
**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): October 18, 2017

THE GOLDMAN SACHS GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

No. 001-14965
(Commission
File Number)

No. 13-4019460
(IRS Employer
Identification No.)

200 West Street
New York, New York
(Address of principal executive offices)

10282
(Zip Code)

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))

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 October 18, 2017, 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-to-Floating Rate Non-Cumulative Preferred Stock, Series P (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 part or all of its 5.95% Non-Cumulative Preferred Stock, Series I, \$25,000 liquidation preference per share (the “Series I Preferred Stock”). The Company also intends to use remaining proceeds, if any, for general corporate purposes, including the potential redemption of part or all of its 6.20% Non-Cumulative Preferred Stock, Series B, \$25,000 liquidation preference per share (the “Series B Preferred Stock”).

The pricing of the Offering, and thus whether any possible redemptions 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 part or all of the Series I Preferred Stock (or any Series B Preferred Stock) or, if it does, the amounts to be redeemed. If the Company decides to redeem the Series I Preferred Stock in whole or in part, it intends to announce its decision by press release and an appropriate notice of redemption promptly after the pricing of the Offering. Any potential redemption of part or all of the Series B Preferred Stock, if it were to occur, would not occur until a later time which has not yet been determined.

The Offering is described in the Company’s preliminary prospectus supplement dated October 18, 2017, 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 I Preferred Stock and the Series B 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, 2016.

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: October 18, 2017

By: /s/ Kenneth L. Josselyn
Name: Kenneth L. Josselyn
Title: Assistant Secretary