

GOLDMAN SACHS GROUP INC  
Form SC 13D/A  
January 11, 2019

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

File No. 005-56295

-----  
SCHEDULE 13D/A  
(Rule 13d-101)

Amendment No. 97

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO  
RULE 13d-1(a) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(a)

The Goldman Sachs Group, Inc.  
(Name of Issuer)

Common Stock, par value \$.01 per share  
(Title of Class of Securities)

38141G 10 4  
(CUSIP Number)

Kenneth L. Josselyn  
The Goldman Sachs Group, Inc.  
200 West Street  
New York, New York 10282  
Telephone: (212) 902-1000

(Name, Address and Telephone Number of Persons Authorized to  
Receive Notices and Communications)

December 31, 2018  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G  
to report the acquisition that is the subject of this Schedule 13D, and is  
filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the  
following box .

(Continued on following pages)

CUSIP NO. 38141G 10 4

13D

-----  
1. NAMES OF REPORTING PERSONS: Each of the persons identified on Appendix A.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

As to a group consisting solely of Covered Persons/1/

(a)

As to a group consisting of persons other than Covered Persons

(b)

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3. SEC USE ONLY
- 
4. SOURCE OF FUNDS: OO and PF (Applies to each person listed on Appendix A.)
- 
5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) (Applies to each person listed on Appendix A.)
- 
6. CITIZENSHIP OR PLACE OF ORGANIZATION United States unless otherwise indicated on Appendix A.
- 
7. SOLE VOTING POWER: 0
- 
8. SHARED VOTING POWER (See Item 6) (Applies to each person listed on Appendix A.)
- |  |  |
|--|--|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 12,743,065 Voting Shares/2/ held by Covered Persons      |
|  | 1,472 Shared Ownership Shares held by Covered Persons/3/ |
|  | 3,982,615 Sixty Day Shares held by Covered Persons/4/    |
|  | 1,095,586 Other Shares held by Covered Persons/5/        |
- 
9. SOLE DISPOSITIVE POWER (See Item 6)
- |  |   |
|--|---|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | As to Voting Shares, less than 1%                                   |
|  | As to Shared Ownership Shares, Sixty Day Shares and Other Shares, 0 |
- 
10. SHARED DISPOSITIVE POWER (See Item 6):
- |  |  |
|--|--|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | As to Voting Shares, 0                                 |
|  | As to Shared Ownership Shares, less than 0.01%         |
|  | As to Sixty Day Shares and Other Shares, less than 1%. |
- 
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 
14. TYPE OF REPORTING PERSON
- 

- 1 For a definition of this term, please see Item 2.
- 2 For a definition of this term, please see Item 6.
- 3 "Shared Ownership Shares" are shares of Common Stock (other than Other Shares, as defined below) of which a Covered Person shares beneficial ownership with someone other than the Covered Person's spouse. Each Covered Person disclaims beneficial ownership of Shared Ownership Shares beneficially owned by each other Covered Person.
- 4 "Sixty Day Shares" are shares of Common Stock deemed to be beneficially owned under Rule 13d-3(d)(1) because a Covered Person has the right to acquire beneficial ownership within 60 days of the date hereof. See Annex B for a description of these shares. Upon acquisition by the Covered Person, these shares will become Voting Shares. Each Covered Person disclaims beneficial ownership of Sixty Day Shares beneficially owned by each other Covered Person.
- 5 "Other Shares" include: (i) 85,159 shares of Common Stock held by nine private charitable foundations established by nine Covered Persons; (ii) 1,010,069 shares of Common Stock held by certain family members of Covered Persons and by certain estate planning entities established by Covered Persons; and (iii) 358 shares of Common Stock held by the trust underlying The Goldman Sachs 401(k) Plan. Each Covered Person disclaims beneficial ownership of Other Shares beneficially owned by each other Covered Person, and each Covered Person disclaims beneficial ownership of all shares held by any private charitable foundation or any family member of a Covered Person.

