

Final Terms dated September 24, 2012

GOLDMAN SACHS INTERNATIONAL

Programme for the issuance of Warrants, Notes and Certificates

**Issue of up to 25'000'000 Six-Year GBP Best Performance Certificates on an Index Basket, due November 2, 2018
(the "Certificates" or the "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 (the "Guaranty") by GSG and the Guaranty will rank pari passu with all other unsecured and unsubordinated indebtedness of GSG.

DESCRIPTION OF CERTAIN 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	GB00B8530K95	Offer Period	The period commencing on (and including) September 24, 2012 and ending on (and including) October 16, 2012
Common Code	057310626	Initial Valuation Date	October 19, 2012
Valoren	10474385	Issue Date	November 2, 2012
Aggregate Number of Certificates*	Up to 25'000'000 Certificates	Valuation Date	October 19, 2018, subject to adjustment
Nominal Amount	GBP 1.00	Maturity Date	The later to occur of: (i) November 2, 2018, subject to adjustment for non-business days; and (ii) the tenth Business Day immediately following the Final Determination Date
Issue Price	GBP 1.00 per Certificate	Final Determination Date	In respect of all Underlying Assets: (i) if the Valuation Date for the UKX Index and the UKGATR Index, and the Valuation Date for the DJUBS Index (if none of the commodity contracts comprised in the DJUBS Index are affected by a disruption event on the Valuation Date for the DJUBS Index) or the latest date on which the commodity contracts comprised in the DJUBS Index are valued (if one or more of the commodity contracts comprised in the
Settlement Currency	GBP		

Dow Jones-UBS Commodity Index SM - Excess Return (the "DJUBS Index")	DJUBS <Index>	.DJUBS	XC0005999484	CME Group Index Services LLC	The Reference Price of the DJUBS Index on the Initial Valuation Date
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CALCULATION OF SETTLEMENT AMOUNT AT MATURITY

Unless your Certificates are 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, an amount calculated by the Calculation Agent as the *product* of (i) the Nominal Amount, *multiplied* by (ii) the *sum* of (a) the Protection Level, *plus* (b) the *product* of (I) the Participation, *multiplied* by (II) the *greater* of (A) zero, and (B) the *difference* between the Maximum Portfolio Performance *minus* one (1).

The Maximum Portfolio Performance is determined as the Portfolio Performance of the Best Performing Portfolio. The Portfolio Performance in respect of each Portfolio is the sum of its respective Weighted Underlying Asset Performance in respect of each Underlying Asset.

*The final aggregate number of Certificates to be issued and the Reference Price (Initial) of each Underlying Asset will be determined by the Calculation Agent on or around the Initial Valuation Date (being October 19, 2012) and such final aggregate number of Certificates to be issued and Reference Price (Initial) will be made available on the website of Goldman Sachs (www.gs.de) 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.

PLEASE ALSO REFER TO THE SECTION ENTITLED "RISK FACTORS" IN THE BASE PROSPECTUS.

Portfolio Weighting Table			
Portfolio	UKX Index Weighting	DJUBS Index Weighting	UKGATR Index Weighting
A notional portfolio comprising the three Underlying Assets in the following weightings (the "First Portfolio"):	$\frac{1}{2}$	$\frac{3}{10}$	$\frac{1}{5}$
A notional portfolio comprising the three Underlying Assets in the following weightings (the "Second Portfolio"):	$\frac{1}{3}$	$\frac{1}{3}$	$\frac{1}{3}$
A notional portfolio comprising the three Underlying Assets in the following weightings (the "Third Portfolio"):	$\frac{1}{5}$	$\frac{3}{10}$	$\frac{1}{2}$

SCENARIO ANALYSIS

THE SCENARIOS AND FIGURES PRESENTED BELOW ARE FOR ILLUSTRATIVE PURPOSES ONLY. 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 Issue Price is GBP 1.00.

Scenario 1

The Maximum Portfolio Performance is 120 per cent. (120%) (expressed as 1.20).

The Settlement Amount payable on the Maturity Date per Certificate will be GBP 1.16 (being an amount equal to the *product* of (i) the Nominal Amount, *multiplied* by (ii) the *sum* of (a) the Protection Level, *plus* (b) the *product* of (I) the Participation, *multiplied* by (II) the greater of (A) zero, and (B) the *difference* between the Maximum Portfolio Performance *minus* one (1)).

