

Final Terms dated October 24, 2012

**GOLDMAN SACHS INTERNATIONAL**

**Programme for the issuance of Warrants, Notes and Certificates**

**Issue of up to EUR 25'000'000 Six-Year EUR Call Certificates on a US Share Basket, due December 14, 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 by GSG pursuant to a guaranty (the "Guaranty") and the Guaranty will rank *pari passu* with all other unsecured and unsubordinated indebtedness of GSG.

**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>	FI4000049036	<b>Offer Period</b>	The period commencing on, and including, October 24, 2012 and ending on, and including, November 20, 2012
<b>Common Code</b>	068773822		
<b>Valor</b>	19536091	<b>Initial Valuation Date</b>	November 26, 2012
<b>Settlement Currency</b>	EUR	<b>Issue Date</b>	December 14, 2012
<b>Aggregate Nominal Amount</b>	Up to EUR 25'000'000	<b>Maturity Date</b>	December 14, 2018
<b>Nominal</b>	EUR 1'000	<b>Valuation Dates</b>	May 26, 2017, June 26, 2017, July 26, 2017, August 28, 2017, September 26, 2017, October 26, 2017, November 27, 2017, December 26, 2017, January 26, 2018, February 26, 2018, March 26, 2018, April 26, 2018, May 29, 2018, June 26, 2018, July 26, 2018, August 27, 2018, September 26, 2018, October 26, 2018 and November 26, 2018
<b>Issue Price</b>	110 per cent. of the Aggregate Nominal Amount	<b>Final Valuation Date</b>	The Valuation Date scheduled to fall on November 26, 2018
<b>Underlying Assets</b>	The Shares and the EUR/USD FX Rate	<b>Reference Price</b>	In respect of each Share and any relevant day, the official closing price of such Share on the Exchange for such Share (as specified in the Share Table on page 3) on such day
<b>Protection Level</b>	100 per cent. (expressed as 1)	<b>Reference Price (Final)</b>	In respect of a Share, the arithmetic mean of the Reference Price of such Share on each of the Valuation Dates
<b>Participation*</b>	A percentage (expressed, for the purposes of calculation, as a decimal) determined by the Issuer on the Initial Valuation Date based on market conditions (including the prices of the Shares at such time), which is expected as of the date of these Final Terms to be 200 per cent. (expressed as 2), but may be lower than this but which will not be less than 160 per cent. (expressed as 1.6)	<b>Weighted Performance</b>	In respect of each Share, an amount determined by the Calculation Agent as the <i>product</i> of (i) the Weighting of such Share, <i>multiplied</i> by (ii) the <i>quotient</i> of (a) the Reference Price (Final) of such Share, <i>divided</i> by (b) the Reference Price (Initial) of such Share

<b>EUR/USD FX Rate</b>	In respect of any relevant day, the fixing rate of the EUR/USD exchange rate, expressed as the amount of USD per EUR 1.00, published by the European Central Bank at or around 2.15 p.m., Frankfurt time, on such day, as published on Reuters Screen "EURUSDREF="	<b>Reference Price (Initial)*</b>	In respect of a Share, the Reference Price of such Share on the Initial Valuation Date (as specified in the Share Table on page 3)
<b>Share</b>	The common stock of each Share Issuer (as specified in the Share Table on page 3) (collectively, the "Shares")	<b>FX (Initial)*</b>	The EUR/USD FX Rate in respect of the Adjusted Initial FX Valuation Date (as defined in these Final Terms), as determined by the Calculation Agent
<b>Weighting</b>	In respect of each Share, 0.1	<b>FX (Final)</b>	The EUR/USD FX Rate in respect of the Adjusted Final FX Valuation Date (as defined in these Final Terms), as determined by the Calculation Agent

**CALCULATION OF SETTLEMENT AMOUNT AT MATURITY**

Unless your Certificates are exercised early, adjusted, or purchased and cancelled, in each case in accordance with the Conditions, you will receive the Settlement Amount on the Maturity Date for each Certificate (of the Nominal) that you hold, which shall be an amount in the Settlement Currency equal to the *product* of (i) the Nominal, *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 Basket Performance *minus* one (1), and further *multiplied* by (III) the *quotient* of (A) the FX (Initial), *divided* by (B) the FX (Final). The Basket Performance equals the aggregate of the Weighted Performance of each Share.

