
**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):
May 2, 2019

The Goldman Sachs Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

No. 001-14965

(Commission
File Number)

No. 13-4019460

(I.R.S. Employer
Identification No.)

**200 West Street
New York, N.Y.**

(Address of principal executive offices)

10282

(Zip Code)

(212) 902-1000

(Registrant's telephone number, including area code)

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.

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|--|-------------------|---|
| Common stock, par value \$.01 per share | GS | NYSE |
| Depository Shares, Each Representing 1/1,000th Interest in a Share of Floating Rate Non-Cumulative Preferred Stock, Series A | GS PrA | NYSE |
| Depository Shares, Each Representing 1/1,000th Interest in a Share of 6.20% Non-Cumulative Preferred Stock, Series B | GS PrB | NYSE |
| Depository Shares, Each Representing 1/1,000th Interest in a Share of Floating Rate Non-Cumulative Preferred Stock, Series C | GS PrC | NYSE |
| Depository Shares, Each Representing 1/1,000th Interest in a Share of Floating Rate Non-Cumulative Preferred Stock, Series D | GS PrD | NYSE |
| Depository Shares, Each Representing 1/1,000th Interest in a Share of 5.50% Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series J | GS PrJ | NYSE |
| Depository Shares, Each Representing 1/1,000th Interest in a Share of 6.375% Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series K | GS PrK | NYSE |
| Depository Shares, Each Representing 1/1,000th Interest in a Share of 6.30% Non-Cumulative Preferred Stock, Series N | GS PrN | NYSE |
| 5.793% Fixed-to-Floating Rate Normal Automatic Preferred Enhanced Capital Securities of Goldman Sachs Capital II | GS/43PE | NYSE |
| Floating Rate Normal Automatic Preferred Enhanced Capital Securities of Goldman Sachs Capital III | GS/43PF | NYSE |
| Medium-Term Notes, Series A, Index-Linked Notes due 2037 of GS Finance Corp. | GCE | NYSE Arca |
| Medium-Term Notes, Series B, Index-Linked Notes due 2037 | GSC | NYSE Arca |
| Medium-Term Notes, Series E, Index-Linked Notes due 2028 of GS Finance Corp. | FRLG | NYSE Arca |

Item 5.07 Submission of Matters to a Vote of Security Holders.

- (a) The Annual Meeting of Shareholders of The Goldman Sachs Group, Inc. (“Annual Meeting”) was held on May 2, 2019.
- (b) The results of the matters submitted to a shareholder vote at the Annual Meeting were as follows:

1. Election of Directors: Our shareholders elected the following 11 directors to each serve a one-year term expiring on the date of our 2020 annual meeting of shareholders or until his or her successor has been duly chosen and qualified.

| | <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|---------------------|-------------|----------------|----------------|-------------------------|
| M. Michele Burns | 257,067,708 | 6,851,829 | 270,120 | 52,017,138 |
| Drew G. Faust | 262,740,309 | 1,140,962 | 308,386 | 52,017,138 |
| Mark A. Flaherty | 263,338,880 | 604,908 | 245,869 | 52,017,138 |
| Ellen J. Kullman | 258,274,613 | 5,692,221 | 222,823 | 52,017,138 |
| Lakshmi N. Mittal | 214,984,910 | 48,957,029 | 247,718 | 52,017,138 |
| Adebayo O. Ogunlesi | 262,068,188 | 1,858,456 | 263,013 | 52,017,138 |
| Peter Oppenheimer | 263,147,376 | 816,333 | 225,948 | 52,017,138 |
| David M. Solomon | 257,331,879 | 6,165,503 | 692,275 | 52,017,138 |
| Jan E. Tighe | 263,014,483 | 944,027 | 231,147 | 52,017,138 |
| David A. Viniar | 262,495,820 | 1,490,929 | 202,908 | 52,017,138 |
| Mark O. Winkelman | 262,602,948 | 1,338,449 | 248,260 | 52,017,138 |

2. Advisory Vote to Approve Executive Compensation (“Say on Pay”): Our shareholders approved the Say on Pay proposal.

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|-------------|----------------|----------------|-------------------------|
| 239,661,116 | 23,848,420 | 680,121 | 52,017,138 |

3. Ratification of PricewaterhouseCoopers LLP as Our Independent Registered Public Accounting Firm: Our shareholders ratified the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ended December 31, 2019.

| <u>For</u> | <u>Against</u> | <u>Abstain</u> |
|-------------|----------------|----------------|
| 304,929,118 | 10,960,930 | 316,747 |

4. Shareholder Proposal Regarding Right to Act by Written Consent. Our shareholders did not approve this proposal.

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|-------------|----------------|----------------|-------------------------|
| 104,186,839 | 154,305,192 | 5,697,626 | 52,017,138 |

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: May 3, 2019

By: /s/ Karen P. Seymour
Name: Karen P. Seymour
Title: Executive Vice President and General Counsel