

GOLDMAN SACHS GROUP INC

Form 424B2

April 11, 2014

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Registration Statement No. 333-176914

The information in this preliminary pricing supplement is not complete and may be changed. This preliminary pricing supplement is not an offer to sell nor does it seek an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Subject to Completion. Dated April 10, 2014.

The Goldman Sachs Group, Inc.

\$

Currency-Linked Notes due

The notes will not bear interest. The amount that you will be paid on your notes on the stated maturity date (expected to be the third scheduled business day after the determination date) will be based on the performance of an equally weighted basket comprised of the Indian Rupee (rupee)/U.S. Dollar (dollar), Malaysian Ringgit (ringgit)/dollar and Mexican Peso (peso)/dollar exchange rates as measured from the trade date to and including the determination date (expected to be between 24 and 27 months after the trade date). Each basket exchange rate is expressed as the amount of the relevant currency (rupee, ringgit and peso) needed to buy one dollar.

By purchasing this note, you are taking the view that the basket return (defined below) will be greater than or equal to -10%, which means that the final basket level has either (i) increased from the initial basket level because the sum of the currency returns (defined below) for the basket exchange rates is positive or (ii) decreased from the initial basket level because the sum of the currency returns for the basket exchange rates is negative, but such sum is not less than -30%. A currency return will be positive if it takes fewer of the relevant foreign currency to purchase one dollar on the determination date than on the trade date. If the basket return is greater than or equal to -10%, you will receive, for each \$1,000 face amount of your notes, the greater of (i) the threshold settlement amount of between \$1,110 and \$1,130 or (ii) \$1,000 plus \$1,000 times the basket return, up to a maximum of \$2,000. **If the basket return is less than -10%, you will receive less than the face amount of your notes at maturity and may lose your entire investment in the notes.**

We will calculate the basket return by subtracting the initial basket level from the final basket level and *dividing* the resulting number by the initial basket level and expressing this result as a percentage. The initial basket level is set at 100. The final basket level will equal the *sum* of (i) 100 *plus* (ii) 100 *times* the *sum* of the currency return for each basket exchange rate *divided* by 3. The currency return for each basket exchange rate will equal (i) the applicable initial exchange rate *minus* the applicable final exchange rate *divided* by (ii) such initial exchange rate. The initial exchange rate for each basket exchange rate will be set on the trade date and the final exchange rate will be determined on the determination date.

At maturity, for each \$1,000 face amount of your notes you will receive an amount in cash equal to:

- if the basket return is *greater than* or *equal to* -10%, the *greater* of (i) the threshold settlement amount (set on the trade date, expected to be between \$1,110 and \$1,130) and (ii) the *sum* of (a) \$1,000 *plus* (b) the *product* of (1) \$1,000 *times* (2) the basket return; or
- if the basket return is *less than* -10.00%, the *sum* of (i) \$1,000 *plus* (ii) the *product* of (a) \$1,000 *times* (b) the *sum* of the basket return *plus* 10.00% *times* (c) 1.1111, subject to a minimum of \$0.

You should read the additional disclosure herein so that you may better understand the terms of your investment. **Your investment in the notes involves certain risks, including, among other things, our credit risk. See page PS-8.**

The estimated value of your notes at the time the terms of your notes are set on the trade date (as determined by reference to pricing models used by Goldman, Sachs & Co. (GS&Co.) and taking into account our credit spreads) is expected to be between \$957 and \$980 per \$1,000 face amount, which will be less than the original issue price. The value of your notes at any time will reflect many factors and cannot be predicted; however, the price (not including GS&Co.'s customary bid and ask spreads) at which GS&Co. would initially buy or sell notes (if it makes a market, which it is not obligated to do) and the value that GS&Co. will initially use for account statements and otherwise will equal approximately \$ per \$1,000 face amount, which will exceed the estimated value of your notes as determined by reference to these models. The amount of the excess will decline on a straight line basis over the period from the trade date through .

Original issue date:	expected to be	, 2014	Original issue price:	100.00% of the face amount
Underwriting discount:	% of the face amount		Net proceeds to the issuer:	% of the face amount

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed upon the accuracy or adequacy of this pricing supplement, the accompanying currency terms supplement, the accompanying prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense. The notes are not bank deposits and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency, nor are they obligations of, or guaranteed by, a bank.

Goldman, Sachs & Co.

Pricing Supplement No. dated , 2014.

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The issue price, underwriting discount and net proceeds listed above relate to the notes we sell initially. We may decide to sell additional notes after the date of this pricing supplement, at issue prices and with underwriting discounts and net proceeds that differ from the amounts set forth above. The return (whether positive or negative) on your investment in notes will depend in part on the issue price you pay for such notes.

Goldman Sachs may use this pricing supplement in the initial sale of the notes. In addition, Goldman, Sachs & Co. or any other affiliate of Goldman Sachs may use this pricing supplement in a market-making transaction in a note after its initial sale. ***Unless Goldman Sachs or its agent informs the purchaser otherwise in the confirmation of sale, this pricing supplement is being used in a market-making transaction.***

About Your Notes

The notes are part of the Medium-Term Notes, Series D program of The Goldman Sachs Group, Inc. This pricing supplement constitutes a supplement to the documents listed below and should be read in conjunction with such documents:

- Currency terms supplement dated August 24, 2012
- Prospectus supplement dated September 19, 2011
- Prospectus dated September 19, 2011

The information in this pricing supplement supersedes any conflicting information in the documents listed above. In addition, some of the terms or features described in the listed documents may not apply to your notes.