**No interest is payable under the Certificates.**

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

\*The Reference Price (Initial), the FX (Initial) and the Participation will be fixed on the Initial Valuation Date (being November 26, 2012) and will be made available on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)) on or after such date (and for the avoidance of doubt, no supplement to these Final Terms or the Base Prospectus will be published in relation thereto).

Share Table					
Share Issuer	Bloomberg Ticker	Reuters Code	ISIN	Exchange	Reference Price (Initial)*
International Business Machines Corporation	IBM UN <Equity>	IBM.N	US4592001014	New York Stock Exchange	The Reference Price of the Share on the Initial Valuation Date
McDonald's Corporation	MCD UN <Equity>	MCD.N	US5801351017	New York Stock Exchange	The Reference Price of the Share on the Initial Valuation Date
Pfizer Inc.	PFE UN <Equity>	PFE.N	US7170811035	New York Stock Exchange	The Reference Price of the Share on the Initial Valuation Date
The Procter & Gamble Company	PG UN Equity	PG.N	US7427181091	New York Stock Exchange	The Reference Price of the Share on the Initial Valuation Date
PepsiCo, Inc.	PEP UN <Equity>	PEP.N	US7134481081	New York Stock Exchange	The Reference Price of the Share on the Initial Valuation Date
Johnson & Johnson	JNJ UN <Equity>	JNJ.N	US4781601046	New York Stock Exchange	The Reference Price of the Share on the Initial Valuation Date
H.J. Heinz Company	HNZ UN <Equity>	HNZ.N	US4230741039	New York Stock Exchange	The Reference Price of the Share on the Initial Valuation Date
Mondelēz International, Inc.	MDLZ UQ <Equity>	MDLZ.OQ	US6092071058	NASDAQ Global Select Market	The Reference Price of the Share on the Initial Valuation Date
Kimberly-Clark Corporation	KMB UN <Equity>	KMB.N	US4943681035	New York Stock Exchange	The Reference Price of the Share on the Initial Valuation Date
Colgate-Palmolive Company	CL UN <Equity>	CL.N	US1941621039	New York Stock Exchange	The Reference Price of the Share on the Initial Valuation Date

## SCENARIO ANALYSIS

**THE SCENARIOS AND FIGURES PRESENTED BELOW ARE FOR ILLUSTRATIVE PURPOSES ONLY. THE SETTLEMENT AMOUNT IN RESPECT OF EACH CERTIFICATE (OF THE NOMINAL) 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 Certificate is EUR 1'000, the Aggregate Nominal Amount is up to EUR 25'000'000 and the Issue Price is 110 per cent. (110%) of the Aggregate Nominal Amount.

**Only for the purposes of this Scenario Analysis, the Participation is assumed to be 160 per cent. (expressed as 1.6). The actual Participation will be determined by the Calculation Agent in its sole and absolute discretion on or around the Initial Valuation Date (being November 26, 2012) in accordance with the Conditions and these Final Terms.**

### **Scenario 1**

**The Basket Performance is equal to one. The FX (Final) is equal to the FX (Initial).**

The Settlement Amount payable per Certificate (of the Nominal) on the Maturity Date will be equal to 100 per cent. of the Nominal, i.e., EUR 1'000. **In this scenario, an investor who purchased the Certificates at the Issue Price will sustain a partial loss of the amount invested in the Certificates.**

### **Scenario 2**

**The Basket Performance is equal to 1.0625. The FX (Final) is equal to the FX (Initial).**

The Settlement Amount payable per Certificate (of the Nominal) on the Maturity Date will be equal to 110 per cent. of the Nominal, i.e., EUR 1'100.

