The Goldman Sachs Group, Inc.

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</td>
<td>GS PrA</td>
<td>NYSE</td>
</tr>
<tr>
<td>Non-Cumulative Preferred Stock, Series A</td>
<td></td>
<td></td>
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<tr>
<td>Depositary Shares, Each Representing 1/1,000th Interest in a Share of Floating Rate</td>
<td>GS PrC</td>
<td>NYSE</td>
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<tr>
<td>Non-Cumulative Preferred Stock, Series C</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Depositary Shares, Each Representing 1/1,000th Interest in a Share of Floating Rate</td>
<td>GS PrD</td>
<td>NYSE</td>
</tr>
<tr>
<td>Non-Cumulative Preferred Stock, Series D</td>
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<td></td>
</tr>
<tr>
<td>Depositary Shares, Each Representing 1/1,000th Interest in a Share of 5.50%</td>
<td>GS PrJ</td>
<td>NYSE</td>
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<tr>
<td>Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series J</td>
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<tr>
<td>Depositary Shares, Each Representing 1/1,000th Interest in a Share of 6.375%</td>
<td>GS PrK</td>
<td>NYSE</td>
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<tr>
<td>Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series K</td>
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<tr>
<td>Depositary Shares, Each Representing 1/1,000th Interest in a Share of 6.30%</td>
<td>GS PrN</td>
<td>NYSE</td>
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<td>Non-Cumulative Preferred Stock, Series N</td>
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<tr>
<td>5.793% Fixed-to-Floating Rate Normal Automatic Preferred Enhanced Capital Securities</td>
<td>GS/43PF</td>
<td>NYSE</td>
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<tr>
<td>of Goldman Sachs Capital II</td>
<td></td>
<td></td>
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<tr>
<td>Medium-Term Notes, Series A, Index-Linked Notes due 2037 of GS Finance Corp.</td>
<td>GCE</td>
<td>NYSE Arca</td>
</tr>
<tr>
<td>Medium-Term Notes, Series B, Index-Linked Notes due 2037</td>
<td>GSC</td>
<td>NYSE Arca</td>
</tr>
<tr>
<td>Medium-Term Notes, Series E, Index-Linked Notes due 2028 of GS Finance Corp.</td>
<td>FRLG</td>
<td>NYSE Arca</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 under 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 8.01 Other Events.

On January 23, 2020, The Goldman Sachs Group, Inc. (the “Company”) announced the launch of a proposed public offering (the “Offering”) of depositary shares, each representing 1/25th interest in a share of its new series of Fixed-Rate Reset Non-Cumulative Preferred Stock, Series S (the “Depositary Shares”). The Offering is subject to pricing, which has not yet occurred. If the Offering is priced and proceeds to closing, the Company intends to use the net proceeds from the sale of the Depositary Shares to redeem all outstanding shares of its 5.70% Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series L, $25,000 liquidation preference per share (the “Series L Preferred Stock”).

The pricing of the Offering, and thus whether any possible redemption of outstanding preferred stock will occur, is subject to market conditions and other considerations. There is no assurance that the Offering will price and close or that the Company will decide to redeem all outstanding shares of the Series L Preferred Stock. If the Company decides to redeem all outstanding shares of the Series L Preferred Stock, it intends to announce its decision by press release and an appropriate notice of redemption.

The Offering is described in the Company’s preliminary prospectus supplement dated January 23, 2020, which was filed with the Securities and Exchange Commission today.

This Current Report on Form 8-K does not constitute an offer to sell the Depositary Shares.

Cautionary Note on Forward-Looking Statements

This Current Report on Form 8-K contains “forward-looking statements” within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements are not historical facts, but instead represent only the firm’s beliefs regarding future events, certain of which, by their nature, are inherently uncertain and outside the firm’s control. Forward-looking statements in this Current Report on Form 8-K include, without limitation, statements regarding the completion of, and the use of proceeds from, the Offering, including the redemption of the Series L Preferred Stock. It is possible that the firm’s actual results may differ, possibly materially, from the anticipated results indicated in these forward-looking statements. For a discussion of some of the risks and important factors that could affect the firm’s future results and financial condition, see “Risk Factors” in Part I, Item 1A of the firm’s Annual Report on Form 10-K for the year ended December 31, 2018.
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: January 23, 2020

By: /s/ Matthew E. Tropp
Name: Matthew E. Tropp
Title: Assistant Secretary