## Appendix A

| ITEM 1<br>-----<br>Names of Reporting Persons<br>----- | ITEM 6<br>Citizenship<br>(United States<br>unless otherwise<br>indicated)<br>----- | ITEM 1<br>-----<br>Names of Reporting Persons<br>----- | ITEM 6<br>Citizenship<br>(United States<br>unless otherwise<br>indicated)<br>----- |
|--|--|--|--|
| Fadi Abuali  | Canada/Kuwait  | David Chou   | UK   |
| Charles F. Adams                                       |  | Gary W. Chropuvka                                      |  |
| Nicole Vijay Agnew                                     | Canada   | Thalia Chryssikou                                      | Greece   |
| Raanan A. Agus   |  | Massimiliano Ciardi                                    | Italy  |
| Philip S. Armstrong                                    | UK   | Kent A. Clark  | Canada/USA   |
| Aaron M. Arth  |  | Darren W. Cohen  |  |
| Armen A. Avanesians                                    |  | Stephanie E. Cohen                                     |  |
| Dean C. Backer   |  | Colin Coleman  | South Africa   |
| Charles Baillie  |  | Denis P. Coleman III                                   |  |
| Andrew J. Bagley                                       | UK   | Kathleen A. Connolly                                   |  |
| Vivek J. Bantwal                                       |  | Thomas G. Connolly                                     | Ireland/USA  |
| Jennifer A. Barbetta                                   |  | Karen R. Cook  | UK   |
| Steven K. Barg   |  | Kenneth W. Coquillet                                   |  |
| Thomas J. Barrett III                                  |  | Richard N. Cormack                                     | UK   |
| Jonathan Barry   |  | David Coulson  | USA/UK   |
| Steven M. Barry  |  | James V. Covello                                       |  |
| Stacy Bash-Polley                                      |  | Christopher A. Crampton                                |  |
| Gareth W. Bater  | UK   | Jeffrey R. Currie                                      |  |
| Jonathan Andrew Bagot<br>Bayliss                       | UK   | Michael D. Daffey                                      | Australia  |
| Gerard M. Beatty                                       |  | Canute H. Dalmasse                                     |  |
| Deborah R. Beckmann                                    |  | Anne Marie B. Darling                                  |  |
| Jonathan A. Beininger                                  |  | David H. Dase  |  |
| Heather Bellini  |  | Michael J. Daum  |  |
| Tracey E. Benford                                      |  | Jennifer L. Davis                                      |  |
| Philip R. Berlinski                                    | Belgium/USA  | Francois-Xavier de Mallmann                            | France/Switzerland   |
| Avanish R. Bhavsar                                     |  | Daniel L. Dees   |  |
| Michael Blum   |  | Adam R. Dell   |  |
| Stefan R. Bollinger                                    | Switzerland  | Massimo Della Ragione                                  | Italy  |
| Brian W. Bolster                                       |  | Olaf Diaz-Pintado                                      | Spain  |
| Jill A. Borst  |  | Joseph P. DiSabato                                     |  |
| William C. Bousquette, Jr.                             |  | Michele I. Docharty                                    |  |
| Sally A. Boyle   | UK   | Jeff Douthit   |  |
| Michael J. Brandmeyer                                  |  | Thomas M. Dowling                                      |  |
| Jason H. Brauth  |  | Robert Drake-Brockman                                  | UK   |
| Clarence K. Brenan                                     |  | Iain N. Drayton  | UK   |
| Samuel S. Britton                                      |  | Alessandro Dusi  | Italy  |
| Michael Bruun  | Denmark  | Kenneth M. Eberts III                                  |  |
| Steven M. Bunson                                       |  | David P. Eisman  |  |
| Wei Cai  | Hong Kong  | Charalampos Eliades                                    | Greece   |
| Philippe L. Camu                                       | Belgium  | James Ellery   | UK   |
| Tavis Cannell  | UK/Ireland   | Kathleen G. Elsesser                                   |  |
| Michael J. Carr  |  | Edward A. Emerson                                      | Argentina/UK   |
| David E. Casner  |  | James P. Esposito                                      |  |
| Kenneth Gerard Castelino                               | India  | Michael P. Esposito                                    |  |
| Christian Channell                                     | UK   | Carl Faker   | France/Lebanon   |
|  |  | Elizabeth C. Fascitelli                                |  |

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Sonjoy Chatterjee  
R. Martin Chavez  
Alex S. Chi

India

Stephan J. Feldgoise  
Patrick J. Fels  
Benjamin W. Ferguson

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| ITEM 1<br>-----<br>Names of Reporting Persons<br>----- | ITEM 6<br>Citizenship<br>(United States<br>unless otherwise<br>indicated) | ITEM 1<br>-----<br>Names of Reporting Persons<br>----- | ITEM 6<br>Citizenship<br>(United States<br>unless otherwise<br>indicated) |
|--|---|--|---|
| Carlos Fernandez-Aller                                 | Spain   | Peter Hermann  | Denmark   |
| Jonathan H. Fine                                       | UK/USA  | Edouard Hervey   | France  |
| Wolfgang Fink  | Germany   | Matthias Hieber  | Austria   |
| Samuel W. Finkelstein                                  |   | Charles P. Himmelberg                                  |   |
| Peter E. Finn  |   | Amanda S. Hindlian                                     |   |
| David A. Fishman                                       |   | Martin Hintze  | Germany   |
| Colleen A. Foster                                      |   | Kenneth L. Hirsch                                      |   |
| David A. Fox   |   | Kenneth W. Hitchner                                    |   |
| Sheara J. Fredman                                      |   | Dane E. Holmes   |   |
| Christopher G. French                                  | UK  | Ning Hong  | China   |
| David A. Friedland                                     |   | Harold P. Hope III                                     |   |
| Richard A. Friedman                                    |   | Ericka T. Horan  |   |
| Johannes P. Fritze                                     | Germany/USA   | Shin Horie   | Japan   |
| Benjamin M. Frost                                      |   | Russell W. Horwitz                                     |   |
| Andrew John Fry  | Australia   | James P. Houghton                                      | UK  |
| Dino Fusco   |   | Erdit F. Hoxha   | Albania/UK  |
| Jacques Gabillon                                       | France  | Pierre Hudry   | France  |
| Charlie H. Gailliot                                    |   | Kathleen Hughes  | Ireland/USA   |
| Christopher M. Gallea                                  |   | Ming Yunn Stephanie Hui                                | UK/Hong Kong  |
| Gonzalo R. Garcia                                      | Chile   | Irfan S. Hussain                                       | Pakistan  |
| James R. Garman  | UK  | Russell E. Hutchinson                                  | Canada/USA  |
| Gabriel Elliot Gelman                                  |   | Hidehiro Imatsu  | Japan   |
| Matthew R. Gibson                                      |   | Timothy J. Ingrassia                                   |   |
| Jeffrey M. Gido  |   | Omer Ismail  | USA/Pakistan  |
| Gary T. Giglio   |   | William L. Jacob III                                   |   |
| Nick V. Giovanni                                       |   | Nitin Jindal   | India   |
| Joshua Glassman  |   | Christian W. Johnston                                  | Australia   |
| John L. Glover III                                     |   | Andrew J. Jonas  |   |
| Justin G. Gmelich                                      |   | Adrian M. Jones  | Ireland   |
| Richard J. Gnodde                                      | Ireland/South<br>Africa   | Eric S. Jordan   |   |
|  | Canada  | Roy R. Joseph  | Guyana  |
| Cyril J. Goddeeris                                     |   | Andrew J. Kaiser                                       |   |
| Jeffrey B. Goldenberg                                  |   | Etsuko Kanayama  | Japan   |
| Alexander S. Golten                                    | UK  | Vijay M. Karnani                                       | India   |
| Court E. Golumbic                                      |   | Alan S. Kava   |   |
| Parneswaran Gopikrishnan                               | India   | Geraldine Keefe  | UK/Spain  |
| Andrew M. Gordon                                       |   | Andre Helmut Kelleners                                 | Germany   |
| Sarah J. Gray  | UK  | Kevin G. Kelly   |   |
| Michael J. Graziano                                    |   | Christopher Keogh                                      |   |
| Nishi Grose  | UK  | Aasem G. Khalil  |   |
| Bradley J. Gross                                       | UK/USA  | Tammy A. Kiely   |   |
| Peter Gross  |   | John J. Kim  |   |