### **Scenario 3**

**The Basket Performance is equal to 1.1. The FX (Final) is equal to the FX (Initial).**

The Settlement Amount payable per Certificate (of the Nominal) on the Maturity Date will be 116 per cent. of the Nominal, i.e., EUR 1'160.

### **Scenario 4**

**The Basket Performance is equal to 1.1. The FX (Final) is equal to 160 per cent. of the FX (Initial).**

The Settlement Amount payable per Certificate (of the Nominal) on the Maturity Date will be 110 per cent. of the Nominal, i.e., EUR 1'100.

### **Scenario 5**

**The Basket Performance is equal to 1.1. The FX (Final) is equal to 80 per cent. of the FX (Initial).**

The Settlement Amount payable per Certificate (of the Nominal) on the Maturity Date will be 120 per cent. of the Nominal, i.e., EUR 1'200.

### **Scenario 6**

**The Basket Performance is equal to 1.1. The FX (Final) is equal to 50 per cent. of the FX (Initial).**

The Settlement Amount payable per Certificate (of the Nominal) on the Maturity Date will be 132 per cent. of

the Nominal, i.e., EUR 1'320.

**Scenario 7**

**The Basket Performance is zero. The FX (Final) is equal to the FX (Initial).**

The Settlement Amount payable per Certificate (of the Nominal) on the Maturity Date will be 100 per cent. of the Nominal, i.e., EUR 1'000. **In this scenario, an investor who purchased the Certificates at the Issue Price will sustain a partial loss of 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 Directive 2003/71/EC (as amended by Directive 2010/73/EU, 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, December 14, 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](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. These Final Terms are available for viewing at [www.bourse.lu](http://www.bourse.lu).

1. (i) **Issuer:** Goldman Sachs International.
- (ii) **Guarantor:** The Goldman Sachs Group, Inc.
2. (i) **ISIN:** FI4000049036.
- (ii) **Common Code:** 068773822.
- (iii) **Valor:** 19536091.
- (iv) **Tranche Number:** One.
- (v) **PIPG Tranche Number:** 26209.
3. **Settlement Currency(ies):** "EUR" shall be as defined at page 5 of the Base Prospectus.
4. **Aggregate Nominal Amount of Certificates in the Series:**
  - (i) **Series:** Up to EUR 25'000'000.

- (ii) Tranche: Up to EUR 25'000'000. The final Aggregate Nominal Amount of Certificates to be issued under this Tranche will be determined by the Issuer on or around the Initial Valuation Date.
5. **Issue Price:** 110 per cent. (110%) of the Aggregate Nominal Amount.
- Where "**Aggregate Nominal Amount**" means up to EUR 25'000'000.
6. **Inducements, commissions and/or other fees:** A selling commission of up to approximately 5.45 per cent (5.45%) of the Issue Price has been paid by the Issuer. Further details are available on request.
7. **Issue Date:** December 14, 2012.
8. **Maturity Date:** The Maturity Date shall be December 14, 2018 (the "**Scheduled Maturity Date**"), or, if later, the latest to occur of:
- (i) the Business Day on which the Euroclear Finland Registered Instruments shall be settled in accordance with Finnish Regulations; and
  - (ii) the number of Business Days equal to the Number of Settlement Period Business Days after the Adjusted Final FX Valuation Date.
- Where "**Number of Settlement Period Business Days**" means the number of Business Days which the Calculation Agent anticipates, as at the Strike Date, shall fall in the period commencing on, but excluding, November 26, 2018 and ending on, and including, the Scheduled Maturity Date, as determined by the Calculation Agent.
- The adjustment in paragraph (iii) of the definition of the "Maturity Date" in General Instrument Condition 2(a) shall not apply.
- The "**Strike Date**" is November 26, 2012.
9. **Underlying Assets:** The Shares (as defined in paragraph 34 below) and the FX Rate (as defined in paragraph 38 below), each, an "**Underlying Asset**", and, together, the "**Underlying Assets**".