Scenario 2

The Maximum Portfolio Performance is 100 per cent. (100%) (expressed as 1.00) or less.

The Settlement Amount payable on the Maturity Date per Certificate will be GBP 1.00 (being an amount equal to the *product* of (i) the Nominal Amount, *multiplied* by (ii) the *sum* of (a) the Protection Level, *plus* (b) the *product* of (I) the Participation, *multiplied* by (II) the greater of (A) zero, and (B) the *difference* between the Maximum Portfolio Performance *minus* one (1)). **In this scenario, an investor who purchased the Certificates at the Issue Price will receive back the amount invested in the Certificates.**

Scenario 3

The Maximum Portfolio Performance is zero.

The Settlement Amount payable on the Maturity Date per Certificate will be GBP 1.00 (being an amount equal to the *product* of (i) the Nominal Amount, *multiplied* by (ii) the *sum* of (a) the Protection Level, *plus* (b) the *product* of (I) the Participation, *multiplied* by (II) the greater of (A) zero, and (B) the *difference* between the Maximum Portfolio Performance *minus* one (1)). **In this scenario, an investor who purchased the Certificates at the Issue Price will receive back the amount 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 June 26, 2012 (the "**Base Prospectus**") and the supplement(s) to the Base Prospectus listed in the section entitled "Supplement(s) to the Base Prospectus" below (and any further supplements up to, and including, November 2, 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. These Final Terms are available for viewing at www.bourse.lu.

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| 1. | (i) Issuer: | Goldman Sachs International. |
| | (ii) Guarantor: | The Goldman Sachs Group, Inc. |
| 2. | (i) ISIN: | GB00B8530K95. |
| | (ii) Common Code: | 057310626. |
| | (iii) Valoren: | 10474385. |
| | (iv) Tranche Number: | One. |
| | (v) PIPG Tranche Number: | 25211. |
| 3. | Settlement Currency(ies): | Pound Sterling (" GBP "). |
| 4. | Aggregate Number of Certificates: | |
| | (i) Series: | Up to 25'000'000. |
| | (ii) Tranche: | Up to 25'000'000. |

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 and will be made available on the website of Goldman Sachs (www.gs.de) on or around November 2, 2012 (and for the avoidance of doubt, no supplement to these Final Terms or the Base Prospectus will be published in relation thereto).

5. **Issue Price:** GBP 1.00 per Certificate.
6. **Inducements, commissions and/or other fees:** A selling commission of up to 5.50 per cent. of the Issue Price has been paid by the Issuer. Further details are available on request.
7. **Issue Date:** November 2, 2012.
8. **Maturity Date:** The later to occur of:
 - (i) November 2, 2018 (the "**Scheduled Maturity Date**"), subject to adjustment in accordance with the Modified Following Business Day Convention; and
 - (ii) the tenth Business Day immediately following the Final Determination Date.

Where:

"**Final Determination Date**" means the later to occur of (i) the Latest Reference Date in respect of the Valuation Date in respect of the Indices, and (ii) the Latest Determination Date in respect of the Valuation Date in respect of the DJUBS Index (or, if the dates in (i) and (ii) fall on the same date, such date).

"**Strike Date**" is October 19, 2012.

The adjustment to the Maturity Date specified in paragraph (i) of the definition of "Maturity Date" in General Instrument Condition 2(a), in paragraph (i) of the definition of "Maturity Date" in Index Linked Provision 8 (*Definitions*) and in paragraph (i) of the definition of "Maturity Date" in Commodity Linked Provision 10 (*General Definitions*) shall not apply.

9. **Underlying Asset(s):** The Indices (as defined in paragraph 35 below) and the DJUBS Index (as defined in paragraph 37 below).

VALUATION PROVISIONS

10. **Valuation Date(s):** October 19, 2018.
11. **Initial Valuation Date:** October 19, 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:** Not Applicable.
18. **Settlement Amount:** In respect of each Certificate, an amount in the Settlement Currency calculated by the Calculation Agent in accordance with the following formula:

$$NA \times [PL + (P \times \text{Max}(0; MPP - 1))]$$

Where:

"Best Performing Portfolio" means the Portfolio with the highest Portfolio Performance, as determined by the Calculation Agent, provided that, in the event that two or more of the Portfolios have the same highest Portfolio Performance, then the Best Performing Portfolio shall be selected by the Calculation Agent from amongst such Portfolios in its sole and absolute discretion.

