

Final Terms dated April 30, 2012

**GOLDMAN SACHS INTERNATIONAL**

Programme for the issuance of Warrants, Notes and Certificates

**Issue of 3'000'000 Six-Year Quanto GBP Worse Of Autocallable Certificates on an Emerging Markets Basket, due April 30, 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 OR ALL 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.

<b>ISIN</b>	GB00B72GF656	<b>Offer Period</b>	The period commencing on (and including) March 22, 2012 and ending on (but excluding) June 15, 2012
<b>Common Code</b>	057273186	<b>Issue Date</b>	April 30, 2012
<b>Valoren</b>	10473928	<b>Valuation Dates</b>	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"
<b>Sedol</b>	B72GF65		
<b>TIDM</b>	UK43		
<b>Settlement Currency</b>	GBP	<b>Final Valuation Date</b>	The Valuation Date scheduled to fall on April 16, 2018
<b>Initial Valuation Date</b>	April 16, 2012	<b>Automatic Early Exercise Date</b>	Each date as set forth in the "Exercise and Valuation Date Table" on page 4 in the column entitled "Automatic Early Exercise Date"
<b>Issue Price</b>	GBP 1.00 per Certificate	<b>Maturity Date</b>	If an Automatic Early Exercise Event does not occur, April 30, 2018
<b>Number of Certificates</b>	3'000'000	<b>Reference Price (Final)</b>	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		
<b>Nominal</b>	GBP 1.00 per Certificate				<b>Worse Performing Underlying</b>	The Underlying Asset with the lower Final Underlying Performance, as determined by the Calculation Agent, provided that, in the event that both Underlying Assets have the same Final Underlying Performance, then the Calculation Agent shall determine in its sole and absolute discretion which of such Underlying Assets shall be the Worse Performing Underlying, and such determination shall be binding on all Holders		
<b>Reference Price</b>	In respect of any relevant day and:				<b>Exercise Value</b>	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		
	(i) the EWZ ETF, the official closing price of such Underlying Asset on the Exchange on such day; and							
	(ii) the RDXUSD Index, the official closing level of such Underlying Asset as at the Valuation Time on the relevant date, as calculated and published by the Index Sponsor,							
	each, as determined by the Calculation Agent							
<b>Final Underlying Performance</b>	In respect of each Underlying Asset and the Final Valuation Date, an amount determined by the Calculation Agent equal to the <i>quotient</i> of (i) the Reference Price (Final) of such Underlying Asset, <i>divided</i> by (ii) the Reference Price (Initial) of such Underlying Asset				<b>Minimum Underlying Performance</b>	The Final Underlying Performance of the Worse Performing Underlying		
Underlying Assets	ISIN	Bloomberg	Reuters	Exchange	Index Sponsor	Reference Price (Initial)	Trigger Level	Barrier Level
The shares of iShares® MSCI Brazil Index Fund (the " <b>EWZ ETF</b> ")	US4642864007	EWZ UP <Equity>	EWZ.P	NYSE Arca, Inc.	Not Applicable	U.S.\$ 62.10, being the Reference Price on the Initial Valuation Date	U.S.\$ 62.10, being 100 per cent. of the Reference Price (Initial)	U.S.\$ 31.05, being 50 per cent. of the Reference Price (Initial)
RDX® - Russian Depositary Index® (USD) (the " <b>RDXUSD Index</b> ")	AT0000634076	RDXUSD <Index>	.RDXUSD	London Stock Exchange	Wiener Börse AG	U.S.\$ 1'731.22, being the Reference Price on the Initial Valuation Date	U.S.\$ 1'731.22, being 100 per cent. of the Reference Price (Initial)	U.S.\$ 865.61, being 50 per cent. of the Reference Price (Initial)
<b>AUTOMATIC EARLY EXERCISE</b>								
If the Reference Price in respect of each Underlying Asset on a Valuation Date (other than the Final Valuation Date) is equal to or greater than its respective Trigger Level (such event, an " <b>Automatic Early Exercise Event</b> "), 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 <i>product</i> of (i) the Nominal, <i>multiplied</i> 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 each Underlying Asset 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) 1.66;
- (ii) if the Reference Price (Final) in respect of any Underlying Asset is less than its Trigger Level and the Reference Price (Final) in respect of each Underlying Asset is equal to or greater than its respective Barrier Level, an amount in the Settlement Currency equal to the Nominal; or
- (iii) if the Reference Price (Final) in respect of any Underlying Asset is less than its Barrier Level, an amount in the Settlement Currency equal to the *product* of (a) the Nominal, *multiplied* by (b) the Minimum Underlying Performance. **THIS MEANS THAT YOU COULD LOSE SOME OR ALL OF YOUR ORIGINAL INVESTED AMOUNT.**

No interest is payable under the Certificates.

