees:**	A selling commission of up to 5.5 per cent. (5.5%) of the Issue Price has been paid by the Issuer. Further details are available on request.
7.	**Issue Date:**	June 12, 2012.
8.	**Maturity Date:**	If an Automatic Early Exercise Event does not occur, the Maturity Date shall be June 4, 2018 (the "**Scheduled Maturity Date**"). The "**Strike Date**" is the Initial Valuation Date. For the purposes of the postponement referred to in paragraph (i) of the definition of "Maturity Date" in General Instrument Condition 2(a) (*Definitions*), the Relevant Determination Date is the Final Valuation Date.
9.	**Underlying Assets:**	The Shares (as defined in paragraph 34 below).

VALUATION PROVISIONS

10.	**Valuation Dates:**	In respect of each Underlying Asset, the Valuation Dates shall be each date as set forth in the "Exercise and Valuation Date Table" on page 4 in the column entitled "Valuation Date" (each, a "**Scheduled Valuation Date**"), provided that each such date shall be subject to adjustment in accordance with Share Linked Provision 1.6 (*Share Basket and Reference Dates – Common Scheduled Trading Days and Common Disrupted Day*). The Valuation Date scheduled to fall on May 25, 2018 shall be the "**Final Valuation Date**".
11.	**Initial Valuation Date:**	May 25, 2012.
12.	**Averaging Dates:**	Not Applicable.
13.	**Initial Averaging Date(s):**	Not Applicable.

INTEREST PROVISIONS

14.	**Interest Provisions:**	Not Applicable.

SETTLEMENT PROVISIONS

15.	**Settlement:**	Cash Settlement.
16.	**Call Option:**	Not Applicable.
17.	**Automatic Early Exercise:**	Yes – General Instrument Condition 15 is applicable in respect of each Valuation Date other than the Final Valuation Date.
	(i) Automatic Early Exercise Event:	The Reference Price in respect of four or more Shares in the Share Basket on a Valuation Date (other than the Final Valuation Date) is greater than or equal to its respective Trigger Level, as determined by the Calculation Agent.

Where:

"**Reference Price**" means, in respect of each Share in the Share Basket and any relevant day, the official closing price on the Exchange of such Share on such day, as determined by the Calculation Agent.

"**Reference Price (Initial)**" means, in respect of each Share in the Share Basket, the Reference Price of such Share on the Initial Valuation Date, as determined by the Calculation Agent on or around the Initial Valuation Date and the Reference Price (Initial) will be made available on the website of the Issuer (www.gs.com) on or around the Issue Date (and for the avoidance of doubt, no supplement to these Final Terms or the Base Prospectus will be published in relation thereto).

"**Trigger Level**" means, in respect of each Share in the Share Basket, an amount equal to 100 per cent. (100%) of the Reference Price (Initial) of such Share, as determined by the Calculation Agent.

(ii) Automatic Early Exercise Dates: Each date as set forth in the "Exercise and Valuation Date Table" on page 4 in the column entitled "Automatic Early Exercise Date".

(iii) Automatic Early Exercise Amount: In respect of each Certificate and the Automatic Early Exercise Date following the Valuation Date on which an Automatic Early Exercise Event first occurs, an amount in the Settlement Currency determined by the Calculation Agent to be equal to the *product* of (a) the Nominal, *multiplied* by (b) the Exercise Value corresponding to such Valuation Date.

Where:

"**Exercise Value**" means, in respect of each Valuation Date (other than the Final Valuation Date), the percentage (expressed, for the purposes of calculation, as a decimal) as set forth in the "Exercise and Valuation Date Table" on page 4 in the column entitled "Exercise Value" in the row corresponding to the date (specified in the column entitled "Valuation Date") on which such Valuation Date (other than the Final Valuation Date) is scheduled to fall.

"**Nominal**" or "**N**" means GBP 1.00.