"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.

"Maximum Portfolio Performance" or **"MPP"** means the Portfolio Performance of the Best Performing Portfolio.

"Nominal Amount" or **"NA"** means, in respect of each Certificate, GBP 1.00;

"Participation" or **"P"** means 80 per cent. (80%), expressed for the purposes of calculation as 0.80.

"Portfolio" means each of the First Portfolio, the Second Portfolio and the Third Portfolio, each as defined in the column entitled "Portfolio" in the Portfolio Weighting Table.

"Portfolio Performance" means, in respect of each Portfolio, the sum of the Weighted Underlying Asset Performance in respect of each Underlying Asset corresponding to such Portfolio, as determined by the Calculation Agent.

"Portfolio Weighting Table" means the table entitled "Portfolio Weighting Table" immediately following the "Description of Certain Main Features of the Certificates" in these Final Terms.

"Protection Level" or **"PL"** means 100 per cent. (100%), expressed for the purposes of calculation as one (1).

"Reference Price" means, in respect of each Underlying Asset and any relevant day, if such Underlying Asset is (i) the UKX Index or the UKGATR Index, the Index Level of such Index on

the relevant date, or (ii) the DJUBS Index, the Closing Level of the DJUBS Index on the relevant date.

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

"Reference Price (Initial)" means, in respect of each Underlying Asset, the Reference Price of such Underlying Asset on the Initial Valuation Date, as determined by the Calculation Agent, and the Reference Price (Initial) of each Underlying Asset will be made available on the website of Goldman Sachs (www.gs.de) on or around November 2, 2012 (and for the avoidance of doubt, no supplement to these Final Terms or the Base Prospectus will be published in relation thereto).

"Underlying Asset Performance" means, in respect of each Underlying Asset, an amount calculated by the Calculation Agent for such Underlying Asset in accordance with the following formula:

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

"Underlying Asset Weighting" means, in respect of each Portfolio and any Underlying Asset, the value specified in the column corresponding to such Underlying Asset in the row corresponding to such Portfolio in the Portfolio Weighting Table.

"Weighted Underlying Asset Performance" means, in respect of each Portfolio and any Underlying Asset, the product of (i) the Underlying Asset Weighting in respect of such Underlying Asset corresponding to such Portfolio, multiplied by (ii) the Underlying Asset Performance in respect of such Underlying Asset, as determined by the Calculation Agent.

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| 19. Physical Settlement: | Not Applicable. |
| 20. Non-scheduled Early Repayment Amount: | Fair Market Value, and 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 Issuer in its sole and absolute discretion. |

EXERCISE PROVISIONS

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| 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: | The Valuation Date. The Expiration Date shall not be subject to postponement to the next Business Day, and the definition of "Expiration Date" in General Instrument Condition 2(a) shall be |

amended accordingly.

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| 25. Automatic Exercise: | Yes – General Instrument Condition 7(k) is applicable, save that General Instrument Condition 7(k)(iii) 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

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| 33. Type of Certificates: | The Certificates are Index Linked Instruments and Commodity Linked Instruments – the Index Linked Provisions and the Commodity Linked Provisions are applicable. |
| 34. Share Linked Instruments: | Not Applicable. |
| 35. Index Linked Instruments: | Applicable. |
| (i) Single Index or Index Basket: | Index Basket. |
| (ii) Name of Index(ices): | <p>A basket of indices (the "Index Basket") comprising:</p> <ul style="list-style-type: none">(i) Bloomberg/ EFFAS Bond Index UK Govt All > 1Yr TR (<i>Bloomberg Code: UKGATR <Index></i>) (the "UKGATR Index"); and(ii) FTSE™ 100 Index (<i>Bloomberg Code: UKX Index; Reuters Code: .FTSE; ISIN: GB0001383545</i>) (the "UKX Index"), <p>each an "Index", and, together the "Indices", each as described in Annex A (<i>Information relating to the Underlying Assets</i>) below.</p> |
| (iii) Type of Index: | <p>In respect of:</p> <ul style="list-style-type: none">(i) the UKGATR Index, Proprietary Index; and(ii) the UKX Index, Unitary Index. |
| (iv) Exchange(s): | <p>In respect of:</p> <ul style="list-style-type: none">(i) the UKGATR Index, Not Applicable; and |