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

<b>Exercise and Valuation Date Table</b>		
<b>Valuation Date</b>	<b>Automatic Early Exercise Date</b>	<b>Exercise Value (expressed, for the purposes of calculation, as a decimal)</b>
October 16, 2012	October 30, 2012	1.055
April 16, 2013	April 30, 2013	1.11
October 16, 2013	October 30, 2013	1.165
April 16, 2014	May 6, 2014	1.22
October 16, 2014	October 30, 2014	1.275
April 16, 2015	April 30, 2015	1.33
October 16, 2015	October 30, 2015	1.385
April 18, 2016	May 3, 2016	1.44
October 17, 2016	October 31, 2016	1.495
April 18, 2017	May 3, 2017	1.55
October 16, 2017	October 30, 2017	1.605
April 16, 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 3'000'000 and the Issue Price per Certificate is GBP 1.00.

### **Scenario 1**

**The Reference Price in respect of each Underlying Asset for the Valuation Date scheduled to fall on October 16, 2012 is 100 per cent. or more 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) 1.055 (being the Exercise Value in respect of such Valuation Date), *multiplied* by (ii) the Nominal (rounded to the nearest two decimal places, with 0.005 being rounded upwards), i.e., GBP 1.06.

### **Scenario 2**

**The Reference Price in respect of one Underlying Asset for the Valuation Date scheduled to fall on October 16, 2012 is 99 per cent. of its Reference Price (Initial) and the Reference Price in respect of the 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 October 16, 2012 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 each Underlying Asset for the Valuation Date scheduled to fall on April 16, 2015 is 100 per cent. or more 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) 1.33 (being the Exercise Value in respect of such Valuation Date), *multiplied* by (ii) the Nominal, i.e., GBP 1.33.

### **Scenario 5**

**The Reference Price in respect of one Underlying Asset for the Valuation Date scheduled to fall on April 16, 2015 is 99 per cent. of its Reference Price (Initial) and the Reference Price in respect of the 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 April 16, 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 each 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) 1.66, *multiplied* by (ii) the Nominal, i.e., GBP 1.66.

#### **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 50 per cent. of its Reference Price (Initial) and the Reference Price (Final) in respect of the 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 the Nominal, i.e., GBP 1.00.

#### **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 49 per cent. of its Reference Price (Initial) and the Reference Price (Final) in respect of the other Underlying Asset is 50 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 49 per cent. of the Nominal, i.e., GBP 0.49.

**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), the Reference Price (Final) in respect of one Underlying Asset is zero per cent. of its Reference Price (Initial) and the Reference Price (Final) in respect of the other Underlying Asset is 50 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 zero.

**IN THIS SCENARIO AN INVESTOR WILL SUSTAIN A TOTAL LOSS OF THE AMOUNT ORIGINALLY INVESTED IN THE CERTIFICATES.**

#### **Scenario 11**

**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 20 per cent. of its Reference Price (Initial) and the Reference Price (Final) in respect of the other Underlying Asset is 40 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 20 per cent. of the Nominal, i.e., GBP 0.20.

<b>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.</b>
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**Scenario 12**

**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 zero per cent. of its Reference Price (Initial) and the Reference Price (Final) in respect of the other Underlying Asset is 40 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 zero.

<b>IN THIS SCENARIO AN INVESTOR WILL SUSTAIN A TOTAL LOSS OF THE AMOUNT ORIGINALLY INVESTED IN THE CERTIFICATES.</b>
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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, the Issue Date) 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](http://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:** GB00B72GF656.
- (ii) **Common Code:** 057273186.
- (iii) **Valoren:** 10473928.
- (iv) **SEDOL:** B72GF65.
- (v) **TIDM:** UK43.
- (vi) **Series Number:** A13675.
- (vii) **Tranche Number:** One.
- (viii) **PIPG Tranche Number:** 18036.
3. **Settlement Currency(ies):** Pound Sterling ("**GBP**").
4. **Aggregate number of Certificates:**
  - (i) **Series:** 3'000'000.