18. **Settlement Amount:** Unless an Automatic Early Exercise Event has occurred on a Valuation Date (other than the Final Valuation Date), each Certificate shall be redeemed on the Maturity Date in accordance with paragraph (i) or (ii) below, as applicable:

(i) if the Reference Price (Final) in respect of four or more Shares in the Share Basket is equal to or greater than its respective Trigger Level (as determined by the Calculation Agent), the Settlement Amount payable in respect of each Certificate shall be an amount in the Settlement Currency determined by the Calculation Agent to be equal to the *product* of (a) the Nominal, *multiplied* by (b) 1.48; or

(ii) if the Reference Price (Final) in respect of each of two or more Shares in the Share Basket is less than its respective Trigger Level (as determined by the Calculation Agent), the Settlement Amount payable in respect of each Certificate shall be an amount in the Settlement Currency determined by the Calculation Agent in accordance with the following formula:

$$\mathrm{N} \times \mathit{Max}(\mathrm{F}; \mathrm{SLP})$$

If the circumstances in paragraph (ii) above occur, you may sustain a loss of some of the amounts invested in the Certificates.

Where:

"**Floor**" or "**F**" means 80 per cent. (expressed as 0.8).

"***Max***" followed by a series of amounts inside brackets, means whichever is the greater of the amounts separated by a semi-colon inside those brackets.

"**Reference Price (Final)**" means, in respect of each Share in the Share Basket and the Final Valuation Date, the Reference Price of such Share on the Final Valuation Date, as determined by the Calculation Agent.

"**Second Lowest Performing Share**" means, in respect of the Final Valuation Date, the Share with the second lowest Share Performance Ranking, as determined by the Calculation Agent.

"**Second Lowest Performance**" or "**SLP**" means the Share Performance of the Second Lowest Performing Share.

"**Share Performance**" means, in respect of each Share in the Share Basket, an amount determined by the Calculation Agent in accordance with the following formula:

$$\frac{\text{Reference Price (Final)}}{\text{Reference Price (Initial)}}$$

"**Share Performance Ranking**" means, in respect of a Share in the Share Basket and the Final Valuation Date, the unique ranking of such Share assigned by the Calculation Agent amongst all the relevant Shares, where such ranking is assigned by reference to the Share Performance of each relevant Share sequentially from the highest to the lowest, such that, for the avoidance of doubt, the Share with the highest Share Performance shall have the highest ranking and the Share with the lowest Share Performance shall have the lowest ranking, provided that, if two or more such Shares have the same Share Performance, as determined by the Calculation Agent (all such Shares, if any, being for the purposes of this definition only, "**Equal Performance Shares**", and each being an "**Equal Performance Share**") then:

(i) a Share, if any, with a higher Share Performance than any such Equal Performance Share shall have a higher Share Performance Ranking than any such Equal Performance Share;

(ii) a Share, if any, with a lower Share Performance than any such Equal Performance Share shall have a lower Share Performance Ranking than any such Equal Performance Share; and

(iii) subject to paragraphs (i) and (ii) above, as amongst themselves, all such Equal Performance Shares shall be assigned such Share Performance Ranking as the Calculation Agent may determine in its sole and absolute discretion.

19.	**Physical Settlement:**	Not Applicable.
20.	**Non-scheduled Early Repayment Amount:**	Adjusted to account fully for any reasonable expenses and costs of the Issuer and/or its affiliates, including those relating to the unwinding of any underlying and/or related hedging and funding arrangements, as determined by the Calculation Agent.