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|                        |         |                          |            |
|------------------------|---------|--------------------------|------------|
| Anthony Gutman         | UK/USA  | Robert C. King, Jr.      |            |
| Carey Halio            |         | Shigeki Kiritani         | Japan      |
| Elizabeth M. Hammack   |         | Marie Louise Kirk        | Denmark    |
| David Hammond          |         | Maxim B. Klimov          | Ukraine    |
| Joanne Hannaford       | UK      | Kathryn A. Koch          | US/UK      |
| Jan Hatzius            | Germany | Michael E. Koester       |            |
| Brian Michael Haufrect |         | J. Christopher A. Kojima | Canada/USA |

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|--|---|--|---|
| Adam M. Korn   |   | Sean T. McHugh   |   |
| David J. Kostin  |   | John W. McMahon  |   |
| Meena K. Lakdawala                                     |   | Richard P. McNeil                                      | Jamaica/USA   |
| Tuan Lam   |   | Celine Mechain   | France  |
| Eric S. Lane   |   | Avinash Mehrotra                                       |   |
| David W. Lang  |   | Ali S. Melli   | Saint Kitts and<br>Nevis  |
| Bruce M. Larson  |   | Xavier C. Menguy                                       | France  |
| Hugh J. Lawson   |   | David D. Miller  |   |
| Scott L. Lebovitz                                      |   | Milton R. Millman III                                  |   |
| Brian J. Lee   |   | Jung Min   |   |
| George C. Lee  |   | Christina P. Minnis                                    |   |
| Gregory P. Lee   |   | Kayhan Mirza   | Canada  |
| Ronald Lee   |   | Masanori Mochida                                       | Japan   |
| David A. Lehman  |   | Timothy H. Moe   | Ireland   |
| Todd W. Leland   |   | Joseph Montesano                                       |   |
| Gregg R. Lemkau  |   | Hari Moorthy   |   |
| Gavin J. Leo-Rhynie                                    | USA/Jamaica   | Ricardo Mora   |   |
| Deborah R. Leone                                       |   | Sam Alexander Morgan                                   | UK  |
| John R. Levene   | UK  | Thomas C. Morrow                                       |   |
| Brian T. Levine  |   | Edward Gary Morse, Jr.                                 |   |
| Gwen R. Libstag  |   | Sharmin Mossavar-Rahmani                               | UK  |
| Dirk L. Lievens  | Belgium   | Heather Louise Mulahasani                              |   |
| Ryan D. Limaye   |   | Majedabadi Kohne                                       | UK  |
| Luca M. Lombardi                                       | Italy   | Takashi Murata   | Japan   |
| Victor M. Lopez-Balboa                                 |   | Marc O. Nachmann                                       |   |
| Kyriacos Loupis  | Cyprus/USA  | Ezra Nahum   | France/USA  |
| David B. Ludwig  |   | Jyothsna Natauri                                       |   |
| Peter J. Lyon  |   | Jeffrey P. Nedelman                                    |   |
| Paget MacColl  |   | Dimitrios Nikolakopoulos                               | Australia/UK/<br>Greece   |
| John G. Madsen   |   | Adam J. Nordin   |   |
| Raja Mahajan   |   | Fergal J. O'Driscoll                                   | Ireland   |
| John A. Mahoney  | UK  | Gregory G. Olafson                                     | Canada  |
| Puneet Malhi   | India   | Jernej Omahen  | Slovenia  |
| Raghav Maliah  |   | Timothy J. O'Neill                                     |   |
| John V. Mallory  | UK  | Lisa Opoku   |   |
| Richard M. Manley                                      | USA/UK  | Peter C. Oppenheimer                                   | UK  |
| Clifton C. Marriott                                    | UK  |  |   |
| Michael C. J. Marsh                                    |   |  |   |

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|                          |         |                         |       |
|--------------------------|---------|-------------------------|-------|
| Elizabeth Gregory Martin |         | Michael Martin Paese    |       |
| Sarah Marie Martin       |         | Gregory K. Palm         |       |
| Alison J. Mass           |         | James R. Paradise       | UK    |
| Robert A. Mass           |         | Paul Gray Parker        |       |
| Jason L. Mathews         |         | Francesco Pascuzzi      | Italy |
| Kathy M. Matsui          |         | Anthony W. Pasquariello |       |
| Alexander Mayer          | Germany | Sheila H. Patel         |       |
| John J. McCabe           |         | Nirubhan Pathmanabhan   | UK    |
| Matthew B. McClure       | UK      | David B. Philip         |       |
| Dermot W. McDonogh       | Ireland | Nicholas W. Phillips    | UK    |
| Brendan Michael McGovern |         | Ellen R. Porges         |       |
| John J. McGuire, Jr.     |         |                         |       |