- (ii) Tranche: 3'000'000.
5. **Issue Price:** GBP 1.00 per Certificate.
6. **Inducements, commissions and/or other fees:** A selling commission of up to five per cent. (5%) of the Issue Price has been paid by the Issuer. Further details are available on request.
7. **Issue Date:** April 30, 2012.
8. **Maturity Date:** If an Automatic Early Exercise Event does not occur, the Maturity Date shall be April 30, 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 Share (as defined in paragraph 34 below) and the Index (as defined in paragraph 35 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 (i) in respect of the Share, shall be subject to adjustment in accordance with Share Linked Provision 1.1 (*Single Share and Reference Dates*), as amended herein, and (ii) in respect of the Index shall be subject to adjustment in accordance with Index Linked Provision 1.1 (*Single Index and Reference Dates*), as amended herein.
- The Valuation Date scheduled to fall on April 16, 2018 shall be the "**Final Valuation Date**".
11. **Initial Valuation Date:** April 16, 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 each Underlying Asset in the 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:

"**Basket**" means the basket comprising the Underlying Assets.

"**Reference Price**" means, in respect of any relevant day and:

- (i) the RDXUSD Index, the Index Level of the Index on such day; and
- (ii) the EWZ ETF, the official closing price on the Exchange of the Share on such day,

each as determined by the Calculation Agent.

"**Reference Price (Initial)**" means, in respect of:

- (i) the RDXUSD, U.S.\$ 1'731.22; and
- (ii) the EWZ ETF, U.S.\$ 62.10,

being, in respect of each Underlying Asset in the Basket, the Reference Price of such Underlying Asset on the Initial Valuation Date, as determined by the Calculation Agent.

"**Trigger Level**" means, in respect of:

- (i) the RDXUSD, U.S.\$ 1'731.22; and
- (ii) the EWZ ETF, U.S.\$ 62.10,

being, in respect of each Underlying Asset in the Basket, an amount equal to 100 per cent. of the Reference Price (Initial) of such Underlying Asset, 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.

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), (ii) or (iii) below, as applicable:

- (i) if the Reference Price (Final) in respect of each Underlying Asset in the 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) 1.66; or
- (ii) if the Reference Price (Final) in respect of any Underlying Asset in the Basket is less than its Trigger Level and the Reference Price (Final) in respect of each Underlying Asset in the Basket is greater than or equal to its respective Barrier Level (as determined by the Calculation Agent), the Settlement Amount payable in respect of each Certificate shall be an amount in the Settlement Currency equal to the Nominal; or
- (iii) if the Reference Price (Final) in respect of any Underlying Asset in the Basket is less than its Barrier 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) the Minimum Underlying Performance.

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

Where:

**"Barrier Level"** means, in respect of:

- (i) the RDXUSD, U.S.\$ 865.61; and
- (ii) the EWZ ETF, U.S.\$ 31.05,

being, in respect of each Underlying Asset in the Basket, an amount equal to 50 per cent. of the Reference Price (Initial) of such Underlying Asset, as determined by the Calculation Agent.

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

Reference Price (Final)  
Reference Price (Initial)

**"Minimum Underlying Performance"** means the Final Underlying Performance of the Worse Performing Underlying.

**"Nominal"** means GBP 1.00.

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

**"Worse Performing Underlying"** means the Underlying Asset in the Basket with the lower Final Underlying Performance, as determined by the Calculation Agent. In the event that both Underlying Assets in the Basket have the same Final Underlying Performance, then the Calculation Agent shall determine in its sole and absolute discretion which of the Underlying Assets shall be the Worse Performing Underlying, and such Underlying Asset as so selected shall be deemed the Worse Performing Underlying, and such determination shall be binding on all Holders.

