

MEDIA RELATIONS > PRESS RELEASES >

# GOLDMAN SACHS ANNOUNCES TENDER OFFER FOR UP TO \$750,000,000 COMBINED AGGREGATE PRINCIPAL AMOUNT OF OUTSTANDING SUBORDINATED NOTES

---

[ ] [ ] [ ] [ ] [ ] [ ] [ ]

---

NEW YORK, May 9, 2017 — The Goldman Sachs Group, Inc. (NYSE: GS) (the “Company”) today announced the commencement of a tender offer (the “Offer”) to purchase for cash up to \$750,000,000 aggregate principal amount of its outstanding 6.450% Subordinated Notes due 2036, 5.950% Subordinated Notes due 2027 and 6.75% Subordinated Notes due 2037 (the “Notes”).

The Offer is subject to the terms and conditions set forth in the related Offer to Purchase, dated May 9, 2017 (the “Offer to Purchase”).

The key pricing details for the Offer are as follows:

**Title of Security:** 6.450% Subordinated Notes due 2036  
**CUSIP Number:** 38143YAC7  
**Aggregate Principal Amount Outstanding:** \$1,500,000,000  
**Tender Cap:** N/A  
**Acceptance Priority Level:** 1  
**Reference U.S. Treasury Security:** 3% U.S. Treasury due February 15, 2047  
**Bloomberg Reference Page** <sup>(1)</sup>: PX1  
**Fixed Spread (basis points):** +145  
**Hypothetical Total Consideration** <sup>(2)</sup>: \$1,250.64

**Title of Security:** 5.950% Subordinated Notes due 2027  
**CUSIP Number:** 38141GES9  
**Aggregate Principal Amount Outstanding:** \$1,000,000,000  
**Tender Cap:** N/A  
**Acceptance Priority Level:** 2  
**Reference U.S. Treasury Security:** 2.25% U.S. Treasury due February 15, 2027  
**Bloomberg Reference Page** <sup>(1)</sup>: PX1  
**Fixed Spread (basis points):** +135

**Hypothetical Total Consideration** <sup>(2)</sup>: \$1,177.32

**Title of Security:** 6.75% Subordinated Notes due 2037

**CUSIP Number:** 38141GFD1

**Aggregate Principal Amount Outstanding:** \$5,545,000,000

**Tender Cap:** \$300,000,000

**Acceptance Priority Level:** 3

**Reference U.S. Treasury Security:** 3% U.S. Treasury due  
February 15, 2047

**Bloomberg Reference Page** <sup>(1)</sup>: PX1

**Fixed Spread (basis points):** +180

**Hypothetical Total Consideration** <sup>(2)</sup>: \$1,248.00

<sup>(1)</sup> The applicable page on Bloomberg from which Goldman Sachs & Co. LLC will quote the bid-side prices of the applicable Reference U.S. Treasury Security.

<sup>(2)</sup> Per \$1,000 principal amount of Notes and assuming that the Reference Yield (as defined in the Offer to Purchase) had been measured at 2:00 p.m., New York City time, on May 8, 2017. Does not include accrued interest, which will be paid on Notes accepted for purchase.

The Offer will expire at 11:59 p.m., New York City time, on June 6, 2017, unless extended (such date and time, as the same may be extended, the "Expiration Time"). Holders of Notes must validly tender and not validly withdraw their Notes on or before 5:00 p.m., New York City time, on May 22, 2017, unless extended (such date and time, as the same may be extended, the "Early Tender Deadline" or the "Withdrawal Deadline") to be eligible to receive the applicable Total Consideration (as defined below) for their tendered Notes. After such time, the Notes may not be withdrawn except in certain limited circumstances where additional withdrawal rights are required by law. It is expected that payment for Notes accepted for payment will be made on June 8, 2017 (the "Settlement Date").

The "Total Consideration" for each \$1,000 principal amount of Notes of any series 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 applicable fixed spread specified for such series over the yield based on the bid-side price of the applicable U.S. Treasury Security specified for such series in the table above and on the front cover of the Offer to Purchase. Holders of Notes that are validly tendered and not validly withdrawn on or before the Early Tender Deadline and accepted for purchase will receive the applicable Total Consideration for such Notes, which includes an early tender payment of \$50.00 per \$1,000 principal amount of Notes accepted for purchase (the "Early Tender Premium"). Holders of Notes that are validly tendered after the Early Tender Deadline and on or before the Expiration Time and accepted for purchase will receive the applicable Tender Consideration for such Notes, which equals the applicable Total Consideration for such Notes minus the Early Tender Premium. Holders whose Notes are accepted for purchase pursuant to the Offer will also receive accrued and unpaid interest on their purchased Notes from the last interest payment date for such Notes to, but excluding, the Settlement Date.