EXERCISE PROVISIONS

21.	**Exercise Style of Certificates:**	The Certificates are European Style Instruments. General Instrument Condition 7(b) is applicable.
22.	**Exercise Period:**	Not Applicable.
23.	**Specified Exercise Dates:**	Not Applicable.
24.	**Expiration Date:**	If: (i) an Automatic Early Exercise Event has occurred on a Valuation Date (other than the Final Valuation Date), such Valuation Date, as specified in General Instrument Condition 15 (*Automatic Early Exercise*); or (ii) an Automatic Early Exercise Event has not occurred on a Valuation Date (other than the Final Valuation Date), the Final Valuation Date, provided that the Expiration Date shall not be subject to the postponement to the next Business Day and the definition of "Expiration Date" in General Instrument Condition 2(a) (*Definitions*) shall be amended accordingly.
25.	**Automatic Exercise:**	Yes – General Instrument Condition 7(k) is applicable, save that General Instrument Condition 7(k)(ii) is not applicable.
26.	**Multiple Exercise:**	Not Applicable.
27.	**Minimum Exercise Number:**	Not Applicable.

28. **Permitted Multiple:** Not Applicable.

29. **Maximum Exercise Number:** Not Applicable.

30. **Strike Price:** Not Applicable.

31. **Yield or Share Certificates:** Not Applicable.

32. **Closing Value:** Not Applicable.

SHARE LINKED INSTRUMENT / INDEX LINKED INSTRUMENT / COMMODITY LINKED INSTRUMENT / FX LINKED INSTRUMENT / INFLATION LINKED INSTRUMENT / OTHER VARIABLE LINKED INSTRUMENT PROVISIONS

33. **Type of Certificates:** The Certificates are Share Linked Instruments – the Share Linked Provisions are applicable (as amended below).

34. **Share Linked Instruments:** Applicable.

(i) Single Share or Share Basket: Share Basket.

(ii) Name of Share(s): The shares of:

(i) Burberry Group Plc (*ISIN: GB0031743007; Bloomberg Ticker: BRBY LN Equity; Reuters Page: BRBY.L*) (the "**Burberry Share**");

(ii) Compagnie Financiere Richemont SA (*ISIN: CH0045039655; Bloomberg Ticker: CFR VX Equity; Reuters Page: CFR.VX*) (the "**CFR Share**");

(iii) Estee Lauder Companies Inc. (*ISIN: US5184391044; Bloomberg Ticker: EL UN Equity; Reuters Page: EL.N*) (the " **Estee Lauder Share**");

(iv) LVMH Moët Hennessy Louis Vuitton S.A. (*ISIN: FR0000121014; Bloomberg Ticker: MC FP Equity; Reuters Page: LVMH.PA*) (the "**LVMH Share**"); and

(v) Tiffany & Co. (*ISIN: US8865471085; Bloomberg Ticker: TIF UN Equity; Reuters Page: TIF.N*) (the "**Tiffany Share**"),

collectively the "**Shares**", and each a "**Share**". See also the Annex (*Information relating to the Underlying Assets*) hereto.

(iii) Exchange(s): In respect of:

(i) the Burberry Share, London Stock Exchange;

(ii) the CFR Share, SIX Swiss Exchange AG;

(iii) the Estee Lauder Share and the Tiffany Share; the New York Stock Exchange; and

(iv) the LVMH Share, Euronext Paris.

(iv) Related Exchange(s): In respect of each Share, All Exchanges.

(v) Options Exchange: In respect of each Share, Related Exchange.