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| 19. <b>Physical Settlement:</b>                  | Not Applicable.   |
| 20. <b>Non-scheduled Early Repayment Amount:</b> | 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**

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|--|--|
| 21. <b>Exercise Style of Certificates:</b> | The Certificates are European Style Instruments. General Instrument Condition 7(b) is applicable.  |
| 22. <b>Exercise Period:</b>                | Not Applicable.  |
| 23. <b>Specified Exercise Dates:</b>       | Not Applicable.  |
| 24. <b>Expiration Date:</b>                | If: <ul style="list-style-type: none"><li>(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</li><li>(ii)   an Automatic Early Exercise Event has not occurred on a Valuation Date (other than the Final Valuation Date), the Final Valuation Date,</li></ul> |

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.

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|-----|-------------------------------------|---|
| 25. | <b>Automatic Exercise:</b>          | Yes – General Instrument Condition 7(k) is applicable, save that General Instrument Condition 7(k)(ii) is not applicable. |
| 26. | <b>Multiple Exercise:</b>           | Not Applicable.   |
| 27. | <b>Minimum Exercise Number:</b>     | Not Applicable.   |
| 28. | <b>Permitted Multiple:</b>          | Not Applicable.   |
| 29. | <b>Maximum Exercise Number:</b>     | Not Applicable.   |
| 30. | <b>Strike Price:</b>                | Not Applicable.   |
| 31. | <b>Yield or Share Certificates:</b> | Not Applicable.   |
| 32. | <b>Closing Value:</b>               | Not Applicable.   |

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

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|-----|---|---|
| 33. | <b>Type of Certificates:</b>  | The Certificates are Share Linked Instruments and Index Linked Instruments – the Share Linked Provisions and the Index Linked Provisions are applicable (each as amended below).  |
| 34. | <b>Share Linked Instruments:</b>  | Applicable.   |
|     | (i) Single Share or Share Basket:   | Single Share.   |
|     | (ii) Name of Share(s):  | The shares of the iShares <sup>®</sup> MSCI Brazil Index Fund ( <i>Bloomberg Code: EWZ UP &lt;Equity&gt;; Reuters Code: EWZ.P; ISIN: US4642864007</i> ) (the " <b>EWZ ETF</b> "), an "Exchange Traded Fund" as referred to in Share Linked Provision 8 ( <i>Definitions</i> ) (and an " <b>Exchange Traded Fund</b> " or a " <b>Share</b> ", and, together with the RDXUSD Index, the " <b>Underlying Assets</b> " and each an " <b>Underlying Asset</b> "). The provisions in the Share Linked Provisions applicable to a share of an Exchange Traded Fund shall apply to the Share. |
|     |   | For more information, see Annex A ( <i>Information relating to the Underlying Assets</i> ) hereto. See also Annex B ( <i>Disclaimers</i> ) hereto.  |
|     | (iii) Exchange(s):  | NYSE Arca, Inc.   |
|     | (iv) Related Exchange(s):   | All Exchanges.  |
|     | (v) Options Exchange:   | Related Exchange.   |
|     | (vi) Valuation Time:  | As specified in Share Linked Provision 8 ( <i>Definitions</i> ).  |
|     | (vii) Market Disruption Events:   | As specified in Share Linked Provision 8 ( <i>Definitions</i> ).  |
|     | (viii) Single Share and Reference Dates – Consequences of Disrupted Days: | Applicable in respect of the Initial Valuation Date and each Valuation Date – as specified in Share Linked Provision 1.1 ( <i>Single Share and Reference Dates</i> ), provided that each reference in Share Linked Provision 1.1 ( <i>Single Share and Reference Dates</i> ) to "Scheduled Trading Day" shall be  |

deemed to be a reference to "Common Trading Day", and each reference in Share Linked Provision 1.1 (*Single Share and Reference Dates*) to "Disrupted Day" shall be deemed to be a reference to "Common Disrupted Day".

Where:

**"Common Disrupted Day"** means each day which is a Disrupted Day for the Share or is a Disrupted Day for the Index, or is a Disrupted Day for both the Share and the Index; and

**"Common Trading Day"** means each day which is both a Scheduled Trading Day for the Share and is also a Scheduled Trading Day for the Index.

