

GOLDMAN SACHS GROUP INC  
Form 8-K  
February 20, 2019

**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):**

**February 20, 2019**

**THE GOLDMAN SACHS GROUP, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other**  
**jurisdiction**

**No. 001-14965**  
**(Commission**  
**File Number)**

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

**of incorporation)**

**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 9.01 Financial Statements and Exhibits.**

Exhibits are filed herewith in connection with the issuance of the following debt securities by The Goldman Sachs Group, Inc. (the Company) on February 20, 2019 pursuant to the Company's automatic shelf registration statement on Form S-3 (File No. 333-219206) (as amended, the Registration Statement):

\$1,500,000,000 3.625% Notes due 2024

**(d) Exhibits.**

The following exhibits are incorporated by reference into the Registration Statement as exhibits thereto and are filed as part of this Current Report:

- 1.1 Form of Underwriting Agreement for senior debt securities of The Goldman Sachs Group Inc., issued under the Senior Debt Indenture, dated as of July 16, 2008, between The Goldman Sachs Group, Inc., and The Bank of New York Mellon, as trustee.
- 5.1 Opinion of Sullivan & Cromwell LLP.
- 23.1 Consent of Sullivan & Cromwell LLP (included as part of Exhibit 5.1).

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: February 20, 2019

By: /s/ Kenneth L. Josselyn  
Name: Kenneth L. Josselyn  
Title: Assistant Secretary