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|--|---|--|---|
| Kim-Thu Posnett  |   | Michael H. Siegel                                      |   |
| Dmitri Potishko  | Australia   | Richard L. Siewert, Jr.                                |   |
| Alexander E. Potter                                    |   | Suhail A. Sikhtian                                     |   |
| Dina Powell  |   | Jason E. Silvers                                       |   |
| Gilberto Pozzi   | Italy   | Kurt N. Simon  |   |
| Macario Prieto   | Spain   | Nicholas Sims  | Australia   |
| Robert Pulford   | UK  | Gavin Simms  | UK  |
| Xiao Qin   | UK  | Michael L. Simpson                                     |   |
| John J. Rafter   | Ireland   | Kristin O. Smith                                       |   |
| Sumit Rajpal   |   | Marshall Smith   |   |
| Ganesh Ramani  | India   | Sarah E. Smith   | UK  |
| Richard N. Ramsden                                     | UK  | David M. Solomon                                       |   |
| Marko John Ratesic                                     |   | Mark R. Sorrell  | UK  |
| Andrew K. Rennie                                       | Australia/UK  | Christoph W. Stanger                                   | Austria   |
| Lawrence J. Restieri, Jr.                              |   | Esta E. Stecher  |   |
| James H. Reynolds                                      | France  | Laurence Stein   | South<br>Africa/USA   |
| Kate D. Richdale                                       | UK  | Kevin M. Sterling                                      |   |
| Michael J. Richman                                     |   | John D. Storey   | Australia   |
| Francois J. Rigou                                      | France  | Patrick M. Street                                      | UK  |
| Michael Rimland  |   | Steven H. Strongin                                     |   |
| Scott M. Rofey   |   | Joseph Struzziery III                                  |   |
| John F. W. Rogers                                      |   | Ram K. Sundaram  | India   |
| Scott A. Romanoff                                      |   | Li Hui Suo   | China   |
| Johannes Rombouts                                      | The Netherlands   | Robert J. Sweeney                                      |   |
| Simon A. Rothery                                       | Australia   | Michael S. Swell                                       |   |
| Jason T. Rowe  |   | Joseph D. Swift  |   |
| David T. Rusoff  |   | Aurora J. Swithenbank                                  | USA/UK  |
| Peter C. Russell                                       |   | Gene T. Sykes  |   |
| Colin J. Ryan  | Ireland   | Christopher W. Taendler                                |   |
| Mahesh Saireddy  |   | Harit Talwar   |   |
| Julian Salisbury                                       | UK  | Megan M. Taylor  |   |
| Thierry Sancier  | France  | Richard J. Taylor                                      | UK  |

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|                           |        |                         |              |
|---------------------------|--------|-------------------------|--------------|
| Luke A. Sarsfield III     |        | Pawan Tewari            |              |
| Adam H. Savarese          |        | David S. Thomas         |              |
| Jason M. Savarese         |        | Ben W. Thorpe           | UK           |
| John R. Sawtell           | UK     | Oliver Thym             | Germany      |
| Susan J. Scher            |        | Andrew R. Tilton        |              |
| Stephen M. Scherr         |        | Joseph K. Todd          |              |
| Clare R. Scherrer         |        | Klaus B. Toft           | Denmark      |
| Joshua S. Schiffrin       |        | Hiroyuki Tomokiyo       | Japan        |
| Stephen B. Scobie         | UK     | Thomas Tormey           |              |
| John A. Sebastian         |        | Padideh Nora Trojanow   | USA/UK       |
| Stacy D. Selig            |        | Kenro Tsutsumi          | Japan        |
| Gaurav Seth               | India  | Eiji Ueda               | Japan        |
| Karen Patton Seymour      |        | Toshihiko Umetani       | Japan        |
| Ashish Shah               |        | Peter van der Goes, Jr. |              |
| Kunal K. Shah             | UK     | Mark A. Van Wyk         |              |
| Konstantin A. Shakhnovich |        | Damien R. Vanderwilt    | Australia/UK |
| Heather K. Shemilt        | Canada | Jonathan R. Vanica      |              |

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| ITEM 1<br>-----<br>Names of Reporting Persons<br>----- | ITEM 6<br>Citizenship<br>(United States<br>unless otherwise<br>indicated)<br>----- | ITEM 1<br>-----<br>Names of Reporting Persons<br>----- | ITEM 6<br>Citizenship<br>(United States<br>unless otherwise<br>indicated)<br>----- |
|--|--|--|--|
| Ashok Varadhan   |  | David D. Wildermuth                                    |  |
| Andrea Vella   | Italy  | Andrew F. Wilson                                       | New Zealand  |
| Rajesh Venkataramani                                   |  | Andrew E. Wolff  |  |
| Simone Verri   | Italy  | Neil Edward Wolitzer                                   |  |
| Matthew P. Verrochi                                    |  | Denise A. Wyllie                                       | UK   |
| Jeffrey L. Verschleiser                                |  | Yoshihiko Yano   | Japan  |
| Robin A. Vince   | UK/USA   | Shinichi Yokote  | Japan  |
| John E. Waldron  |  | W. Thomas York, Jr.                                    |  |
| Simon R. Watson  | UK   | Wassim G. Younan                                       | Lebanon/UK   |
| Jeffrey S. Wecker                                      |  | Han Song Zhu   | China  |
| Peter A. Weidman                                       |  | Adam J. Zotkow   |  |
| Ronnie A. Wexler                                       |  |  |  |
| Elisha Wiesel  |  |  |  |

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This Amendment No. 97 to a Statement on Schedule 13D amends and restates in its entirety such Schedule 13D (as so amended and restated, this "Schedule"). This Amendment No. 97 is being filed primarily because the number of shares of Common Stock (as defined in Item 1 below) beneficially owned by Covered Persons (as defined in Item 2 below) has decreased to below five percent of the total number of shares of Common Stock outstanding, in part due to individuals ceasing to be Covered Persons.

ITEM 1. Security and Issuer

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This Schedule relates to the Common Stock, par value \$.01 per share (the "Common Stock"), of The Goldman Sachs Group, Inc. ("GS Inc."), a Delaware corporation. The address of the principal executive offices of GS Inc. is 200 West Street, New York, New York 10282.

### ITEM 2. Identity and Background

(a), (b), (c), (f) The cover page to this Schedule and Appendix A hereto contain the names of the individuals ("Covered Persons") who are parties to an Amended and Restated Shareholders' Agreement, originally dated as of May 7, 1999 and amended and restated effective as of January 15, 2015 (as amended from time to time, the "Shareholders' Agreement"). This filing is being made on behalf of all of the Covered Persons, and their agreement that this filing may be so made is contained in the Shareholders' Agreement.

