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): March 3, 2023

Commission File Number: 001-14965

The Goldman Sachs Group, Inc.
(Exact name of registrant as specified in its charter)

Delaware 13-4019460
(State or other jurisdiction of incorporation or organization) (IRS Employer Identification No.)

200 West Street, New York, N.Y. 10282
(Address of principal executive offices) (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))

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

<table>
<thead>
<tr>
<th>Title of each class</th>
<th>Trading Symbol</th>
<th>Exchange on which registered</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common stock, par value $.01 per share</td>
<td>GS</td>
<td>NYSE</td>
</tr>
<tr>
<td>Depositary Shares, Each Representing 1/1,000th Interest in a Share of Floating Rate Non-Cumulative Preferred Stock, Series A</td>
<td>GS PrA</td>
<td>NYSE</td>
</tr>
<tr>
<td>Depositary Shares, Each Representing 1/1,000th Interest in a Share of Floating Rate Non-Cumulative Preferred Stock, Series C</td>
<td>GS PrC</td>
<td>NYSE</td>
</tr>
<tr>
<td>Depositary Shares, Each Representing 1/1,000th Interest in a Share of Floating Rate Non-Cumulative Preferred Stock, Series D</td>
<td>GS PrD</td>
<td>NYSE</td>
</tr>
<tr>
<td>Depositary Shares, Each Representing 1/1,000th Interest in a Share of 5.50% Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series J</td>
<td>GS PrJ</td>
<td>NYSE</td>
</tr>
<tr>
<td>Depositary Shares, Each Representing 1/1,000th Interest in a Share of 6.375% Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series K</td>
<td>GS PrK</td>
<td>NYSE</td>
</tr>
<tr>
<td>5.793% Fixed-to-Floating Rate Normal Automatic Preferred Enhanced Capital Securities of Goldman Sachs Capital II</td>
<td>GS/43PE</td>
<td>NYSE</td>
</tr>
<tr>
<td>Floating Rate Normal Automatic Preferred Enhanced Capital Securities of Goldman Sachs Capital III</td>
<td>GS/43PF</td>
<td>NYSE</td>
</tr>
<tr>
<td>Medium-Term Notes, Series F, Callable Fixed and Floating Rate Notes due March 2031 of GS Finance Corp.</td>
<td>GS/31B</td>
<td>NYSE</td>
</tr>
<tr>
<td>Medium-Term Notes, Series F, Callable Fixed and Floating Rate Notes due May 2031 of GS Finance Corp.</td>
<td>GS/31X</td>
<td>NYSE</td>
</tr>
</tbody>
</table>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 under the Securities Act (17 CFR 230.405) or Rule 12b-2 of the Exchange Act (17 CFR 240.12b-2).

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) Drew Faust, a Director, and Mark Winkelman, a Director and the Chair of the Compensation Committee of the Board of Directors (the “Board”) of The Goldman Sachs Group, Inc. (the “Company”), each was deemed under the Board’s Corporate Governance Guidelines to have tendered their proposed retirement from the Board at the Company’s 2023 Annual Meeting of Shareholders, in accordance with the age-based retirement policy set forth therein. The retirement of each of Dr. Faust and Mr. Winkelman was accepted by the Board on March 3, 2023.

Item 8.01 Other Events.

The independent directors of the Board have recommended, and the Board has approved, the appointment of Kimberley Harris, a Director, as the new Chair of the Compensation Committee. The appointment will be effective upon Mr. Winkelman’s retirement.
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: March 6, 2023

By: /s/ Kathryn H. Ruemmler

Name: Kathryn H. Ruemmler
Title: Chief Legal Officer and General Counsel