(vi)	Valuation Time:	As specified in Share Linked Provision 8 (*Definitions*).
(vii)	Market Disruption Events:	As specified in Share Linked Provision 8 (*Definitions*).
(viii)	Single Share and Reference Dates – Consequences of Disrupted Days:	Not Applicable.
(ix)	Single Share and Averaging Reference Dates – Consequences of Disrupted Days:	Not Applicable.
(x)	Share Basket and Reference Dates – Basket Valuation (Individual Scheduled Trading Day and Individual Disrupted Day):	Not Applicable.
(xi)	Share Basket and Averaging Reference Dates – Basket Valuation (Individual Scheduled Trading Day and Individual Disrupted Day):	Not Applicable.
(xii)	Share Basket and Reference Dates – Basket Valuation (Common Scheduled Trading Day but Individual Disrupted Day):	Not Applicable.
(xiii)	Share Basket and Reference Dates – Basket Valuation (Common Scheduled Trading Day and Common Disrupted Day):	Applicable in respect of the Initial Valuation Date and each Valuation Date – as specified in Share Linked Provision 1.6 (*Share Basket and Reference Dates – Common Scheduled Trading Days and Common Disrupted Day*).
	(a) Maximum Days of Disruption:	In respect of each Share, as specified in Share Linked Provision 8 (*Definitions*).
	(b) No Adjustment:	Not Applicable.
(xiv)	Fallback Valuation Date:	Not Applicable.
(xv)	Observation Period:	Not Applicable.
(xvi)	Change in Law:	Applicable.
(xvii)	Extraordinary Event – Share Substitution:	Applicable.
(xviii)	Correction of Share Price:	Applicable.
(xix)	Correction Cut-off Date:	Applicable – in respect of (i) the Initial Valuation Date and each Valuation Date (other than the Final Valuation Date), the second Business Day prior to the Automatic Early Exercise Date immediately following the Initial Valuation Date or such Valuation Date, as is applicable, and (ii) the Final Valuation

		Date, the second Business Day prior to the Maturity Date.
	(xx) Depositary Receipts Provisions:	Not Applicable.
	(xxi) Dividend Amount Provisions:	Not Applicable.
35.	**Index Linked Instruments:**	Not Applicable.
36.	**Commodity Linked Instruments (Single Commodity or Commodity Basket):**	Not Applicable.
37.	**Commodity Linked Instruments (Commodity Index or Commodity Strategy):**	Not Applicable.
38.	**FX Linked Instruments:**	Not Applicable.
39.	**Inflation Linked Instruments:**	Not Applicable.
40.	**Other Variable Linked Instruments:**	Not Applicable.

GENERAL PROVISIONS APPLICABLE TO THE CERTIFICATES

41.	**FX Disruption Event/CNY FX Disruption Event:**	Not Applicable.
42.	**Additional Business Centre(s):**	TARGET (and, for the avoidance of doubt, London).
43.	**Form of Certificates:**	Euroclear/Clearstream Instruments.
44.	**Minimum Trading Number:**	One.
45.	**Permitted Trading Multiple:**	One.
46.	**Date approval for issuance of Instruments obtained:**	Not Applicable.
47.	**Other final terms:**	Not Applicable.

DISTRIBUTION

48.	**Method of distribution:**	Non-syndicated.
	(i) If syndicated, names and addresses of Managers and underwriting commitments:	Not Applicable.
	(ii) Date of Subscription Agreement:	Not Applicable.
	(iii) Stabilising Manager(s) (if any):	Not Applicable.
	(iv) If non-syndicated, name and address of Dealer:	Goldman Sachs International, of Peterborough Court, 133 Fleet Street, London EC4A 2BB, England.
49.	**Additional selling restrictions:**	Not Applicable.
50.	**Non-exempt Offer:**	An offer of the Certificates may be made by the managers other than pursuant to Article 3(2) of the Prospectus Directive in the United Kingdom ("**Public Offer Jurisdiction**") during

the period commencing on (and including) March 29, 2012 and ending on (and including) June 15, 2012 ("**Offer Period**"). See further paragraph entitled "Terms and Conditions of the Offer" below.

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue, and public offer in the Public Offer Jurisdiction, of the Certificates described herein pursuant to the Programme for the issuance of Warrants, Notes and Certificates of Goldman Sachs International, Goldman Sachs (Jersey) Limited, Goldman, Sachs & Co. Wertpapier GmbH and Goldman Sachs Bank (Europe) plc.

RESPONSIBILITY

The Issuer and the Guarantor accept responsibility for the information contained in these Final Terms. To the best of the knowledge and belief of the Issuer and the Guarantor (which have taken all reasonable care to ensure that such is the case) the information contained in the Base Prospectus, as completed and/or amended by these Final Terms in relation to the Series of Certificates referred to above, is true and accurate in all material respects and, in the context of the issue of this Series, there are no other material facts the omission of which would make any statement in such information misleading.