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SUMMARY INFORMATION

We refer to the notes we are offering by this pricing supplement as the offered notes or the notes. Each of the offered notes, including your notes, has the terms described below. Please note that in this pricing supplement, references to The Goldman Sachs Group, Inc., we, our and us mean only The Goldman Sachs Group, Inc. and do not include its consolidated subsidiaries. Also, references to the accompanying prospectus mean the accompanying prospectus, dated September 19, 2011, as supplemented by the accompanying prospectus supplement, dated September 19, 2011, of The Goldman Sachs Group, Inc. relating to the Medium-Term Notes, Series D program of The Goldman Sachs Group, Inc. and references to the accompanying currency terms supplement mean the accompanying currency terms supplement, dated August 24, 2012, of The Goldman Sachs Group, Inc.

This section is meant as a summary and should be read in conjunction with the section entitled Supplemental Terms of the Notes on page S-10 of the accompanying currency terms supplement. Please note that certain features, as noted below, described in the currency terms supplement are not applicable to the notes. This pricing supplement supersedes any conflicting provisions of the accompanying currency terms supplement.

Key Terms

Issuer: The Goldman Sachs Group, Inc.

Face amount: each note will have a face amount of \$1,000; \$ in the aggregate for all the offered notes; the aggregate face amount of the offered notes may be increased if the issuer, at its sole option, decides to sell an additional amount of the offered notes on a date subsequent to the date of this pricing supplement

Basket exchange rates: the INR/USD, MYR/USD and MXN/USD exchange rates, expressed as the applicable foreign currency value of one U.S. dollar (USD)

Purchase at amount other than face amount: the amount we will pay you at the stated maturity date for your notes will not be adjusted based on the issue price you pay for your notes, so if you acquire notes at a premium (or discount) to face amount and hold them to the stated maturity date, it could affect your investment in a number of ways. The return on your investment in such notes will be lower (or higher) than it would have been had you purchased the notes at face amount. Also, the stated buffer amount would not offer the same measure of protection to your investment as would be the case if you had purchased the notes at face amount. See Additional Risk Factors Specific to Your Notes If You Purchase Your Notes at a Premium to Face Amount, the Return on Your Investment Will Be Lower Than the Return on Notes Purchased at Face Amount and the Impact of Certain Key Terms of the Notes Will be Negatively Affected on page PS-11 of this pricing supplement

Supplemental discussion of U.S. federal income tax consequences: you will be obligated pursuant to the terms of the notes in the absence of a change in law, an administrative determination or a judicial ruling to the contrary to characterize each note for all tax purposes as a pre-paid derivative contract in respect of the basket exchange rates, as described under Supplemental Discussion of Federal Income Tax Consequences on page S-31 of the accompanying currency terms supplement. Pursuant to this approach, it is the opinion of Sidley Austin LLP that upon the sale, exchange or maturity of your notes, it would be reasonable for you to recognize gain or loss equal to the difference, if any, between the amount of cash you receive at such time and your tax basis in your notes. Pursuant to final Treasury regulations and an Internal Revenue Service notice released on July 12, 2013, Foreign Account Tax Compliance Act (FATCA) withholding (as described in United States Taxation Taxation of Debt Securities Foreign Account Tax Compliance in the accompanying prospectus and Supplemental Discussion of Federal Income Tax Consequences Foreign Account Tax Compliance in the accompanying currency terms supplement) will generally not apply to obligations that are issued prior to July 1, 2014; therefore, the notes will not be subject to FATCA withholding.

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Cash settlement amount (on the stated maturity date): for each \$1,000 face amount of your notes, we will pay you an amount in cash equal to:

- if the basket return is *greater than or equal to* -10%, the *greater of* (i) the threshold settlement amount and (ii) the *sum of* (a) \$1,000 *plus* (b) the *product of* (1) \$1,000 *times* (2) the basket return; or
- if the basket return is *less than* -10%, the *sum of* (i) \$1,000 *plus* (ii) the product of (a) \$1,000 *times* (b) the *sum of* the basket return *plus* the buffer amount *times* (c) the buffer rate, subject to a minimum of \$0.