## VALUATION PROVISIONS

10. **Valuation Date(s):** The Valuation Dates shall be:
- (i) in respect of each Share, each of May 26, 2017, June 26, 2017, July 26, 2017, August 28, 2017, September 26, 2017, October 26, 2017, November 27, 2017, December 26, 2017, January 26, 2018, February 26, 2018, March 26, 2018, April 26, 2018, May 29, 2018, June 26, 2018, July 26, 2018, August 27, 2018, September 26, 2018,

October 26, 2018 and November 26, 2018, in each case subject to adjustment in accordance with Share Linked Provision 1.5 (*Share Basket and Reference Dates – Common Scheduled Trading Day but Individual Disrupted Day*) (and the Valuation Date scheduled to fall on November 26, 2018 shall be the "**Final Valuation Date**"); and

- (ii) in respect of the FX Rate, the Latest Reference Date in respect of the Final Valuation Date (after all adjustments, if any, pursuant to the Share Linked Provisions), or, if such date is not a Publication Fixing Day, the earlier to occur of (a) the next following Publication Fixing Day, and (b) the twelfth (12<sup>th</sup>) Business Day following the Latest Reference Date in respect of the Final Valuation Date (after all adjustments, if any, pursuant to the Share Linked Provisions) (such day, following all such adjustments, if any, being the "**Adjusted Final FX Valuation Date**").

**11. Initial Valuation Date:**

The Initial Valuation Date shall be:

- (i) in respect of each Share, November 26, 2012, subject to adjustment in accordance with Share Linked Provision 1.5 (*Share Basket and Reference Dates – Common Scheduled Trading Day but Individual Disrupted Day*); and
- (ii) in respect of the FX Rate, the Latest Reference Date in respect of the Initial Valuation Date for the Shares (after all adjustments, if any, pursuant to the Share Linked Provisions), or, if such date is not a Publication Fixing Day, the earlier to occur of (a) the next following Publication Fixing Day, and (b) the twelfth (12<sup>th</sup>) Business Day following the Latest Reference Date in respect of the Initial Valuation Date (after all adjustments, if any, pursuant to the Share Linked Provisions) (such day, following all such adjustments, if any, being the "**Adjusted Initial FX Valuation Date**").

**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:** The Settlement Amount payable in respect of each Certificate (of the Nominal) shall be an amount in the Settlement Currency determined by the Calculation Agent in accordance with the following formula.

$$N \times \left\{ PL + \left[ P \times \text{Max}(0; BP - 1) \times \frac{FX(\text{Initial})}{FX(\text{Final})} \right] \right\}$$

Where:

**"Basket Performance"** or **"BP"** means the aggregate of the Weighted Performance of each Share.

**"FX (Final)"** means the FX Rate in respect of the Adjusted Final FX Valuation Date, as determined by the Calculation Agent.

**"FX (Initial)"** means the FX Rate in respect of the Adjusted Initial FX Valuation Date, as determined by the Calculation Agent, and made available on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)) on or after such date (and for the avoidance of doubt, no supplement to these Final Terms or the Base Prospectus will be published in relation thereto).

**"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.

**"Nominal"** or **"N"** means EUR 1'000 (or, if less, its outstanding nominal amount).

**"Participation"** or **"P"** means a percentage (expressed, for the purposes of calculation, as a decimal) determined by the Issuer on the Initial Valuation Date based on market conditions (including the prices of the Shares at such time) and made available on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)) on or after such date (and for the avoidance of doubt, no supplement to these Final Terms or the Base Prospectus will be published in relation thereto), which is expected as of the date of these Final Terms to be 200 per cent. (expressed as 2), but may be lower than this but which will not be less than 160 per cent. (expressed as 1.6).

**"Protection Level"** or **"PL"** means 100 per cent. (expressed as 1).

**"Reference Price"** means, in respect of a Share and any relevant day, the official closing price on the Exchange of such

Share on such day, as determined by the Calculation Agent.

**"Reference Price (Final)" or "RP (Final)"** means, in respect of a Share, the arithmetic mean of the Reference Price of such Share on each of the Valuation Dates, as determined by the Calculation Agent.