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|---|--|
| (a) Maximum Days of Disruption:   | As specified in Share Linked Provision 8 ( <i>Definitions</i> ) in respect of a single Share, provided that the definition of "Maximum Days of Disruption" shall be amended such that the reference in paragraph (a) thereof to "Scheduled Trading Days" shall be deemed to be a reference to "Common Trading Days". |
| (b) No Adjustment:  | 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):                 | 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)	Depository Receipts Provisions:	Not Applicable.
(xxi)	Dividend Amount Provisions:	Not Applicable.
35.	<b>Index Linked Instruments:</b>	Applicable.
(i)	Single Index or Index Basket:	Single Index.
(ii)	Name of Index(ices):	The RDX <sup>®</sup> - Russian Depositary Index <sup>®</sup> (USD) ( <i>Bloomberg Code: RDXUSD &lt;Index&gt;; Reuters Code: .RDXUSD; ISIN: AT0000634076</i> ) (the " <b>RDXUSD Index</b> ").  For more information, see Annex A ( <i>Information relating to the Underlying Assets</i> ) hereto.
(iii)	Type of Index:	Unitary Index.
(iv)	Exchange(s):	London Stock Exchange.
(v)	Related Exchange(s):	All Exchanges.
(vi)	Options Exchange:	Not Applicable.
(vii)	Index Sponsor:	Wiener Börse AG.
(viii)	Index Level:	In respect of the Index and any relevant day, the official closing level of the Index, as determined by the Calculation Agent as of the Valuation Time on such day, as calculated and published by the Index Sponsor.
(ix)	Valuation Time:	As specified in Index Linked Provision 8 ( <i>Definitions</i> ) in respect of a Unitary Index.
(x)	Index-Linked Derivatives Contract Provisions:	Not Applicable.
(xi)	Market Disruption Event / Disrupted Days:	As specified in Index Linked Provision 8 ( <i>Definitions</i> ) in respect of a Unitary Index.
(xii)	Single Index and Reference Dates – Consequences of Disrupted Days:	Applicable in respect of the Initial Valuation Date and each Valuation Date – as specified in Index Linked Provision 1.1 ( <i>Single Index and Reference Dates</i> ), provided that: <ul style="list-style-type: none"> <li>(i) each reference in Index Linked Provision 1.1 (<i>Single Index and Reference Dates</i>) to "Scheduled Trading</li> </ul>

	Day" shall be deemed to be a reference to "Common Trading Day"; and
(ii)	each reference in Index Linked Provision 1.1 ( <i>Single Index and Reference Dates</i> ) to "Disrupted Day" shall be deemed to be a reference to "Common Disrupted Day".
(a) Maximum Days of Disruption:	As specified in Index Linked Provision 8 ( <i>Definitions</i> ) in respect of a single Index, provided that the definition of "Maximum Days of Disruption" shall be amended such that the reference in paragraph (a) thereof to "Scheduled Trading Days" shall be deemed to be a reference to "Common Trading Days".
(b) No Adjustment:	Not Applicable.
(xiii) Single Index and Averaging Reference Dates - Consequences of Disrupted Days:	Not Applicable.
(xiv) Index Basket and Reference Dates - Basket Valuation (Individual Scheduled Trading Day and Individual Disrupted Day):	Not Applicable.
(xv) Index Basket and Averaging Reference Dates - Basket Valuation (Individual Scheduled Trading Day and Individual Disrupted Day):	Not Applicable.
(xvi) Index Basket and Reference Dates - Basket Valuation (Common Scheduled Trading Day but Individual Disrupted Day):	Not Applicable.
(xvii) Index Basket and Reference Dates - Basket Valuation (Common Scheduled Trading Day and Common Disrupted Day):	Not Applicable.
(xviii) Fallback Valuation Date:	Not Applicable.
(xix) Observation Period:	Not Applicable.
(xx) Index Modification:	Calculation Agent Adjustment.
(xxi) Index Cancellation:	Calculation Agent Adjustment.
(xxii) Index Disruption:	Calculation Agent Adjustment.
(xxiii) Change in Law:	Applicable.

(xxiv) Correction of Index Level:	Applicable.
(xxv) 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.
(xxvi) Dividend Amount Provisions:	Not Applicable.
(xxvii) Index Disclaimer:	Applicable. See also Annex B ( <i>Disclaimers</i> ) hereto.
36. <b>Commodity Linked Instruments (Single Commodity or Commodity Basket):</b>	Not Applicable.
37. <b>Commodity Linked Instruments (Commodity Index or Commodity Strategy):</b>	Not Applicable.
38. <b>FX Linked Instruments:</b>	Not Applicable.
39. <b>Inflation Linked Instruments:</b>	Not Applicable.
40. <b>Other Variable Linked Instruments:</b>	Not Applicable.