Threshold settlement amount (to be set on the trade date): expected to be between \$1,110.00 and \$1,130.00

Buffer amount: 10.00%

Buffer rate: 111.11%

Initial exchange rates (to be set on the trade date):

<u>Basket Exchange Rate</u>	<u>Initial Exchange Rate</u>
INR/USD	
MYR/USD	
MXN/USD	

Final exchange rate: the level of each basket exchange rate on the determination date, determined as described under Supplemental Terms of Your Notes Supplemental Terms of the Notes Special Calculation Provisions Level of an Exchange Rate beginning on page S-23 of the accompanying currency terms supplement, except in the limited circumstances described under Supplemental Terms of the Notes Consequences of a Non-Fixing Day Notes Linked to a Basket of Exchange Rates or the Lesser Performing of Two or More Exchange Rates beginning on page S-19 of the accompanying currency terms supplement

Initial basket level: 100

Final basket level: the final basket level will equal the *sum of* (i) 100 *plus* (ii) 100 *times* the *sum of* the results of, for each basket exchange rate, (a) the applicable currency return *times* (b) the applicable basket weighting, as determined by the calculation agent

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on the determination date, subject to the circumstances described under Supplemental Terms of the Notes Consequences of a Non-Fixing Day Notes Linked to a Basket of Exchange Rates or the Lesser Performing of Two or More Exchange Rates on page S-19 of the accompanying currency terms supplement

Currency return: for each basket exchange rate, (i) the applicable initial exchange rate *minus* the applicable final exchange rate *divided* by (ii) such initial exchange rate

Basket weightings: the basket exchange rates are equally weighted as set forth in the table below:

<u>Basket Exchange Rate</u>	<u>Weight in Basket</u>
INR/USD	33 1/3%
MYR/USD	33 1/3%
MXN/USD	33 1/3%

Basket return: the *quotient* of (1) the final basket level *minus* the initial basket level *divided* by (2) the initial basket level, expressed as a positive or negative percentage

Trade date:

Original issue date (settlement date) (to be set on the trade date): expected to be the fifth scheduled business day after the trade date

Determination date (to be set on the trade date): expected to be between 24 and 27 months after the trade date, subject to adjustment as described under Supplemental Terms of the Notes Determination Date on page S-11 of the accompanying currency terms supplement

Stated maturity date (to be set on the trade date): expected to be the third scheduled business day after the determination date, subject to adjustment as described under Supplemental Terms of the Notes Stated Maturity Date on page S-10 of the accompanying currency terms supplement

Business day: as described under Supplemental Terms of the Notes Special Calculation Provisions Business Day on page S-23 in the accompanying currency terms supplement

No interest: the notes will not bear interest

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No listing: the notes will not be listed on any securities exchange or interdealer market quotation system

No redemption: the notes will not be subject to any redemption right

Use of proceeds and hedging: as described under Use of Proceeds and Hedging on page S-30 of the accompanying currency terms supplement

ERISA: as described under Employee Retirement Income Security Act on page S-39 of the accompanying currency terms supplement

Supplemental plan of distribution: as described under Supplemental Plan of Distribution on page S-40 of the accompanying currency terms supplement; The Goldman Sachs Group, Inc. estimates that its share of the total offering expenses, excluding underwriting discounts and commissions, will be approximately \$.

The Goldman Sachs Group, Inc. expects to agree to sell to Goldman, Sachs & Co., and Goldman, Sachs & Co. expects to agree to purchase from The Goldman Sachs Group, Inc., the aggregate face amount of the offered notes specified on the front cover of this pricing supplement. Goldman, Sachs & Co. proposes initially to offer the notes to the public at the original issue price set forth on the cover page of this pricing supplement. The underwriting discount set forth on the cover page of this pricing supplement per \$1,000 face amount is comprised of \$ of underwriting fees and \$ of selling commission.

We expect to deliver the notes against payment therefor in New York, New York on , 2014, which is expected to be the fifth scheduled business day following the date of this pricing supplement and of the pricing of the notes. Under Rule 15c6-1 of the Securities Exchange Act of 1934, trades in the secondary market generally are required to settle in three business days, unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade notes on any date prior to three business days before delivery will be required, by virtue of the fact that the notes are initially expected to settle in five business days (T + 5), to specify alternative settlement arrangements to prevent a failed settlement.

We have been advised by Goldman, Sachs & Co. that it intends to make a market in the notes. However, neither Goldman, Sachs & Co. nor any of our other affiliates that makes a market is obligated to do so and any of them may stop doing so at any time without notice. No assurance can be given as to the liquidity or trading market for the notes.

Calculation agent: Goldman, Sachs & Co.

CUSIP no.:

ISIN no.:

FDIC: the notes are not bank deposits and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency, nor are they obligations of, or guaranteed by, a bank

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The following table and chart are provided for purposes of illustration only. They should not be taken as an indication or prediction of future investment results and are intended merely to illustrate the impact that various hypothetical basket returns on the determination date could have on the cash settlement amount, assuming all other variables remain constant. No one can predict what the basket exchange rates will be on the determination date. The basket exchange rates have been highly volatile in the past meaning that the basket exchange rates have changed substantially in relatively short periods and their performance cannot be predicted for any future period. The final basket level can appreciate or depreciate due to changes in any of the basket exchange rates.

Any rate of return you may earn on an investment in the notes may be lower than that which you could earn on a comparable investment directly in the applicable currencies.