**"Reference Price (Initial)" or "RP (Initial)"** means, in respect of a Share, the Reference Price of such Share on the Initial Valuation Date, as determined by the Calculation Agent, and made available on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)) on or after such date (and for the avoidance of doubt, no supplement to these Final Terms or the Base Prospectus will be published in relation thereto).

**"USD"** or **"U.S.\$"** means the United States dollar.

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

$$W \times \frac{RP \text{ (Final)}}{RP \text{ (Initial)}}$$

**"Weighting"** or **"W"** means, in respect of each Share, 0.1.

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

#### **EXERCISE PROVISIONS**

- |  |   |
|--|---|
| 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>                | The Adjusted Final FX Valuation Date, provided that 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. |
| 25. <b>Automatic Exercise:</b>             | Yes – General Instrument Condition 7(k) is applicable, save that General Instrument Condition 7(k)(iii) is not applicable.  |
| 26. <b>Multiple Exercise:</b>              | Not Applicable.   |

27. **Minimum Exercise Number:** Not Applicable.
28. **Permitted Multiple:** Not Applicable.
29. **Maximum Exercise Number:** Not Applicable.
30. **Strike Price:** Not Applicable.
31. **Yield or Share Certificates:** Not Applicable.
32. **Closing Value:** Not Applicable.

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

33. **Type of Certificates:** The Certificates are Share Linked Instruments and FX Linked Instruments – the Share Linked Provisions and the FX Linked Provisions are applicable.
34. **Share Linked Instruments:** Applicable.
- (i) **Single Share or Share Basket:** Share Basket.
- (ii) **Name of Share(s):** The common stock of:
- (i) International Business Machines Corporation (*Bloomberg Ticker: IBM UN <Equity>; Reuters Code: IBM.N; ISIN: US4592001014*);
  - (ii) McDonald's Corporation (*Bloomberg Ticker: MCD UN <Equity>; Reuters Code: MCD.N; ISIN: US5801351017*);
  - (iii) Pfizer Inc. (*Bloomberg Ticker: PFE UN <Equity>; Reuters Code: PFE.N; ISIN: US7170811035*);
  - (iv) The Procter & Gamble Company (*Bloomberg Ticker: PG UN <Equity>; Reuters Code: PG.N; ISIN: US7427181091*);
  - (v) PepsiCo, Inc. (*Bloomberg Ticker: PEP UN <Equity>; Reuters Code: PEP.N; ISIN: US7134481081*);
  - (vi) Johnson & Johnson (*Bloomberg Ticker: JNJ UN <Equity>; Reuters Code: JNJ.N; ISIN: US4781601046*);
  - (vii) H.J. Heinz Company (*Bloomberg Ticker: HNZ UN <Equity>; Reuters Code: HNZ.N; ISIN: US4230741039*);
  - (viii) Mondelēz International, Inc. (*Bloomberg Ticker: MDLZ UQ <Equity>; Reuters Code: MDLZ.OQ; ISIN:*

US6092071058) (the "MDLZ Share");

(ix) Kimberly-Clark Corporation (*Bloomberg Ticker: KMB UN <Equity>; Reuters Code: KMB.N; ISIN: US4943681035*); and

(x) Colgate-Palmolive Company (*Bloomberg Ticker: CL UN <Equity>; Reuters Code: CL.N; ISIN: US1941621039*)

