

GOLDMAN SACHS GROUP INC

Form 3

January 11, 2017

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â SOLOMON DAVID M

(Last) (First) (Middle)

C/O GOLDMAN, SACHS &
CO.,Â 200 WEST STREET

(Street)

NEW YORK,Â NYÂ 10282

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/01-05/00/2017

3. Issuer Name **and** Ticker or Trading Symbol

GOLDMAN SACHS GROUP INC [GS]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☐ Officer ☐ Other

(give title below) (specify below)

President and Co-COO

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ _X_ Form filed by One Reporting

Person

☐ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock, par value \$0.01 per share

145,692 ⁽¹⁾

D

Â

Common Stock, par value \$0.01 per share

23,505

I

See footnote ⁽²⁾

Common Stock, par value \$0.01 per share

500

I

See footnote ⁽³⁾

Common Stock, par value \$0.01 per share

500

I

See footnote ⁽⁴⁾Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	Â (5)	Â (5)	Common Stock, par value \$0.01 per share	158,995 \$ (5)	D Â
Nonqualified Stock Options (right to buy)	Â (6)	Â (6)	Common Stock, par value \$0.01 per share	360,115 \$ (6)	D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SOLOMON DAVID M C/O GOLDMAN, SACHS & CO. 200 WEST STREET NEW YORK, NY 10282	Â	Â	Â President and Co-COO	Â

Signatures

/s/ Beverly L. O'Toole,
Attorney-in-fact

01/11-05:00/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Certain of these shares cannot be transferred before dates ranging from January 2017 to January 2020.
- (2) Held through trusts, the sole trustee of which is the Reporting Person's spouse and the sole beneficiaries of which are immediate family members of the Reporting Person. The Reporting Person disclaims beneficial ownership of these shares.
- (3) Held by family member. The Reporting Person disclaims beneficial ownership of these shares.
- (4) Held by family member. The Reporting Person disclaims beneficial ownership of these shares.

(5) These Restricted Stock Units ("RSUs") were granted on dates ranging from January 2014 to January 2016 and are fully vested. These RSUs will generally convert into shares of the Issuer's common stock on dates ranging from January 2017 to January 2019. The shares of common stock delivered pursuant to these RSUs generally cannot be sold or transferred before dates ranging from January 2019 to January 2021.

(6) A portion of these stock options have an exercise price of \$204.16 and an expiration date of November 24, 2017. The remainder have an exercise price of \$78.78 and an expiration date of December 31, 2018. All of these stock options are vested and exercisable.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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