The information in the following examples reflects hypothetical rates of return on the offered notes assuming that they are purchased on the original issue date at the face amount and held to the stated maturity date. If you sell your notes in a secondary market prior to the stated maturity date, your return will depend upon the market value of your notes at the time of sale, which may be affected by a number of factors that are not reflected in the table below such as interest rates, the volatility of the basket exchange rates and our creditworthiness. In addition, the estimated value of your notes at the time the terms of your notes are set on the trade date (as determined by reference to pricing models used by Goldman, Sachs & Co.) will be less than the original issue price of your notes. For more information on the estimated value of your notes, see *Additional Risk Factors Specific to Your Notes The Estimated Value of Your Notes At the Time the Terms of Your Notes Are Set On the Trade Date (as Determined By Reference to Pricing Models Used By Goldman, Sachs & Co.) Will Be Less Than the Original Issue Price Of Your Notes* on page PS-8 of this pricing supplement. The information in the table also reflects the key terms and assumptions in the box below.

Key Terms and Assumptions		
Face amount per note		\$1,000
Initial basket level		100
Threshold settlement amount		\$1,110.00
Buffer amount		10%
Buffer rate		111.11%
Notes purchased on the original issue date at the face amount and held to the stated maturity date		
The determination date is a fixing day for each basket exchange rate		

Moreover, we have not yet determined the initial exchange rates that will serve as the baseline for determining the basket return and the amount we will pay on your notes at maturity. We will not do so until the trade date. As a result, the initial exchange rates may differ substantially from the exchange rates prior to the trade date.

For these reasons, the actual performance of the basket exchange rates over the life of the offered notes, as well as the cash settlement amount at maturity, may bear little relation to the hypothetical examples shown below or to the historical levels of the basket exchange rates shown elsewhere in this pricing supplement. For information about the basket exchange rates during recent

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periods, see The Basket Exchange Rates Historical Exchange Rates on page PS-12. Before investing in the offered notes, you should consult publicly available information to determine the basket exchange rates between the date of this pricing supplement and the date of your purchase of the offered notes.

Also, the examples below do not take into account the effects of applicable taxes. Because of the U.S. tax treatment applicable to your notes, tax liabilities could affect the after-tax rate of return on your notes to a comparatively greater extent than the after-tax return on the applicable currencies.

The levels in the left column of the following table represent hypothetical basket returns. The amounts in the right column represent the hypothetical cash settlement amounts, based on the corresponding hypothetical basket return, and are expressed as percentages of the face amount of a note (rounded to the nearest one

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hundredth of one percent). Thus, a hypothetical cash settlement amount of 100.00% means that the value of the cash payment that we would deliver for each \$1,000 of the outstanding face amount of the offered notes on the stated maturity date would equal 100.00% of the face amount of a note, based on the corresponding hypothetical basket return and the assumptions noted above.

The final basket level will be determined based on the performance of each of the basket exchange rates. The initial basket level is 100. The basket return will be equal to the *quotient* of (1) the final basket level *minus* the initial basket level *divided* by (2) the initial basket level, expressed as a positive or negative percentage.

<u>Hypothetical Basket Return</u>	<u>Hypothetical Cash Settlement Amount (as Percentage of Face Amount)</u>
100.00%	200.00%
50.00%	150.00%
25.00%	125.00%
20.00%	120.00%
11.00%	111.00%
10.00%	111.00%
5.00%	111.00%
0.00%	111.00%
-5.00%	111.00%
-10.00%	111.00%
-25.00%	83.33%
-50.00%	55.56%
-75.00%	27.78%
-90.00%	11.11%
-100.00%	0.00%

If, for example, the basket return was determined to be -50.00%, the cash settlement amount that we would deliver to you at maturity would be approximately 55.56% of the face amount of your notes, as shown in the table above. As a result, if you purchased your notes on the original issue date and held them to the stated maturity date, you would lose approximately 44.44% of your investment (if you purchased your notes at a premium to face amount you would lose a correspondingly higher percentage of your investment).

The following chart shows a graphical illustration of the hypothetical cash settlement amounts (expressed as a percentage of the face amount of your notes) that we would deliver to the holder of the notes on the stated maturity date, if the basket return was any of the hypothetical returns shown on the horizontal axis.

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The cash settlement amounts shown above are entirely hypothetical; they are based on basket exchange rates that may not be achieved on the determination date and on assumptions that may prove to be erroneous. The actual market value of your notes on the stated maturity date or at any other time, including any time you may wish to sell your notes, may bear little relation to the hypothetical cash settlement amounts shown above, and these amounts should not be viewed as an indication of the financial return on an investment in the offered notes. The hypothetical cash settlement amounts on notes held to the stated maturity date in the examples above assume you purchased your notes at their face amount and have not been adjusted to reflect the actual issue price you pay for your notes. The return on your investment (whether positive or negative) in your notes will be affected by the amount you pay for your notes. If you purchase your notes for a price other than the face amount, the return on your investment will differ from, and may be significantly lower than, the hypothetical returns suggested by the above examples. Please read *Additional Risk Factors Specific to the Notes – The Market Value of Your Notes May Be Influenced by Many Unpredictable Factors* on page S-6 of the accompanying currency terms supplement.

Payments on the notes are economically equivalent to the amounts that would be paid on a combination of other instruments. For example, payments on the notes are economically equivalent to a combination of an interest-bearing bond bought by the holder and one or more options entered into between the holder and us (with one or more implicit option premiums paid over time). The discussion in this paragraph does not modify or affect the terms of the notes or the U.S. federal income tax treatment of the notes, as described elsewhere in this pricing supplement.