Appendix A hereto also provides the citizenship of each Covered Person. Each Covered Person is a current or former Participating Managing Director (as defined in Item 6 below) of GS Inc. or one of its affiliates. GS Inc. is a global investment banking, securities and investment management firm. The business address of each Covered Person for purposes of this Schedule is 200 West Street, New York, New York 10282.

(d), (e) During the last five years no Covered Person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a civil proceeding or a judicial or administrative body of competent jurisdiction resulting in such Covered Person being subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

### ITEM 3. Source and Amount of Funds or Other Consideration

The Covered Persons have acquired and will acquire shares of Common Stock in the following manners: (i) the former profit participating limited partners active in the business of The Goldman Sachs Group, L.P. ("Group L.P.") (the "IPO PMDs") acquired certain shares of Common Stock in exchange for their interests in Group L.P. and certain of its affiliates and investee corporations; (ii) the former owners (the "Acquisition Covered Persons") of Hull and Associates, L.L.C. ("Hull") and Goldman Sachs & Partners Australia Group Holdings Pty Ltd ("GS&PA") acquired certain shares of Common Stock in exchange for their interests in Hull and GS&PA, respectively; and (iii) certain Covered Persons have acquired and will acquire beneficial ownership of certain shares of Common Stock in connection with GS Inc.'s initial public offering and/or pursuant to GS Inc.'s employee compensation, benefit or similar plans.

Covered Persons may from time to time acquire shares of Common Stock for investment purposes. Such Common Stock may be acquired with personal funds of or funds borrowed by such Covered Person.

### ITEM 4. Purpose of Transactions

The Covered Persons, other than the Acquisition Covered Persons, acquired certain shares of Common Stock in connection with the succession of GS Inc. to the business of Group L.P. and GS Inc.'s initial public offering and/or through certain employee compensation, benefit or similar plans of GS Inc. The Acquisition Covered Persons acquired certain shares of Common Stock in connection with the acquisition by GS Inc. of Hull or GS&PA, as applicable, and through certain employee compensation, benefit or similar plans of GS Inc.

Covered Persons may from time to time acquire shares of Common Stock for investment purposes. Except as described herein and in Annex A and except



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for the acquisition by Covered Persons of Common Stock

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pursuant to employee compensation, benefit or similar plans of GS Inc. in the future or as described above, none of the Covered Persons has any plans or proposals which relate to or would result in the acquisition of additional Common Stock by them or any of the other events described in Item 4(a) through 4(j).

Each Covered Person is expected to evaluate on an ongoing basis GS Inc.'s financial condition and prospects and his or her interests in and with respect to GS Inc. Accordingly, each Covered Person may change his or her plans and intentions at any time and from time to time. In particular, each Covered Person may at any time and from time to time acquire or dispose of shares of Common Stock.

### ITEM 5. Interest in Securities of the Issuer

(a) Rows (11) and (13) of the cover page to this Schedule and Appendix A are hereby incorporated by reference. Each Covered Person hereby disclaims beneficial ownership of any shares of Common Stock held by any other Covered Person. Except as described in Annex B, none of the shares of Common Stock reported in rows (11) and (13) of the cover page to this Schedule and Appendix A are shares as to which there is a right to acquire exercisable within 60 days.

(b) Rows (7) through (10) of the cover page to this Schedule set forth for each Covered Person: the percentage range of Voting Shares, Shared Ownership Shares, Sixty Day Shares and Other Shares (each as defined on the cover page hereof) as to which there is sole power to vote or direct the vote or to dispose or direct the disposition or shared power to vote or direct the vote or to dispose or direct the disposition. The power to vote Voting Shares by Covered Persons is shared with each other Covered Person, as described below in response to Item 6. Each Covered Person hereby disclaims beneficial ownership of any shares of Common Stock held by any other Covered Person.

(c) Except as described in Annex C or previously reported on Schedule 13D, no Covered Person has effected any transactions in Common Stock in the 60 days preceding December 31, 2018.

(d) Not applicable.

(e) The Covered Persons ceased to be the beneficial owners of more than five percent of the total number of shares of Common Stock outstanding on December 31, 2018.

### ITEM 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Each Covered Person listed on the cover page to this Schedule and Appendix A hereto is a party to the Shareholders' Agreement. The Shareholders' Agreement and forms of the Counterparts to the Shareholders' Agreement are filed as Exhibits to this Schedule, and the following summary of the terms of the Shareholders' Agreement is qualified in its entirety by reference thereto. References to the "board of directors" are to the board of directors of GS Inc.

The Covered Persons under the Shareholders' Agreement include all Managing Directors of GS Inc. who participate in the GS Inc. Partner Compensation Plan or Restricted Partner Compensation Plan (each as defined in the Shareholders' Agreement) or any other employee benefit plan specified by

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the Shareholders' Committee described below under "Information Regarding the Shareholders' Committee" (the "Participating Managing Directors").

The "Voting Shares" include all of the shares of Common Stock of which a Covered Person (or, in approved cases, his or her spouse or domestic partner) is the sole beneficial owner (excluding shares of Common Stock held by the trust underlying The Goldman Sachs 401(k) Plan). The interest of a spouse or domestic partner in a joint account, an economic interest of GS Inc. as pledgee, and the interest of certain persons in approved estate planning vehicles will be disregarded for the purposes of determining whether a Covered Person is the sole beneficial owner of shares of Common Stock.