The Offer is not conditioned upon any minimum amount of Notes being tendered, and the Offer may be amended, extended,

terminated or withdrawn. The amounts of each series of Notes that are purchased on the Settlement Date will be determined in accordance with the Acceptance Priority Levels set forth on the table above and the front cover of the Offer to Purchase (the "Acceptance Priority Levels"), with 1 being the highest Acceptance Priority Level and 3 being the lowest Acceptance Priority Level. In addition, no more than \$300,000,000 aggregate principal amount of 6.75% Subordinated Notes due 2037 (such aggregate principal amount, the "Tender Cap") will be purchased in the Offer. We will only accept for purchase Notes up to a combined aggregate principal amount of \$750,000,000 (the "Maximum Amount"), subject to the Tender Cap and Acceptance Priority Levels. All Notes validly tendered and not validly withdrawn on or before the Expiration Time having a higher Acceptance Priority Level will be accepted before any tendered Notes having a lower Acceptance Priority Level are accepted, regardless of whether such Notes are tendered before or after the Early Tender Deadline.

We reserve the right to increase or decrease the Maximum Amount, to change the Acceptance Priority Level with respect to any series of Notes or to increase, decrease or eliminate the Tender Cap. If Holders tender more Notes in the Offer than they expect to be accepted for purchase by us based on a lower Acceptance Priority Level for the Notes being tendered and/or the Tender Cap, and we subsequently accept more than such Holders expected, they will not be able to withdraw any of their previously tendered Notes. Accordingly, Holders should not tender any Notes that they do not wish to be accepted for purchase.

The 6.75% Subordinated Notes due 2037 may be subject to proration if the aggregate principal amount of such Notes validly tendered and not validly withdrawn is greater than the Tender Cap. Furthermore, if purchasing all of the tendered Notes of a series of an applicable Acceptance Priority Level would cause the Maximum Amount to be exceeded, the amount of such Notes purchased in the Offer will be prorated based on the aggregate principal amount of such Notes tendered such that the Maximum Amount will not be exceeded.

Subject to applicable law, the Offer may be amended, extended, terminated or withdrawn. If the Offer is terminated without any Notes being accepted for purchase, Notes tendered pursuant to the Offer will promptly be returned to the tendering holders. Notes tendered pursuant to the Offer and not purchased due to the priority acceptance procedures or due to proration will be returned to the tendering holders promptly following the Expiration Time.

The Offer is subject to the satisfaction or waiver of certain conditions set forth in the Offer to Purchase.

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) 357-1039 (collect).

Requests for documentation and any questions regarding procedures for tendering Notes should be directed to Global Bondholder Services Corporation at (866) 470-3800 (toll-free) or (212) 430-3774 (collect) or by e-mail at [contact@gbsc-usa.com](mailto:contact@gbsc-usa.com) [<mailto: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 Notes. 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.

**Dealer Manager**

Goldman Sachs & Co. LLC  
Liability Management Group  
200 West Street  
New York, NY 10282  
(212) 357-1039  
(800) 828-3182

**Information Agent and Depositary**

Global Bondholder Services Corporation  
65 Broadway  
Suite 404  
New York, NY 10006  
(212) 430-3774  
(866) 470-3800

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.

###

Media Contact:

Jake Siewert  
Tel: +1 212 902 5400

Investor Contact:

Dane E. Holmes  
Tel: +1 212 902 0300

<b>CAREERS</b>	<b>WHO WE ARE</b>	<b>WHAT WE DO</b>	<b>OUR THINKING</b>	<b>CITIZENSHIP</b>
<b>INVESTOR RELATIONS</b>	Our Firm At a Glance	Overview	Macroeconomic Insights	Corporate Engagement Overview
<b>MEDIA RELATIONS</b>	Leadership	Investment Banking	The New Energy Landscape	10,000 Women
<b>WORLDWIDE</b>	People and Culture	Securities	Technology Driving Innovation	10,000 Small Businesses
<b>CONSUMER DEPOSITS</b> GS Bank	Business Standards	Investing and Lending	Talks at GS	Goldman Sachs Gives
<b>CONSUMER LENDING</b> Marcus by Goldman Sachs	Diversity and Inclusion	Investment Management	Podcast: 'Exchanges at Goldman Sachs'	Community Teamworks
	Locations	Research	Public Policy	Environmental, Social and Governance Report
	Awards	Engineering	Archive	Environmental Stewardship
	Alumni		Sources	Sponsorships
	Stories of Progress			Supporting Veterans
	Interactive Guide to Capital Markets			

---