We cannot predict the actual basket return or what the market value of your notes will be on any given day, nor can we predict the relationship between the basket level and the market value of your notes at any time prior to the stated maturity date. The actual amount that a holder of the offered notes will receive on the stated maturity date and the total rate of return on the offered

notes will depend on the actual initial exchange rates and threshold settlement amount, which we will set on the trade date, and on the actual basket return determined by the calculation agent as described above. Moreover, the assumptions on which the hypothetical examples are based may turn out to be inaccurate. Consequently, the amount of cash to be paid in respect of your note on the stated maturity date may be very different from the information reflected in the table, hypothetical examples and chart above.

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ADDITIONAL RISK FACTORS SPECIFIC TO YOUR NOTES

An investment in your notes is subject to the risks described below, as well as the risks described under Considerations Relating to Indexed Securities in the accompanying prospectus dated September 19, 2011 and Additional Risk Factors Specific to the Notes in the accompanying currency terms supplement. You should carefully review these risks as well as the terms of the notes described herein and in the accompanying prospectus, dated September 19, 2011, the accompanying prospectus supplement, dated September 19, 2011, and the accompanying currency terms supplement, dated August 24, 2012, of The Goldman Sachs Group, Inc. Your notes are a riskier investment than ordinary debt securities. Also, your notes are not equivalent to investing directly in the basket exchange rates or applicable currencies. You should carefully consider whether the offered notes are suited to your particular circumstances.

The Estimated Value of Your Notes At the Time the Terms of Your Notes Are Set On the Trade Date (as Determined By Reference to Pricing Models Used By Goldman, Sachs & Co.) Will Be Less Than the Original Issue Price Of Your Notes

The original issue price for your notes will exceed the estimated value of your notes as of the time the terms of your notes are set on the trade date, as determined by reference to Goldman, Sachs & Co.'s pricing models and taking into account our credit spreads. Such expected estimated value on the trade date is set forth on the cover of this pricing supplement; after the trade date, the estimated value as determined by reference to these models will be affected by changes in market conditions, our creditworthiness and other relevant factors. The price at which Goldman, Sachs & Co. would initially buy or sell your notes (if Goldman, Sachs & Co. makes a market, which it is not obligated to do), and the value that Goldman, Sachs & Co. will initially use for account statements and otherwise, will also exceed the estimated value of your notes as determined by reference to these models. As agreed by Goldman, Sachs & Co. and the distribution participants, the amount of this excess will decline on a straight line basis over the period from the date hereof through the applicable date set forth on the cover. Thereafter, if Goldman, Sachs & Co. buys or sells your notes it will do so at prices that reflect the estimated value determined by reference to such pricing models at that time. The price at which Goldman, Sachs & Co. will buy or sell your notes at any time also will reflect its then current bid and ask spread for similar sized trades of structured notes.

In estimating the value of your notes as of the time the terms of your notes are set on the trade date, as disclosed on the front cover of this pricing supplement, Goldman, Sachs & Co.'s pricing models consider certain variables, including principally our credit spreads, interest rates (forecasted, current and historical rates), volatility, price-sensitivity analysis and the time to maturity of the notes. These pricing models are proprietary and rely in part on certain assumptions about future events, which may prove to be incorrect. As a result, the actual value you would receive if you sold your notes in the secondary market, if any, to others may differ, perhaps materially, from the estimated value of your notes determined by reference to our models due to, among other things, any differences in pricing models or assumptions used by others. See Additional Risk Factors Specific to the Notes – The Market Value of Your Notes May Be Influenced by Many Unpredictable Factors on page S-6 of the accompanying currency terms supplement.

The difference between the estimated value of your notes as of the time the terms of your notes are set on the trade date and the original issue price is a result of certain factors, including principally the underwriting discount and commissions, the expenses incurred in creating, documenting and marketing the notes, and an estimate of the difference between the amounts we pay to Goldman, Sachs & Co. and the amounts Goldman, Sachs & Co. pays to us in connection with your notes. We pay to Goldman, Sachs & Co. amounts based on what we would pay to holders of a non-structured note with a similar maturity. In return for such

payment, Goldman, Sachs & Co. pays to us the amounts we owe under your notes.

In addition to the factors discussed above, the value and quoted price of your notes at any time will reflect many factors and cannot be predicted. If Goldman, Sachs & Co. makes a market in the notes, the price quoted by Goldman, Sachs & Co. would reflect any changes in market conditions and other relevant

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factors, including any deterioration in our creditworthiness or perceived creditworthiness. These changes may adversely affect the value of your notes, including the price you may receive for your notes in any market making transaction. To the extent that Goldman, Sachs & Co. makes a market in the notes, the quoted price will reflect the estimated value determined by reference to Goldman, Sachs & Co.'s pricing models at that time, plus or minus its then current bid and ask spread for similar sized trades of structured notes (and subject to the declining excess amount described above).

Furthermore, if you sell your notes, you will likely be charged a commission for secondary market transactions, or the price will likely reflect a dealer discount. This commission or discount will further reduce the proceeds you would receive for your notes in a secondary market sale.