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### TRANSFER RESTRICTIONS

Each Covered Person has agreed in the Shareholders' Agreement, among other things, to retain sole beneficial ownership of a number of shares of Common Stock at least equal to 25% of such Covered Person's Covered Shares (as defined below); provided, that with respect to 2009 year-end equity awards granted in accordance with the equity deferral table approved by the board of directors or its Compensation Committee, such number shall equal 30% of the Covered Shares relating thereto (the "General Transfer Restrictions"). Effective January 15, 2015 (the "Effective Date"), in connection with GS Inc.'s implementation of stock ownership guidelines (the "Guidelines") for its senior executive officers, the transfer restrictions in the Shareholders' Agreement applicable to certain senior officers designated by the Shareholders' Committee (the "Special Transfer Restrictions" and, together with the General Transfer Restrictions, the "Transfer Restrictions") were amended to require such officers to retain sole beneficial ownership of a number of shares of Common Stock at least equal to 50% of the increase (or, if such Covered Person is then the chief executive officer of GS Inc., 75% of the increase) in Covered Shares received by or delivered to such Covered Person following the Effective Date. The prior Special Transfer Restrictions, which required each senior officer to retain 75% of his or her Covered Shares, will continue to apply to deliveries made prior to the Effective Date. The Guidelines require that the Corporation's chief executive officer hold shares of common stock equal to 10 times his or her base salary and each other senior executive officer hold shares of common stock equal to 6 times his or her base salary. The same shares may be used to satisfy the Guidelines, the Special Transfer Restrictions and the General Transfer Restrictions. The Transfer Restrictions applicable to a Covered Person terminate upon the death of the Covered Person. Shares beneficially owned by a Covered Person through certain approved estate planning vehicles established by Covered Persons or, as applicable, by the Covered Person's spouse or domestic partner are generally deemed to count toward the satisfaction of the Transfer Restrictions.

For these purposes, "Covered Shares," with respect to a Covered Person, will be recalculated each time the Covered Person receives Common Stock underlying an award of restricted stock units, exercises a stock option (not including, in each case, awards in connection with GS Inc.'s initial public offering) or receives an award of restricted stock. The calculation of Covered Shares will include the gross number of shares underlying such restricted stock units or stock options or the gross number of shares of restricted stock, in each case less (i) a number of shares determined by reference to tax rates specified by the Shareholders' Committee and (ii) the number of shares necessary to cover the option exercise price, if applicable (all as calculated pursuant to a formula set out in the Shareholders' Agreement). The calculation of Covered Shares will only take into account awards that occurred after the Covered Person became a Participating Managing Director. The Shareholders'

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Committee has the power to determine, and has determined from time to time in particular situations, whether restricted stock or shares of Common Stock delivered pursuant to restricted stock units or stock options are deemed "Covered Shares."

### WAIVERS

The Shareholders' Committee has the power to waive, and has waived, the Transfer Restrictions from time to time to permit Covered Persons to transfer Common Stock in particular situations (such as transfers to family members, partnerships or trusts), but not generally. The Shareholders' Committee also has the power to waive the Transfer Restriction to permit Covered Persons to: participate as sellers in underwritten public offerings of, and stock repurchase programs and tender and exchange offers by GS Inc. for, Common Stock; transfer Common Stock to charities, including charitable foundations; and transfer Common Stock held in employee benefit plans. Taking into account the Shareholders' Committee's waivers and determinations regarding Covered Shares to date, 6,322,661 shares of Common Stock are subject to the Transfer Restrictions as December 31, 2018.

In the case of a third-party tender or exchange offer, the Transfer Restrictions may be waived or terminated: if the board of directors is recommending acceptance or is not making any recommendation with respect to acceptance of the tender or exchange offer, by a majority of the outstanding Covered Shares; or if the board of directors is recommending rejection of the tender or exchange offer, by 66 2/3% of the outstanding Covered Shares.

In the case of a tender or exchange offer by GS Inc., a majority of the outstanding Covered Shares may also waive or terminate the Transfer Restrictions.

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### VOTING

Prior to any vote of the shareholders of GS Inc., the Shareholders' Agreement requires a separate, preliminary vote of substantially all Voting Shares on each matter upon which a vote of the shareholders is proposed to be taken (the "Preliminary Vote"). Each Voting Share will be voted in accordance with the majority of the votes cast by the Voting Shares in the Preliminary Vote. In elections of directors, each Voting Share will be voted in favor of the election of those persons, equal in number to the number of such positions to be filled, receiving the highest numbers of votes cast by the Voting Shares in the Preliminary Vote.

### OTHER RESTRICTIONS

The Shareholders' Agreement also prohibits Covered Persons from engaging in certain activities relating to any securities of GS Inc. with any person who is not a Covered Person or a director, officer or employee of GS Inc. ("Restricted Persons"). Among other things, a Covered Person may not: participate in a proxy solicitation to or with a Restricted Person; deposit any shares of Common Stock in a voting trust or subject any shares of Common Stock to any voting agreement or arrangement that includes any Restricted Person; form, join or in any way participate in a "group" with any Restricted Person; or together with any Restricted Person, propose certain transactions with GS Inc. or seek the removal of any directors of GS Inc. or any change in the composition of the board of directors.

### TERM, AMENDMENT AND CONTINUATION

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The Shareholders' Agreement is to continue in effect until the earlier of January 1, 2050 and the time it is terminated by the vote of 66 2/3% of the outstanding Covered Shares. The Shareholders' Agreement may generally be amended at any time by a majority of the outstanding Covered Shares.

Unless otherwise terminated, in the event of any transaction in which a third party succeeds to the business of GS Inc. and in which Covered Persons hold securities of the third party, the Shareholders' Agreement will remain in full force and effect as to the securities of the third party, and the third party shall succeed to the rights and obligations of GS Inc. under the Shareholders' Agreement.

### INFORMATION REGARDING THE SHAREHOLDERS' COMMITTEE

The Shareholders' Committee constituted pursuant to the Shareholders' Agreement (the "Shareholders' Committee") shall at any time consist of each of those individuals who are both Covered Persons and members of the board of directors and who agree to serve as members of the Shareholders' Committee. If there are less than three individuals who are both Covered Persons and members of the board of directors and who agree to serve as members of the Shareholders' Committee, the Shareholders' Committee shall consist of each such individual plus such additional individuals who are Covered Persons and who are selected pursuant to procedures established by the Shareholders' Committee as shall assure a Shareholders' Committee of not less than three members who are Covered Persons.