- (ii) the UKX Index, London Stock Exchange.
- (v) Related Exchange(s): In respect of:
- (i) the UKGATR Index, Not Applicable; and
- (ii) the UKX Index, All Exchanges.
- (vi) Options Exchange: In respect of each Index, Not Applicable.
- (vii) Index Sponsor: In respect of:
- (i) the UKGATR Index, Bloomberg Finance L.P. and the European Federation of Financial Analysts Societies - European Bond Commission; and
- (ii) the UKX Index, FTSE International Limited.
- (viii) Index Level: In respect of each Index, the official closing level of such Index as at the Valuation Time on the relevant date as calculated and published by the relevant Index Sponsor.
- (ix) Valuation Time: In respect of:
- (i) the UKGATR Index, as specified in Index Linked Provision 8 in respect of a Proprietary Index; and
- (ii) the UKX Index, as specified in Index Linked Provision 8 in respect of an Unitary Index.
- (x) Index-Linked Derivatives Contract Provisions Not Applicable.
- (xi) Market Disruption Event / In respect of:
Disrupted Days:
- (i) the UKGATR Index, as specified in the definition of "Market Disruption Event" and in paragraph (c) of the definition of "Disrupted Day" respectively in Index Linked Provision 8; and
- (ii) the UKX Index, as specified in the definition of "Market Disruption Event" and in paragraph (a) of the definition of "Disrupted Day" respectively in Index Linked Provision 8.
- (xii) Single Index and Reference Dates - Consequences of Disrupted Days: 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 Not Applicable.

	Day and Individual Disrupted Day):	
(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):	Applicable in respect of each Index and the Valuation Date – as specified in Index Linked Provision 1.5 (<i>Index Basket and Reference Dates – Common Scheduled Trading Day but Individual Disrupted Day</i>), provided that each reference in Index Linked Provision 1.5 (<i>Index Basket and Reference Dates – Common Scheduled Trading Day but Individual Disrupted Day</i>) to "Common Scheduled Trading Day" shall be deemed to be a reference to "Common Trading Day", where: "Common Trading Day" means each day which is both a Common Scheduled Trading Day for both Indices in the Index Basket and a Scheduled Commodity Business Day in respect of the DJUBS Index.
(a)	Maximum Days of Disruption:	As defined in Index Linked Provision 8 (<i>Definitions</i>).
(b)	No Adjustment:	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:	In respect of the Valuation Date, the second Business Day prior to the Maturity Date.
(xxvi)	Dividend Amount Provisions:	Not Applicable.
(xxvii)	Index Disclaimer:	Applicable. Also see Annex B (<i>Index Disclaimers</i>) below.

36. **Commodity Linked Instruments (Single Commodity or Commodity Basket):** Not Applicable.
37. **Commodity Linked Instruments (Commodity Index or Commodity Strategy):** Applicable.
- (i) Commodity Index or Commodity Strategy: Commodity Index.
 - (ii) Name of Commodity Index or Commodity Strategy: Dow Jones-UBS Commodity IndexSM - Excess Return (*Bloomberg Code: DJUBS <Index>; Reuters Code: .DJUBS; ISIN: XC0005999484*), as calculated by the Commodity Index Sponsor and announced on the Relevant Screen Pages (the "**DJUBS Index**"). For the purposes of these Final Terms, "**Relevant Screen Pages**" shall mean Bloomberg Screen DJUBS <Index> Page and Reuters Screen .DJUBS (or their official successors thereto), provided that, if there is any difference for any relevant day between the level published on Bloomberg Screen and the Reuters Screen for any day, the level appearing on the Bloomberg Screen shall prevail.
 - (iii) Commodity Index Sponsor / Commodity Strategy Sponsor: CME Group Index Services LLC, or such other corporation or other entity that, in the determination of the Calculation Agent (i) is responsible for setting and reviewing the rules and procedures and the methods of calculation and adjustments, if any, related to the Commodity Index, and (ii) announces (directly or through an agent) the level of the Commodity Index on a regular basis during each Scheduled Commodity Business Day.
 - (iv) Single Commodity Index and Valuation Dates: Applicable – as specified in Commodity Linked Provision 6.1 (*Single Commodity Index and Valuation Dates*), provided that each reference in Commodity Linked Provision 6.1 (*Single Commodity Index and Valuation Dates*) to "Scheduled Commodity Business Day" shall be deemed to be a reference to "Common Trading Day".
 - Maximum Days of Disruption: Five Scheduled Commodity Trading Days, as specified in Commodity Linked Provision 10 (*Definitions*).
 - (v) Single Commodity Strategy and Valuation Dates: 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