There is no assurance that Goldman, Sachs & Co. or any other party will be willing to purchase your notes at any price and, in this regard, Goldman, Sachs & Co. is not obligated to make a market in the notes. See **Additional Risk Factors Specific to the Notes Your Notes May Not Have an Active Trading Market** on page S-7 of the accompanying currency terms supplement.

The Notes Are Subject to the Credit Risk of the Issuer

Although the return on the notes will be based on the performance of the basket, the payment of any amount due on the notes is subject to our credit risk. The notes are our unsecured obligations. Investors are dependent on our ability to pay all amounts due on the notes, and therefore investors are subject to our credit risk and to changes in the market's view of our creditworthiness. See **Description of the Notes We May Offer Information About Our Medium-Term Notes, Series D Program How the Notes Rank Against Other Debt** on page S-4 of the accompanying prospectus supplement.

You May Lose Your Entire Investment in the Notes

You can lose your entire investment in the notes. The cash payment on your notes, if any, on the stated maturity date will be based on the performance of the basket as measured from the initial basket level of 100 to the final basket level on the determination date. If the basket return is less than -10%, you will have a loss for each \$1,000 of the face amount of your notes equal to the *product* of the buffer rate *times* the *sum* of the basket return *plus* the buffer amount *times* \$1,000. Thus, you may lose your entire investment in the notes, which would include any premium to face amount you paid when you purchased the notes.

Also, the market price of your notes prior to the stated maturity date may be significantly lower than the purchase price you pay for your notes. Consequently, if you sell your notes before the stated maturity date, you may receive far less than the amount of your investment in the notes.

Due to the Basket Level Formula, the Return on Your Notes Is Limited

Due to the basket level formula, the return on your notes is limited to \$2,000 for each \$1,000 face amount of your notes, as the basket return can never be above 100%.

Your Notes Will Not Bear Interest

You will not receive any interest payments on your notes. Unless the cash settlement amount on your notes on the stated maturity date substantially exceeds the amount you paid for your notes, the overall return you earn on your notes may be less than you would have earned by investing in a non-indexed debt security of comparable maturity that bears interest at a prevailing market rate.

An Increase in One Basket Exchange Rate May Offset Decreases in Other Basket Exchange Rates Over the Life of the Notes

An increase in one basket exchange rate (i.e., more of the foreign currency is needed to purchase one dollar on the determination date than on the trade date) may offset decreases in one or more other basket exchange rates (i.e., less of any such foreign currency is needed to purchase one dollar on the determination date than on the trade date). As a result, even if one or more basket exchange rates have decreased over the term of your notes, you may lose a significant amount of your investment if some or all of the other basket exchange rates increase.

The Cash Settlement Amount on Your Notes Will Not Be Affected by the Basket Level on Any Date Other Than the Determination Date

The cash settlement amount will be based on the final basket level on the determination date. Although the actual basket level on the

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stated maturity date or at other times during the life of your notes may be lower than the final basket level, you will not benefit from the basket level at any time other than on the determination date.

If You Calculate the Return on Your Notes Using the USD/INR, USD/MYR and USD/MXN Exchange Rates, the Return on Your Notes May be Materially Different From the Results Obtained Using the INR/USD, MYR/USD and MXN/USD Exchange Rates

The amount that you will be paid on your notes on the stated maturity date will be based on the performance of the INR/USD, MYR/USD and MXN/USD exchange rates, as measured by the basket return formula, from the trade date to and including the determination date. Each basket exchange rate is expressed as the amount of the applicable foreign currency needed to exchange for one U.S. dollar. If you calculate the return on your notes using the USD/INR, USD/MYR and USD/MXN exchange rates instead, the return on your notes may be materially different from the results obtained using the INR/USD, MYR/USD and MXN/USD exchange rates. For example, assuming a hypothetical initial INR/USD exchange rate of 60.00 (i.e., 60 Indian rupees are needed to buy one U.S. dollar), if the hypothetical final INR/USD exchange rate increases to 75.00 (i.e., 75 Indian rupees are needed to buy one U.S. dollar), then the percentage change in the initial exchange rate to the final exchange rate would equal 25% and the currency return would be -25%. If the equivalent exchange rate were instead presented in terms of USD/INR, then the hypothetical initial USD/INR exchange rate would be approximately 0.0167 and the hypothetical final USD/INR exchange rate would be approximately 0.0133 and the percentage change in the initial exchange rate to the final exchange rate would equal approximately -20% and the currency return would be approximately 20%.

We May Sell an Additional Aggregate Face Amount of the Notes at a Different Issue Price

At our sole option, we may decide to sell an additional aggregate face amount of the notes subsequent to the date of this pricing supplement. The issue price of the notes in the subsequent sale may differ substantially (higher or lower) from the issue price you paid as provided on the cover of this pricing supplement.