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

- (iii) Exchange(s): In respect of:
- (i) each Share (other than the MDLZ Share), the New York Stock Exchange; and
  - (ii) the MDLZ Share, the NASDAQ Global Select Market.
- (iv) Related Exchange(s): In respect of each Share, All Exchanges.
- (v) Options Exchange: In respect of each Share, Related Exchange.
- (vi) Valuation Time: In respect of each Share, as specified in Share Linked Provision 8 (*Definitions*).
- (vii) Market Disruption Events: In respect of each Share, as specified in Share Linked Provision 8 (*Definitions*).
- (viii) Single Share and Reference Dates – Consequences of Disrupted Days: Not Applicable.
- (ix) Single Share and Averaging Reference Dates – Consequences of Disrupted Days: Not Applicable.
- (x) Share Basket and Reference Dates – Basket Valuation (Individual Scheduled Trading Day and Individual Disrupted Day): Not Applicable.
- (xi) Share Basket and Averaging Reference Dates – Basket Valuation (Individual Scheduled Trading Day and Individual Disrupted Day): Not Applicable.
- (xii) Share Basket and Reference Dates – Basket Valuation (Common Scheduled Trading Day and Individual Disrupted Day): Applicable in respect of the Initial Valuation Date and each Valuation Date for the Shares in the Share Basket – as specified in Share Linked Provision 1.5 (*Share Basket and*

Day but Individual Disrupted Day):	<i>Reference Dates – Common Scheduled Trading Day but Individual Disrupted Day).</i>
(a) Maximum Days of Disruption:	As specified in Share Linked Provision 8 ( <i>Definitions</i> ).
(b) No Adjustment:	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) Additional Disruption Events:	Not Applicable.
(xix) Correction of Share Price:	Applicable.
(xx) Correction Cut-off Date:	In respect of each Share, the Initial Valuation Date and each Valuation Date, the sixth Business Day prior to the Maturity Date.
(xxi) Depository Receipts Provisions:	Not Applicable.
(xxii) Dividend Amount Provisions:	Not Applicable.
35. <b>Index Linked Instruments:</b>	Not Applicable.
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>	Applicable.
(i) Single FX Rate or FX Rate Basket:	Single FX Rate.
(ii) Name of FX Rate(s):	The " <b>FX Rate</b> ", in respect of any relevant day, shall be the fixing rate of the EUR/USD exchange rate, expressed as the amount of USD per EUR 1.00, published by the Fixing Price Sponsor as of the Valuation Time on such day, as published on Reuters Screen "EURUSDREF=" for such day. See the Annex

(Information relating to the Underlying Assets) hereto for further information on the FX Rate.

- (iii) Fixing Day: Each Publication Fixing Day.
  - (iv) Fixing Price Sponsor: European Central Bank.
  - (v) Valuation Time: In respect of any relevant date, at or around 2.15 p.m., Frankfurt time (or such other time as the fixing rate of the FX Rate is published on such date, as determined by the Calculation Agent).
  - (vi) Single FX Rate and Reference Dates – Consequences of non-Fixing Days: Applicable in respect of the Initial Valuation Date and the Final Valuation Date for the Shares in the Share Basket – provided that each reference in FX Linked Provision 1.1 (*Single FX Rate and Reference Dates*) to "Scheduled Reference Date" in respect of the (i) Initial Valuation Date shall be replaced by a reference to the "Adjusted Initial FX Valuation Date", and (ii) Final Valuation Date shall be replaced by a reference to the "Adjusted Final FX Valuation Date".
    - (a) Maximum Days of Postponement: Not Applicable.
    - (b) No Adjustment: Applicable.
  - (vii) Single FX Rate and Averaging Reference Dates – Consequences of non-Fixing Days: Not Applicable.
  - (viii) FX Rate Basket and Reference Dates – Individual Fixing Day: Not Applicable.
  - (ix) FX Rate Basket and Averaging Reference Dates – Individual Fixing Day: Not Applicable.
  - (x) FX Rate Basket and Reference Dates – Common Fixing Day: Not Applicable.
  - (xi) Observation Period: Not Applicable.
39. **Inflation Linked Instruments:** Not Applicable.
40. **Other Variable Linked Instruments:** Not Applicable.

#### GENERAL PROVISIONS APPLICABLE TO THE CERTIFICATES

- 41. **FX Disruption Event/CNY FX Disruption Event:** Not Applicable.
- 42. **Additional Business Centre(s):** For the avoidance of doubt, TARGET.

