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**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):  
December 19, 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.

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e) On December 19, 2018, the Board of Directors (Board) of The Goldman Sachs Group, Inc. (the Registrant or Goldman Sachs) approved a letter agreement between Goldman Sachs and Lloyd C. Blankfein, in connection with Mr. Blankfein's previously announced retirement and transition to Senior Chairman (the Agreement). The Agreement provides that Mr. Blankfein will become Senior Chairman of Goldman Sachs as of January 1, 2019. In this capacity, he will serve as a resource for both the Board and the firm's management, which may include providing advice, client outreach, performing speaking engagements on behalf of Goldman Sachs, office visits and other mutually agreed activities as appropriate.

Under the Agreement, while Mr. Blankfein serves as Senior Chairman, he will continue to receive benefits generally provided to the Registrant's Participating Managing Directors. Mr. Blankfein will not be an employee and will not receive any salary or incentive compensation. Additionally, the Board has determined that it is appropriate for security purposes for Mr. Blankfein to continue to use a firm-provided car and security driver through December 31, 2019.

The foregoing summary description of the Agreement is qualified in its entirety by reference to the full text of the agreement, a copy of which is attached as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

The following exhibit is being filed as part of this Current Report on Form 8-K:

10.1 [Agreement with Lloyd C. Blankfein, dated December 19, 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: December 21, 2018

By: /s/ Karen P. Seymour

Name: Karen P. Seymour

Title: Executive Vice President and General Counsel

December 19, 2018

Dear Lloyd,

This letter confirms the terms of your service as Senior Chairman of The Goldman Sachs Group, Inc.

1. *Duties.* As Senior Chairman, you will act as a resource for the Firm's management and Board, which may include advice, client outreach, speaking engagements and office visits, in each case as mutually agreed, and other mutually agreed activities as appropriate.

2. *Duration of Role.* Your role as Senior Chairman will begin on January 1, 2019. You and the Board will each have the right to terminate your role as Senior Chairman at any time.

3. *Resources and Benefits.* While you are Senior Chairman, you will receive office space and secretarial and information-technology support as appropriate and will be entitled to expense reimbursement and participation in benefits and perquisites specific to, and generally to the same extent as, the Firm's Participating Managing Directors (as may be modified from time to time). Additionally, for security purposes, you will continue to be provided with a car and security driver through December 31, 2019. You will not receive a separate retainer, fee or other compensation for your service as Senior Chairman.

4. *Other Agreements.* As Senior Chairman, you will no longer be an employee of the Firm and will not have authority to act for the Firm. However, your Covenants (as defined in your Agreement Relating to Noncompetition and Other Covenants with the Firm) will continue to apply during your service as Senior Chairman, and for this purpose, your "Date of Termination" will be the last day of your service as Senior Chairman and your "Notice Date" will be the date on which you or the Board notify the other of a termination of your role as Senior Chairman. Except as specifically described, this letter does not change any of the other agreements between you and the Firm.

The firm thanks you for your leadership and looks forward to your continued contribution.

Sincerely,

The Goldman Sachs Group, Inc.

[SIGNATURE PAGE FOLLOWS]

/s/ Karen P. Seymour

By: Karen P. Seymour

Title: Executive Vice President and General Counsel

I agree with and accept the  
foregoing terms.

/s/ Lloyd C. Blankfein

Lloyd C. Blankfein