The information set out in the Annex (*Information relating to the Underlying Assets*) has been extracted from the sources specified therein. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from information published by such sources, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Information about the past and future performance of each Underlying Asset and its volatility can be obtained from the Reuters or Bloomberg pages (or their respective successors) as specified in the table relating to the Underlying Assets in the section entitled "Description of the Main Features of the Certificates" of this document. Past performance of each Underlying Asset is not an indication of the future performance of such Underlying Asset.

Neither the Issuer nor the Guarantor has independently verified any such information, and neither accepts any responsibility for errors or omissions contained in such information. For the avoidance of doubt, such information is not incorporated by reference in, and does not form part of, the Base Prospectus or these Final Terms. Prospective purchasers of the Certificates may acquire such further information as they deem necessary in relation to each Underlying Asset from such publicly available information as they deem appropriate. Investors should make their own investment, hedging and trading decisions (including decisions regarding the suitability of this investment), based upon their own judgement and upon advice from such advisers as such investors deem necessary and not upon any view expressed by the Issuer or the Guarantor.

In deciding whether or not to purchase the Certificates, investors should form their own view of the merits of the Certificates based upon their own investigations and not in reliance upon the above information.

A fee may be paid in respect of this transaction, details of which are available on request.

REPRESENTATION

Each Holder will be deemed to have agreed that it will not offer, sell or deliver the Certificates in any jurisdiction except under circumstances that will result in compliance with the applicable laws thereof, and that such Holder will take at its own expense whatever action is required to permit its purchase and resale of the Certificates. European Economic Area standard selling restrictions apply.

Signed on behalf of Goldman Sachs International:

By: ....

Duly authorised

23894691/Ashurst(SQC)/ML

OTHER INFORMATION

LISTING AND ADMISSION TO TRADING	Not Applicable

INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE OFFER

Save as discussed in the risk factor, "Risks associated with conflicts of interest between Goldman Sachs and purchasers of Securities" in the Base Prospectus, so far as the Issuer is aware, no person involved in the offer of the Certificates has an interest material to the offer.

REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

(i)	Reasons for the offer:	Not Applicable.
(ii)	Estimated net proceeds:	Not Applicable.
(iii)	Estimated total expenses:	Not Applicable.

PERFORMANCE OF SHARE/INDEX/COMMODITY/FX RATE/INFLATION INDEX/OTHER VARIABLE, AND OTHER INFORMATION CONCERNING THE UNDERLYING

Information about the past and further performance of the Underlying Assets can be obtained from Bloomberg® and Reuters.

The Issuer does not intend to provide post-issuance information, except if required by any applicable laws and regulations.

See also "Description of the Main Features of the Certificates" and "Scenario Analysis".

OPERATIONAL INFORMATION

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s):	Not Applicable.
Delivery:	Delivery against payment.
Names and addresses of additional Programme Agent(s) (if any):	Not Applicable.
Operational contact for Principal Programme Agent:	eq-sd-operations@gs.com.

TERMS AND CONDITIONS OF THE OFFER

Offer Period:	An offer of the Certificates may be made by the placers other than pursuant to Article 3(2) of the Prospectus Directive in the Public Offer Jurisdiction during the period commencing on (and including) March 29, 2012 and ending on (and including) June 15, 2012.
Offer Price:	The Issue Price, being GBP 1.00 per Certificates.
Conditions to which the offer is subject:	The offer of the Certificates for sale to the public in the Public Offer Jurisdiction is subject to the relevant regulatory approvals having been granted, and the Certificates being issued.