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| 41. 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

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| 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, 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 placers other than pursuant to Article 3(2) of the Prospectus Directive in the United Kingdom (the " Public Offer Jurisdiction ") during the period commencing on, and including, September 24, 2012 and ending on (and including), October 16, 2012. 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 Luxembourg 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 & 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.

Details of past and future performance of the Underlying Assets and their volatility can be obtained from Bloomberg pages UKGATR <Index>, UKX <Index> and DJUBS <Index> (or their successors thereto) for the UKGATR Index, the UKX Index and the DJUBS Index respectively, and from the Reuters pages .FTSE or .DJUBS (or their successors thereto) for the UKX Index and the DJUBS Index respectively. Past performance of an 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 the Underlying Assets 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.

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 their own expense whatever action is required to permit their 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 has been made by the Issuer (or on its behalf) for the Securities to be listed on the Official List and admitted to trading on the regulated market of the Luxembourg 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 Securities on the relevant stock exchange(s) over their entire lifetime. The Securities 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" 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

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| (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

Details of past and future performance of the Underlying Assets and their volatility can be obtained from Bloomberg pages UKGATR <Index>, UKX <Index> and DJUBS <Index> (or their successors thereto) for the UKGATR Index, the UKX Index and the DJUBS Index respectively, and from the Reuters pages .FTSE or .DJUBS (or their successors thereto) for the UKX Index and the DJUBS Index respectively. Past performance of an Underlying Asset is not an indication of the future performance of such Underlying Asset.

The value of the Certificates will depend on the Reference Price of the Underlying Assets on the Valuation Date, as determined by the Calculation Agent. See Contractual Terms and the Annexes for further details.

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

See also "Description of Certain 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(s) 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, September 24, 2012 and ending on, and including, October 16, 2012.
Offer Price:	The Issue Price, being GBP 1.00 per Certificate.
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 placer(s).</p> <p>The offer of the Certificates may be withdrawn in whole or in part at any time 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 and date in 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 with relation to the Certificates referred to herein to permit a public offering of such Certificates in any jurisdiction other than the Public Offer Jurisdiction.
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Following approval of the Base Prospectus dated June 26, 2012 (as supplemented up to, and including, the Issue Date) (the "**Base Prospectus**") and notification of the Base Prospectus (as 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.

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:	Merchant Capital, of 34 Lime Street, London EC3M 7AT, United Kingdom.
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Consent to use the Base Prospectus

Identity of financial intermediary(ies) that are allowed to use the Base Prospectus:	Merchant Capital, of 34 Lime Street, London EC3M 7AT, United Kingdom, has the Issuer's consent to use the Base Prospectus.
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Offer period during which subsequent resale or final placement of Notes by financial intermediaries can be made:	The Offer Period.
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Conditions attached to the consent:	The financial intermediary named above (i) has the Issuer's consent to use the Base Prospectus in respect of offers of the Securities made in the Public Offer Jurisdiction provided that it complies with all applicable laws and regulations; and (ii) has the Issuer's consent to use the Base Prospectus in respect of private placements of the Securities that do not subject the Issuer or any affiliate of the Issuer to any additional obligation to make any filing, registration, reporting or similar requirement with any financial regulator or other
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governmental or quasi governmental authority or body or securities exchange, or subject any officer, director or employee of the Issuer or any affiliate of the Issuer to personal liability, where such private placements are conducted in compliance with the applicable laws of the relevant jurisdictions thereof.

