THE GOLDMAN SACHS GROUP, INC.
(Exact name of registrant as specified in its charter)

85 Broad Street
New York, New York
(Address of principal executive offices)

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))
TABLE OF CONTENTS

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

(b) Jon Winkelried, currently President and Co-Chief Operating Officer of The Goldman Sachs Group, Inc. (Goldman Sachs) and a member of Goldman Sachs’ Board of Directors, gave notice on February 12, 2009 of his intention to retire as an executive officer and director, effective March 31, 2009. He will continue to be affiliated with the firm as a senior director.
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 17, 2009

By: /s/ Esta E. Stecher
Name: Esta E. Stecher
Title: Executive Vice President and General Counsel