If You Purchase Your Notes at a Premium to Face Amount, the Return on Your Investment Will Be Lower Than the Return on Notes Purchased at Face Amount and the Impact of Certain Key Terms of the Notes Will Be Negatively Affected

The cash settlement amount you will be paid for your notes on the stated maturity date will not be adjusted based on the issue price you pay for the notes. If you purchase notes at a price that differs from the face amount of the notes, then the return on your investment in such notes held to the stated maturity date will differ from, and may be substantially less than, the return on notes purchased at face amount. If you purchase your notes at a premium to face amount and hold them to the stated maturity date the return on your investment in the notes will be lower than it would have been had you purchased the notes at face amount or a discount to face amount. In addition, the impact of the buffer amount on the return on your investment will depend upon the price you pay for your notes relative to the face amount. For example, the buffer amount, while still providing some protection for the return on the notes, will allow a greater percentage decrease in your investment in the notes than would have been the case for notes purchased at face amount or a discount to face amount.

The Tax Consequences of an Investment in Your Notes Are Uncertain

The tax consequences of an investment in your notes are uncertain, both as to the timing and character of any inclusion in income in respect of your notes. Pursuant to the terms of the notes, The Goldman Sachs Group, Inc. and you agree (in the absence of a change in law, an administrative guidance or a judicial ruling to the contrary) to characterize your notes for all tax purposes as pre-paid derivative contracts in respect of the basket exchange rates. If your notes are so treated, you should generally recognize gain or loss upon the sale or maturity of your notes in an amount equal to the difference between the amount you receive upon the sale of your notes or on the stated maturity date and the amount you paid for your notes. Such gain or loss should generally be exchange gain or loss that is taxable as ordinary income or loss to the extent such gain or loss is attributable to changes in the value of the basket exchange rates. As discussed under Supplemental Discussion of Federal Income

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Tax Consequences on page S-31 of the accompanying currency terms supplement, we believe that it would be reasonable for you to take the position that you are eligible to make an election with respect to the notes under which any gain or loss that you recognize with respect to the notes would be capital gain or loss. However, there is a risk that the Internal Revenue Service might assert that you may not make such an election for your notes, in which case the Internal Revenue Service may treat such gain as ordinary income. Please see more detailed discussion regarding the election in Supplemental Discussion of Federal Income Tax Consequences on page S-31 of the accompanying currency terms supplement including a discussion of the procedures for making the election. Any gain or loss that is not attributable to changes in the value of the basket exchange rates should be capital gain or loss, irrespective of whether you made such election.

In addition, the Internal Revenue Service announced on December 7, 2007 that it is considering issuing guidance regarding the tax treatment of an instrument such as your notes, and any such guidance could adversely affect the value and tax treatment of your notes. Among other things, the Internal Revenue Service may decide to require the holders to accrue ordinary income on a current basis and recognize ordinary income on payment at maturity even if you make the capital gain election described under

Supplemental Discussion of Federal Income Tax Consequences on page S-31 of the accompanying currency terms supplement, and could subject non-US investors to withholding tax. Furthermore, in 2007, legislation was introduced in Congress that, if enacted, would have required holders that acquired instruments such as your notes after the bill was enacted to accrue interest income over the term of such notes even though there may be no interest payments over the term of such notes. It is not possible to predict whether a similar or identical bill will be enacted in the future, or whether any such bill would affect the tax treatment of such notes. We describe these developments in more detail under Supplemental Discussion of Federal Income Tax Consequences

United States Holders Certain Notes Treated as Pre-Paid Derivative Contracts Change in Law on page S-36 of the accompanying currency terms supplement. You should consult your own tax advisor about this matter. Except to the extent otherwise provided by law, The Goldman Sachs Group, Inc. intends to continue treating the notes for U.S. federal income tax purposes in accordance with the treatment described under Supplemental Discussion of Federal Income Tax Consequences on page S-31 of the accompanying currency terms supplement, unless and until such time as Congress, the Treasury Department or the Internal Revenue Service determine that some other treatment is more appropriate. Please also consult your own tax advisor concerning the U.S. federal income tax and any other applicable tax consequences to you of owning your notes in your particular circumstances.

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THE BASKET EXCHANGE RATES

We have derived all information regarding each of the basket exchange rates contained in this pricing supplement from publicly available information, without independent verification.

Historical Basket Return Example

We have further assumed that the notes are purchased on the original issue date and held until the stated maturity date. If you sell your notes before the stated maturity date, your return will depend upon the market value of your notes at the time of sale, which may be affected by a number of factors that are not reflected in the example below. Some of these factors are explained in more detail in this pricing supplement.

The following chart is based on the basket return for the period from January 2, 2008 through April 10, 2014 of a basket which is weighted as described above on PS-3 and does not take into account any taxes you may owe as a result of owning your notes. No one can predict what the final exchange rates will be on the determination date. The basket return can appreciate or depreciate due to changes in the basket exchange rates.

For these reasons, the actual performance of the basket over the life of the offered notes, as well as the cash settlement amount at maturity may bear little relation to the historical basket returns in the example shown below. The historical information about the applicable currencies during recent periods is set forth below.

The chart below assumes that there is no change in, or affecting, the basket exchange rates or the method by which the calculation agent calculates the basket returns.