### EMPLOYEE BENEFIT PLAN TRANSFER RESTRICTIONS

Shares of Common Stock delivered to Covered Persons pursuant to certain GS Inc. employee compensation plans and arrangements are subject to restrictions on transfer. These restrictions lapse at various times depending on the terms of the grant or award.

### REGISTRATION RIGHTS INSTRUMENT FOR FORMER EMPLOYEE MANAGING DIRECTORS

In connection with the sale by certain Covered Persons (the "Former Employee Managing Directors") of shares of Common Stock acquired from GS Inc. pursuant to the terms of restricted stock units, GS Inc. entered into a Supplemental Registration Rights Instrument, dated as of June 19, 2000 (the "EMD Supplement"), which supplements the Registration Rights Instrument, dated as of December 10, 1999 (the "Registration Rights Instrument"). The following is a description of the Registration Rights Instrument, as supplemented by the EMD Supplement. The Registration Rights Instrument and the EMD Supplement are filed as Exhibits to this Schedule, and the following summary of these agreements is qualified in its entirety by reference thereto.

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Pursuant to the Registration Rights Instrument and the EMD Supplement, GS Inc. has agreed to pay all of the fees and expenses relating to the registered offering of shares of Common Stock held by the Former Employee Managing Directors, other than any agency fees and commissions or underwriting commissions or discounts or any transfer taxes incurred by the Former Employee Managing Directors in connection with the sales. GS Inc. also has agreed to indemnify the Former Employee Managing Directors against certain liabilities, including those arising under the Securities Act.

### DERIVATIVE INSTRUMENTS

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Certain Covered Persons have entered into derivative transactions with regard to shares of Common Stock as described in Annex D.

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### Material to be Filed as Exhibits

| Exhibit | Description   |
|---------|---|
| A.      | Registration Rights Instrument, dated as of December 10, 1999 (incorporated by reference to Exhibit G to Amendment No. 1 to the Initial Schedule 13D, filed December 17, 1999 (File No. 005-56295)).  |
| B.      | Form of Counterpart to Shareholders' Agreement for former profit participating limited partners of The Goldman Sachs Group, L.P. (incorporated by reference to Exhibit I to Amendment No. 2 to the Initial Schedule 13D, filed June 21, 2000 (File No. 005-56295)). |
| C.      | Form of Counterpart to Shareholders' Agreement for non-U.S. corporations (incorporated by reference to Exhibit L to Amendment No. 3 to the Initial Schedule 13D, filed June 30, 2000 (File No. 005-56295)).   |
| D.      | Form of Counterpart to Shareholders' Agreement for non-U.S. trusts (incorporated by reference to Exhibit M to Amendment No. 3 to the Initial Schedule 13D, filed June 30, 2000 (File No. 005-56295)).   |
| E.      | Supplemental Registration Rights Instrument, dated as of June 19, 2000 (incorporated by reference to Exhibit R to Amendment No. 5 to the Initial Schedule 13D, filed August 2, 2000 (File No. 005-56295)).  |
| F.      | Power of Attorney (incorporated by reference to Exhibit F to Amendment No. 91 to the Initial Schedule 13D, filed February 9, 2016 (File No. 005-56295)).  |
| G.      | Form of Written Consent Relating to Sale and Purchase of Common Stock (incorporated by reference to Exhibit FF to Amendment No. 35 to the Initial Schedule 13D, filed January 8, 2003 (File No. 005-56295)).  |
| H.      | Amended and Restated Shareholders' Agreement, effective as of January 15, 2015 (incorporated by reference to Exhibit 10.6 to GS Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2014 (File No. 001-14965)).                                |

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### ANNEX A

#### ITEM 4. PLANNED DISPOSITION OF SECURITIES OF THE ISSUER BY COVERED PERSONS.

As of December 31, 2018, one or more Covered Persons are parties to sales plans intended to comply with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended, pursuant to which such Covered Person(s) may in the future sell up to 24,698 Covered Shares in the aggregate.

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## ANNEX B

## ITEM 5(A). DESCRIPTION OF SHARES AS TO WHICH THERE IS A RIGHT TO ACQUIRE EXERCISABLE WITHIN 60 DAYS.

Up to 3,982,615 shares of Common Stock are deliverable pursuant to the terms of an equal number of restricted stock units, pending satisfaction of certain conditions of delivery.

The share amounts given above include the gross number of shares of Common Stock underlying these restricted stock units, and these shares are included in the aggregate number of shares beneficially owned by the Covered Persons under Rule 13d-3(d)(1) because they represent a right to acquire beneficial ownership within 60 days of December 31, 2018. Upon delivery of the shares pursuant to the terms of the restricted stock units, a net amount of shares will be actually delivered to the Covered Person, with some shares withheld for tax payments or for other reasons. The net shares delivered to the Covered Person will continue to be included in the aggregate number of shares beneficially owned by the Covered Persons. The withheld shares will cease to be beneficially owned by any Covered Person, and will no longer be included in the aggregate number of shares beneficially owned by Covered Persons.

Prior to delivery, the shares are included in Sixty Day Shares because the Covered Persons do not have the right to vote the shares. Upon delivery, the shares become Voting Shares.

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## ANNEX C

## ITEM 5(C). DESCRIPTION OF ALL TRANSACTIONS IN THE COMMON STOCK EFFECTED BY COVERED PERSONS IN THE PAST 60 DAYS AND NOT PREVIOUSLY REPORTED ON SCHEDULE 13D.