43. **Form of Certificates:** Euroclear Finland Registered Instruments.
44. **Minimum Trading Number:** One (corresponding to a nominal amount of EUR 1'000).
45. **Permitted Trading Multiple:** One (corresponding to a nominal amount of EUR 1'000).
46. **Date approval for issuance of Instruments obtained:** Not Applicable.
47. **Other final terms:** Not Applicable.

## DISTRIBUTION

48. **Method of distribution:** Non-syndicated.
- (i) If syndicated, names and addresses of Managers and underwriting commitments: Not Applicable.
- (ii) Date of Subscription Agreement: Not Applicable.
- (iii) Stabilising Manager(s) (if any): Not Applicable.
- (iv) If non-syndicated, name and address of Dealer: Goldman Sachs International of Peterborough Court, 133 Fleet Street, London EC4A 2BB, England.
49. **Additional selling restrictions:** Not Applicable.
50. **Non-exempt Offer:** An offer of the Certificates may be made by the placers other than pursuant to Article 3(2) of the Prospectus Directive in Republic of Finland ("**Public Offer Jurisdiction**") during the period commencing on, and including, October 24, 2012 and ending on, and including, November 20, 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 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.

The information set out in the Annex (*Information relating to the Underlying Assets*) has been extracted from the sources specified therein. The Issuer confirms that such information has been accurately reproduced and

that, so far as it is aware, and is able to ascertain from information published by such sources, no facts have been omitted which would render the reproduced information inaccurate or misleading.

**Information about the past and further performance of the Shares and their volatility can be obtained from the Reuters screens or Bloomberg pages (or their successors) as specified in the Share Table relating to the Underlying Assets on page 3 of this document. Information on the FX Rate can be found on Reuters Screen "EURUSDREF=". Past performance of the Underlying Assets is not an indication of the future performance of the Underlying Assets.**

**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.**

**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 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. 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

- (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): Euroclear Finland System.

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, October 24, 2012 and ending on, and including, November 20, 2012.
Offer Price:	Issue Price, being 110 per cent. (110%) of the Aggregate Nominal Amount.
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.</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:	Not Applicable.
Description of possibility to reduce subscription and manner for refunding excess amount paid by applicant:	Not Applicable.
Details of the minimum and/or maximum amount of application:	Not Applicable.
Details of the method and time limits for paying up and delivering the Certificates:	The Certificates will be issued on the Issue Date against payment to the Issuer of the net subscription moneys.
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 June 26, 2012 (the "<b>Base Prospectus</b>") (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, December 14, 2012), and notification of the Base Prospectus (as supplemented) to the Finnish Financial Supervisory Authority (<i>Finanssivalvonta</i></p>

*Finansinspektionen*), 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. 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.

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.

Amount of any expenses and taxes specifically charged to the subscriber or purchaser: Please refer to "Finnish Tax Considerations" in the section entitled "Taxation" in the Base Prospectus.

Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place: Garantum Fondkommission AB  
Norrholmstorg 16  
Box 7364  
103 90 Stockholm.

### **Consent to use the Base Prospectus**

Identity of financial intermediary(ies) that are allowed to use the Base Prospectus: Garantum Fondkommission AB of Norrmalmstorg 16, Box 7364, 103 90 Stockholm has the Issuer's consent to use the Base Prospectus.

Offer period during which subsequent resale or final placement of Instruments by financial intermediaries can be made: The Offer Period.

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 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**

### **INFORMATION RELATING TO THE UNDERLYING ASSETS**

Information on each Share (other than the MDLZ Share) and the issuers of such Share can be obtained from <http://www.nyse.com> and information on the MDLZ Share can be obtained from <http://www.nasdaq.com> (but the information appearing on such websites does not form part of these Final Terms).

Information on the FX Rate can be found on Reuters Screen "EURUSDREF=".

## **SUPPLEMENT(S) TO THE BASE PROSPECTUS**

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

<b>Supplement</b>	<b>Date</b>
Supplement No. 1	July 25, 2012
Supplement No. 2	August 13, 2012
Supplement No. 3	October 12, 2012
Supplement No. 4	October 18, 2012