ANNEX A

INFORMATION RELATING TO THE UNDERLYING ASSETS

UKX Index

Information on the UKX Index and its Index Sponsor can be found at the following websites: <http://www.ftse.com/> and <http://www.londonstockexchange.com/home/homepage.htm> (but the information appearing on such websites does not form part of these Final Terms).

UKGATR Index

Information on the UKGATR Index and its Index Sponsor can be found at the following websites: <http://www.effas-ebc.org/> and <http://www.bloomberg.com/> (but the information appearing on such websites does not form part of these Final Terms).

DJUBS Index

THE INFORMATION INCLUDED HEREIN IS A SUMMARY OF THE INFORMATION RELATING TO THE COMMODITY INDEX (AS DEFINED BELOW). NEITHER THE ISSUER NOR THE GUARANTOR ACCEPTS RESPONSIBILITY IN RESPECT OF THE ACCURACY OR COMPLETENESS OF THE INFORMATION. INVESTORS SHOULD MAKE THEIR OWN INVESTMENT, HEDGING AND TRADING DECISIONS (INCLUDING DECISIONS REGARDING THE SUITABILITY OF INVESTMENT IN THE CERTIFICATES), BASED UPON THEIR OWN JUDGEMENT AND UPON ADVICE FROM SUCH ADVISERS AS SUCH INVESTORS DEEM NECESSARY AND NOT IN RELIANCE UPON ANY INFORMATION GIVEN HEREIN.

The Dow Jones-UBS Commodity IndexSM - Excess Return (the "**Commodity Index**")

Dow Jones & Company, Inc. and UBS Securities LLC, as the sponsors of the Commodity Index, reserve the right to make changes to the methodology of the Commodity Index, and any information regarding the Commodity Index set out herein may be subject to change without notice and might not be accurate after the date of this document. For more information on the Commodity Index, please refer to <http://www.djindexes.com/ubs/index.cfm?go=handbook>.

Additional information about the composition and calculation methodology of the Commodity Index, is available on the following website: www.djindexes.com. We are not incorporating by reference the website or any material it includes into this document.

ANNEX B

INDEX DISCLAIMERS

UKX Index

These Securities are not in any way sponsored, endorsed, sold or promoted by FTSE International Limited ("FTSE") or by The London Stock Exchange Plc (the "**Exchange**") or by The Financial Times Limited ("**FT**") and none of FTSE or the Exchange or FT makes any warranty or representation whatsoever, expressly or impliedly, either as to the results to be obtained from the use of the UKX Index and/or the figure at which the UKX Index stands at any particular time on any particular day or otherwise. The UKX Index is compiled and calculated solely by FTSE. However, none of FTSE or the Exchange or FT shall be liable (whether in negligence or otherwise) to any person for any error in the UKX Index and none of FTSE or the Exchange or FT shall be under any obligation to advise any person of any error therein.

UKGATR Index

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DJUBS Index

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These Final Terms relates only to the Securities and do not relate to the exchange-traded physical commodities underlying any of the Dow Jones-UBS Commodity IndexSM components. Purchasers of the Securities should not conclude that the inclusion of a futures contract in the Dow Jones-UBS Commodity IndexSM is any form of investment recommendation of the futures contract or the underlying exchange-traded physical commodity by Dow Jones, UBS AG, UBS Securities, CME Indexes or any of their subsidiaries or affiliates. The information in this document regarding the Dow Jones-UBS Commodity IndexSM components has been derived solely from publicly available documents. None of Dow Jones, UBS AG, UBS Securities, CME Indexes or any of their subsidiaries or affiliates has made any due diligence inquiries with respect to the Dow Jones-UBS Commodity IndexSM components in connection with the Securities. None of Dow Jones, UBS AG, UBS Securities, CME Indexes or any of their subsidiaries or affiliates makes any representation that these publicly available documents or any other publicly available information regarding the Dow Jones-UBS Commodity IndexSM components, including without limitation a description of factors that affect the prices of such components, are accurate or complete.

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SUPPLEMENT(S) TO THE BASE PROSPECTUS

The Base Prospectus dated June 26, 2012 has been supplemented by the following Supplement(s):

Supplement	Date
Supplement No. 1	July 25, 2012
Supplement No. 2	August 13, 2012