The following sales of Voting Shares were made by the following Covered Persons through one or more subsidiaries of GS Inc. for cash on the New York Stock Exchange or by delivery to counterparties upon settlement of derivative transactions:

| Covered Person        | Trade Date        | Number of Shares | Price Per Share<br>(in \$) |
|-----------------------|-------------------|------------------|----------------------------|
| Xiao Qin              | November 5, 2018  | 2,000            | 228.3665                   |
| Gene T. Sykes*        | November 7, 2018  | 5,000            | 229.0223                   |
| Kenro Tsutsumi        | November 7, 2018  | 1,000            | 230.0500                   |
| James R. Garman       | November 8, 2018  | 6,192            | 232.5817                   |
| Clare R. Scherrer     | November 8, 2018  | 9,824            | 232.1049                   |
| Jonathan R. Vanica    | November 8, 2018  | 6,328            | 231.0000                   |
| Dmitri Potishko       | November 9, 2018  | 2,160            | 229.1102                   |
| Gene T. Sykes*        | November 9, 2018  | 5,000            | 227.6628                   |
| Ram K. Sundaram*      | November 12, 2018 | 500              | 206.7640                   |
| Armen A. Avanesians*  | November 20, 2018 | 14,240           | 191.3400                   |
| Jeffrey B. Goldenberg | November 20, 2018 | 1,709            | 192.3790                   |
| James R. Paradise     | November 20, 2018 | 2,500            | 191.0836                   |

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|                   |                   |        |          |
|-------------------|-------------------|--------|----------|
| James R. Paradise | November 20, 2018 | 2,500  | 193.2264 |
| James R. Paradise | November 20, 2018 | 5,000  | 192.6447 |
| Eiji Ueda         | November 20, 2018 | 10,502 | 195.1000 |
| James R. Paradise | November 21, 2018 | 2,500  | 192.5286 |

\* This transaction was conducted through an estate planning entity or private charitable foundation and relates to Other Shares.

The following purchases of Voting Shares were made by the following Covered Persons through one or more subsidiaries of GS Inc. for cash on the New York Stock Exchange:

| Covered Person      | Trade Date        | Number of Shares | Price Per Share<br>(in \$) |
|---------------------|-------------------|------------------|----------------------------|
| Fadi Abuali*        | November 12, 2018 | 500              | 212.0000                   |
| Fadi Abuali*        | November 14, 2018 | 500              | 200.0000                   |
| Richard A. Friedman | November 14, 2018 | 50,000           | 200.0000                   |
| Dirk L. Lievens     | November 19, 2018 | 1,000            | 201.8300                   |
| Armen A. Avanesians | November 20, 2018 | 20,454           | 191.3400                   |
| David Chou          | November 23, 2018 | 3,000            | 189.7647                   |
| Richard A. Friedman | November 23, 2018 | 50,000           | 190.4770                   |

\* This transaction was conducted through an estate planning entity or private charitable foundation and relates to Other Shares.

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The following cashless exercises of stock options were effected by the following Covered Persons, with the indicated number of underlying shares withheld by the Company to satisfy the exercise price and, in certain cases, applicable taxes, and the indicated number of underlying shares sold through Fidelity Brokerage Services LLC for cash on the New York Stock Exchange:

| Covered Person      | Date of Exercise  | Number of Options | Strike Price<br>(in \$) | Number of Shares Withheld | Sales Price<br>(in \$) | Number of Shares Sold |
|---------------------|-------------------|-------------------|-------------------------|---------------------------|------------------------|-----------------------|
| Masanori Mochida    | November 9, 2018  | 84,076            | 78.78                   | 54,264                    | 231.6500               | 29,812                |
| Masanori Mochida    | November 9, 2018  | 103,301           | 78.78                   | 66,455                    | 231.6200               | 36,846                |
| Gregory K. Palm     | December 26, 2018 | 7,701             | 78.78                   | 5,907                     | 156.9900               | 1,794                 |
| Gregory K. Palm     | December 26, 2018 | 27,255            | 78.78                   | 20,904                    | 156.9900               | 6,351                 |
| Gregory K. Palm     | December 27, 2018 | 34,956            | 78.78                   | 26,650                    | 160.1200               | 8,306                 |
| Shinichi Yokote     | November 21, 2018 | 6,660             | 78.78                   | 4,531                     | 192.8900               | 2,129                 |
| W. Thomas York, Jr. | November 19, 2018 | 3,000             | 78.78                   | 2,147                     | 200.8800               | 853                   |
| W. Thomas York, Jr. | November 21, 2018 | 3,000             | 78.78                   | 2,170                     | 192.8900               | 830                   |
| W. Thomas York, Jr. | November 21, 2018 | 2,000             | 78.78                   | 1,445                     | 194.1400               | 555                   |
| W. Thomas York, Jr. | November 23, 2018 | 2,000             | 78.78                   | 1,454                     | 189.4800               | 546                   |

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## ITEM 6. DESCRIPTION OF POSITIONS IN DERIVATIVE INSTRUMENTS OF COVERED PERSONS.

The following Covered Persons have written or purchased American-style standardized call options or put options on Voting Shares. The following sets forth the terms of options that were in place on December 31, 2018:

| Covered Person           | Instrument and Position | Number of Shares | Strike Price (in \$) | Maturity Date    |
|--------------------------|-------------------------|------------------|----------------------|------------------|
| Steven M. Bunson         | Call Written            | 1,200            | 255                  | January 18, 2019 |
| Christian Channell       | Call Written            | 300              | 225                  | April 18, 2019   |
| Christian Channell       | Call Written            | 300              | 230                  | April 18, 2019   |
| Ming Yunn Stephanie Hui* | Call Written            | 10,000           | 270                  | April 18, 2019   |

\* This transaction was conducted through an estate planning entity or private charitable foundation and relates to Other Shares.

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## SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 11, 2019

By: /s/ Benjamin J. Rader

Name: Benjamin J. Rader

Title: Attorney-in-Fact

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## EXHIBIT INDEX

| Exhibit | Description   |
|---------|---|
| A.      | Registration Rights Instrument, dated as of December 10, 1999 (incorporated by reference to Exhibit G to Amendment No. 1 to the Initial Schedule 13D, filed December 17, 1999 (File No. 005-56295)).  |
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- C. Form of Counterpart to Shareholders' Agreement for non-U.S. corporations (incorporated by reference to Exhibit L to Amendment No. 3 to the Initial Schedule 13D, filed June 30, 2000 (File No. 005-56295)).
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