	The Offer Period is subject to adjustment by or on behalf of the Issuer in accordance with the applicable regulations and any adjustments to such period will be set out in one or more notices to be made available during normal business hours at the registered office of the placers. The offer of the Certificates may be withdrawn in whole or in part at any time before the Issue Date at the discretion of the Issuer.
Description of the application process:	Details to be provided by the relevant placer(s).
Description of possibility to reduce subscription and manner for refunding excess amount paid by applicant:	Details to be provided by the relevant placer(s), if any.
Details of the minimum and/or maximum amount of application:	Details to be provided by the relevant placer(s), if any.
Details of the method and time limits for paying up and delivering the Certificates:	The Certificates will be issued on the Issue Date against payment to the Issuer of the net subscription moneys. In respect of any offering of the Certificates by the placer(s), details will be provided by such relevant placer(s).
Manner in and date on which results of the offer are to be made public:	The results of the offering will be available on the website of the Issuer on or around the end of the Offer Period.
Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:	Not Applicable.
Categories of potential investors to which the Certificates are offered and whether tranche(s) have been reserved for certain countries:	Offers may only be made by offerors authorised to do so in the Public Offer Jurisdiction. None of the Issuer, the Guarantor or the Dealer has taken or will take any action specifically in relation to the Certificates referred to herein to permit a public offering of such Certificates in any jurisdiction other than the Public Offer Jurisdiction. Following approval of the Base Prospectus dated July 15, 2011 (the "**Base Prospectus**") (as supplemented up to, and including, the Issue Date), and notification of the Base Prospectus (as so supplemented) to the Financial Services Authority, Securities issued under the Programme may be offered to the public in the Public Offer Jurisdiction not later than 12 months after the date of approval of the Base Prospectus and subject to, in certain cases, submission of Final Terms, all in accordance with the Prospectus Directive as implemented in the Public Offer Jurisdiction. In other EEA countries, offers will only be made pursuant to an exemption from the obligation under the Prospectus Directive as implemented in such countries to publish a prospectus. Notwithstanding anything else in the Base Prospectus (as supplemented), neither the Issuer nor the Guarantor will

	accept responsibility for the information given in these Final Terms or in any other part of the Base Prospectus in relation to offers of Certificates made by an offeror not authorised by the Issuer or Guarantor to make such offers. Generally, any party named as a "placer" below (together with any entities belonging to the Goldman Sachs group) will be so authorised, but any other party generally will not. **Each investor should therefore enquire whether the relevant offeror is so authorised by the Issuer or Guarantor and, if it is not, the investor should be aware that neither the Issuer nor the Guarantor will be responsible for these Final Terms or for any other part of the Base Prospectus for the purposes of the relevant securities laws in the context of the offer of the Certificates to the public in any jurisdiction. If the investor is in any doubt about whether it can rely on these Final Terms and the Base Prospectus and/or who is responsible for the contents of these Final Terms and the Base Prospectus it should take legal advice.**
Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:	Not Applicable.
Amount of any expenses and taxes specifically charged to the subscriber or purchaser:	There is no withholding tax applicable to the Certificates in the United Kingdom.
Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place:	Such placers as may be notified to potential investors from time to time.

ANNEX

Information relating to the Underlying Assets

Information on the Underlying Assets can be obtained from:

(i) in the case of the Burberry Share, http://www.londonstockexchange.com;

(ii) in the case of the CFR Share, http://www.six-swiss-exchange.com;

(iii) in the case of the Estee Lauder Share and the Tiffany Share, http://www.nyse.com; and

(iv) in the case of the LVMH Share, http://www.euronext.com.

SUPPLEMENTS TO THE BASE PROSPECTUS

The Base Prospectus dated July 15, 2011 has been supplemented by the following Supplements:

Supplement	**Date**
Supplement No. 1	July 25, 2011
Supplement No. 2	August 11, 2011
Supplement No. 3	September 12, 2011
Supplement No. 4	November 2, 2011
Supplement No. 5	November 11, 2011
Supplement No. 6	December 5, 2011
Supplement No. 7	December 22, 2011
Supplement No. 8	January 11, 2012
Supplement No. 9	January 23, 2012
Supplement No. 10	March 1, 2012