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

FORM 8-K

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

Date of Report (Date of earliest event reported): September 18, 2018

THE GOLDMAN SACHS GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

No. 001-14965
(Commission
File Number)

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

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

10282
(Zip Code)

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

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

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

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

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events.

On September 18, 2018, The Goldman Sachs Group, Inc. (the “Company”) announced the commencement of a tender offer to purchase for cash any and all outstanding (i) \$2,500,000,000 principal amount of its 2.625% Notes due January 2019 (CUSIP No. 38145XAA1), (ii) \$3,000,000,000 principal amount of its 7.50% Notes due February 2019 (CUSIP No. 38141EA25) and (iii) \$2,350,000,000 principal amount of its 6.125% Notes due February 2033 (CUSIP No. 38141GCU6). A copy of the Company’s press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated into this Item 8.01 by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

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

99.1 [Press Release of the Company issued September 18, 2018.](#)

SIGNATURE

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

THE GOLDMAN SACHS GROUP, INC.
(Registrant)

Date: September 18, 2018

By /s/ Kenneth L. Josselyn

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

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

GOLDMAN SACHS ANNOUNCES
TENDER OFFER FOR ANY AND ALL OF
ITS 2.625% NOTES DUE JANUARY 2019,
7.50% NOTES DUE FEBRUARY 2019 AND
6.125% NOTES DUE FEBRUARY 2033



NEW YORK, September 18, 2018 — The Goldman Sachs Group, Inc. (NYSE: GS) (the “Company”) today announced the commencement of a tender offer (the “Offer”) to purchase for cash any and all of the outstanding (i) \$2,500,000,000 principal amount of its 2.625% Notes due January 2019 (the “2.625% Notes”), (ii) \$3,000,000,000 principal amount of its 7.50% Notes due February 2019 (together with the 2.625% Notes, the “Fixed Price Securities”) and (iii) \$2,350,000,000 principal amount of its 6.125% Notes due February 2033 (the “Fixed Spread Securities” and, together with the Fixed Price Securities, the “Securities”). The Offer is subject to the terms and conditions set forth in the related Offer to Purchase, dated September 18, 2018 (the “Offer to Purchase”) and the related notice of guaranteed delivery.

The Offer is scheduled to expire at 5:00 p.m., New York City time, on Monday, September 24, 2018, unless extended or earlier terminated by The Goldman Sachs Group, Inc. (such date and time, as the same may be extended, the “Expiration Time”). Tendered Securities may be withdrawn at any time at or prior to the Expiration Time. It is expected that payment for Securities tendered at or prior to the Expiration Time, including Securities tendered using the guaranteed delivery procedures, will be made on September 27, 2018 (the “Settlement Date”).

The “Total Consideration” for each \$1,000 principal amount of Fixed Price Securities tendered and accepted for purchase pursuant to the Offer will be the amount set forth in the table below. The “Total Consideration” for each \$1,000 principal amount of Fixed Spread Securities tendered and accepted for purchase pursuant to the Offer will be determined in the manner described in the Offer to Purchase by reference to the fixed spread specified in the table below over the yield (the “Reference Yield”) based on the bid-side price of the U.S. Treasury Security specified in the table below, as calculated by Goldman Sachs & Co. LLC at 2:00 p.m., New York City time, on September 24, 2018. Holders whose Securities are accepted for purchase pursuant to the Offer will also receive accrued and unpaid interest on their purchased Securities from the last interest payment date for the Securities to, but excluding, the Settlement Date.

Title of Securities	CUSIP Number	Outstanding Principal Amount (millions)	Fixed Spread Securities			Hypothetical Total Consideration (1)(2)(3)	Fixed Price Securities
			Fixed Spread (Basis Points)	Reference U.S. Treasury Security	Bloomberg Reference Page		Total Consideration (1)(3)
2.625% Notes due January 2019	38145XAA1	\$ 2,500	—	—	—	—	\$ 1,001.20
7.50% Notes due February 2019	38141EA25	\$ 3,000	—	—	—	—	\$ 1,019.75
6.125% Notes due February 2033	38141GCU6	\$ 2,350	+135 bps	2.875% due August 15, 2028	FIT1	\$ 1,188.97	—

(1) Per \$1,000 principal amount of Securities.

(2) The hypothetical Total Consideration for Fixed Spread Securities validly tendered and accepted for purchase is calculated using the Fixed Spread and assuming the Repurchase Yield (as defined in the Offer to Purchase) had been measured at 2:00 p.m., New York City time, on September 17, 2018.

(3) In addition to the Total Consideration, Holders whose Securities are accepted for payment pursuant to the Offer, including Securities tendered by guaranteed delivery, will be paid accrued and unpaid interest on the Securities to, but excluding, the Settlement Date.

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

The Goldman Sachs Group, Inc. has retained Goldman Sachs & Co. LLC to act as the dealer manager (the “Dealer Manager”) for the Offer. Global Bondholder Services Corporation will act as the Information Agent and Depositary for the Offer. Questions regarding the terms of the Offer should be directed to Goldman Sachs & Co. LLC at (800) 828-3182 (toll-free) or (212) 902-6351 (collect). Requests for documentation and any questions regarding procedures for tendering Notes should be directed to Global Bondholder Services Corporation at (866) 924-2200 (toll-free) or (212) 430-3774 (collect) or by e-mail at contact@gbsc-usa.com.

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

Media Relations: Jake Siewert (212) 902-5400

Investor Relations: Heather Kennedy Miner (212) 902-0300

Dealer Manager

Goldman Sachs & Co. LLC
Liability Management Group
200 West Street
New York, NY 10282
(212) 902-6351
(800) 828-3182

Information Agent and Depositary

Global Bondholder Services Corporation
65 Broadway
Suite 404
New York, NY 10006
(212) 430-3774
(866) 924-2200

The Goldman Sachs Group, Inc. is a leading global investment banking, securities and investment management firm that provides a wide range of financial services to a substantial and diversified client base that includes corporations, financial institutions, governments and individuals. Founded in 1869, the firm is headquartered in New York and maintains offices in all major financial centers around the world.