#### **GENERAL PROVISIONS APPLICABLE TO THE CERTIFICATES**

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

#### **DISTRIBUTION**

48. <b>Method of distribution:</b>	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	Goldman Sachs International, of Peterborough Court, 133

- address of Dealer: 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 22, 2012 and ending on (but excluding) 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, public offer in the Public Offer Jurisdiction, and admission to trading on the regulated market of the London Stock Exchange, 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 Annex A (*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

## OTHER INFORMATION

### LISTING AND ADMISSION TO TRADING

Application will be made by the Issuer (or on its behalf) for the Certificates to be listed on the Official List and admitted to trading on the regulated market of the London Stock Exchange with effect from, at the earliest, the Issue Date. No assurances can be given that such application for listing and admission to trading will be granted (or, if granted, will be granted by the Issue Date).

The Issuer has no duty to maintain the listing (if any) of the Certificates on the relevant stock exchange(s) over their entire lifetime. Certificates may be suspended from trading and/or de-listed at any time in accordance with applicable rules and regulations of the relevant stock exchange(s).

### 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", 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 22, 2012 and ending on (but excluding) June 15, 2012.
Offer Price:	The Issue Price, being GBP 1.00 per Certificates.
Conditions to which the offer is subject:	<p>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.</p> <p>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.</p> <p>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.</p>
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:	<p>The Certificates will be issued on the Issue Date against payment to the Issuer of the net subscription moneys.</p> <p>In respect of any offering of the Certificates by the placer(s), details will be provided by such relevant placer(s).</p>
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:	<p>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.</p> <p>Following approval of the Base Prospectus dated July 15, 2011 (the "<b>Base Prospectus</b>") (as supplemented up to, and including, the Issue Date), and notification of the Base Prospectus (as so supplemented) to the Financial Services</p>

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.
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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.
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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.
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## **ANNEX A**

### **Information relating to the Underlying Assets**

Information on the Underlying Assets can be obtained from, in the case of the RDXUSD Index, <http://en.indices.cc/>, and, in the case of the shares of the EWZ ETF, [www.ishares.com](http://www.ishares.com) and <http://nyse.com>.

## **ANNEX B**

### **Disclaimers**

#### **EWZ ETF**

iShares® is a registered trademark of BlackRock Institutional Trust Company, N.A. ("BITC"). The Securities are not sponsored, endorsed, sold, or promoted by BITC. BITC makes no representations or warranties to the owners of the Securities or any member of the public regarding the advisability of investing in the Securities. BITC has no obligation or liability in connection with the operation, marketing, trading or sale of the Securities.

#### **RDXUSD Index**

The RDXUSD Index was developed and is real-time calculated and published by Wiener Börse AG. The full name of the Index and its abbreviation are protected by copyright law as trademarks. The RDX index description, rules and composition are available online on [www.indices.cc](http://www.indices.cc) - the index portal of Wiener Börse AG. Wiener Börse does not guarantee the accuracy and/or the completeness of the RDX® index or any data included therein and Wiener Börse shall have no liability for any errors, omissions, or interruptions therein.

A non-exclusive authorisation to use the RDXUSD Index in conjunction with the Securities was granted upon the conclusion of a license agreement with Wiener Börse AG. The only relationship to the Issuer (the "Licensee") is the licensing of certain trademarks and trade names of RDXUSD Index which is determined, composed and calculated by Wiener Börse without regard to the Licensee or the Product(s). Wiener Börse reserves the rights to change the methods of index calculation or publication, to cease the calculation or publication of the RDXUSD Index or to change the RDXUSD trademarks or cease the use thereof.

The Securities are not in any way sponsored, endorsed, sold or promoted by the Wiener Börse. Wiener Börse makes no warranty or representation whatsoever, express or implied, as to results to be obtained by Licensee, holders of the Securities, or any other person or entity from the use of the RDXUSD Index or any data included therein. Without limiting any of the foregoing, in no event shall Wiener Börse have any liability for any special, punitive, indirect, or consequential damages (including lost profits), even if notified of the possibility of such damages.

## **SUPPLEMENTS TO THE BASE PROSPECTUS**

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

<b>Supplement</b>	<b>Date</b>
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