Historical Basket Return

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Table of Contents**Historical Exchange Rates**

The respective basket exchange rates have fluctuated in the past and may, in the future, experience significant fluctuations. Any historical upward or downward trend in any of the basket exchange rates during any period shown below is not an indication that such basket exchange rates are more or less likely to increase or decrease at any time during the life of your notes. You should not take the historical levels of the basket as an indication of the future performance of the basket. We cannot give you any assurance that the future performance of any basket exchange rate will result in your receiving an amount greater than the outstanding face amount of your notes on the stated maturity date.

Neither we nor any of our affiliates makes any representation to you as to the performance of the basket exchange rates. The actual performance of the basket exchange rates over the life of the offered notes, as well as the cash settlement amount at maturity may bear little relation to the historical exchange rates shown below.

The following tables set forth the published high, low and end of quarter daily basket exchange rates for each of the four calendar quarters in 2011, 2012 and 2013 and the first two calendar quarters in 2014 (through April 10, 2014), as reported by the Reserve Bank of India (in the case of the INR/USD exchange rate), as reported by the Association of Banks in Singapore (in the case of the MYR/USD exchange rate) and as published by WM Company (in the case of the MXN/USD exchange rate) and displayed on the relevant source specified in Special Calculation Provisions Level of an Exchange Rate beginning on page S-23 of the accompanying currency terms supplement for such periods. As set forth in the following tables, a decrease in a basket exchange rate for a given period indicates a positive currency return for the relevant currency, while an increase in a basket exchange rate indicates a negative currency return for the relevant currency. We obtained the information in the tables below from the Reserve Bank of India, the Association of Banks in Singapore and WM Company, as applicable, without independent verification. The historical exchange rates and historical exchange rate performance set forth below should not be taken as an indication of future performance. We cannot give you any assurance that the initial basket level will be equal to or greater than the final basket level or that the cash settlement amount at maturity will be greater than the face amount of your notes.

Quarterly High, Low and Period End Exchange Rates of INR versus USD

	High	Low	Period End
2011			
Quarter ended March 31	45.95	44.65	44.65
Quarter ended June 30	45.38	44.04	44.72
Quarter ended September 30	49.67	43.95	48.93
Quarter ended December 31	54.24	48.82	53.27
2012			
Quarter ended March 31	53.30	48.68	51.16
Quarter ended June 30	57.22	50.56	56.31
Quarter ended September 30	56.38	52.70	52.70
Quarter ended December 31	55.70	51.62	54.78
2013			
Quarter ended March 31	55.33	52.97	54.39
Quarter ended June 30	60.59	53.74	59.70
Quarter ended September 30	68.36	58.91	62.78
Quarter ended December 31	63.65	61.16	61.90

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2014

Quarter ended March 31	62.99	60.10	60.10
Quarter ending June 30 (through April 10, 2014)	60.32	59.65	60.21

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	High	Low	Period End
2011			
Quarter ended March 31	3.0766	3.0254	3.0260
Quarter ended June 30	3.0603	2.9633	3.0226
Quarter ended September 30	3.1915	2.9396	3.1915
Quarter ended December 31	3.2130	3.0602	3.1755
2012			
Quarter ended March 31	3.1617	2.9971	3.0669
Quarter ended June 30	3.2010	3.0230	3.1868
Quarter ended September 30	3.1922	3.0388	3.0652
Quarter ended December 31	3.0814	3.0321	3.0603
2013			
Quarter ended March 31	3.1336	3.0056	3.0897
Quarter ended June 30	3.2172	2.9636	3.1778
Quarter ended September 30	3.3336	3.1605	3.2594
Quarter ended December 31	3.2965	3.1363	3.2827
2014			
Quarter ended March 31	3.3465	3.2559	3.2680
Quarter ending June 30 (through April 10, 2014)	3.2850	3.2293	3.2293

Quarterly High, Low and Period End Exchange Rates of MXN versus USD

	High	Low	Period End
2011			
Quarter ended March 31	12.2629	11.9073	11.9073
Quarter ended June 30	11.9681	11.5004	11.7269
Quarter ended September 30	13.8639	11.5675	13.8298
Quarter ended December 31	14.2122	13.1138	13.9554
2012			
Quarter ended March 31	13.7503	12.6130	12.8105
Quarter ended June 30	14.4463	12.7091	13.4259
Quarter ended September 30	13.6870	12.7308	12.8573
Quarter ended December 31	13.2415	12.6909	12.9860
2013			
Quarter ended March 31	12.8704	12.3392	12.3392
Quarter ended June 30	13.4318	11.9901	13.0259
Quarter ended September 30	13.4419	12.4578	13.1638
Quarter ended December 31	13.2720	12.7845	13.0972
2014			
Quarter ended March 31	13.5050	12.9745	13.0488
Quarter ending June 30 (through April 10, 2014)	13.1185	12.9519	13.0468

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We have not authorized anyone to provide any information or to make any representations other than those contained or incorporated by reference in this pricing supplement, the accompanying currency terms supplement, the accompanying prospectus supplement or the accompanying prospectus. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. This pricing supplement, the accompanying currency terms supplement, the accompanying prospectus supplement and the accompanying prospectus is an offer to sell only the notes offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this pricing supplement, the accompanying currency terms supplement, the accompanying prospectus supplement and the accompanying prospectus is current only as of the respective dates of such documents.

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