
**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):
January 19, 2012**

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))
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Item 8.01 Other Events.

On January 19, 2012, The Goldman Sachs Group, Inc. (the “Company”), the sponsor of Goldman Sachs Capital II and Goldman Sachs Capital III, issued a press release announcing that it has filed definitive consent solicitation statements and letters of consent with the SEC in respect of the consent solicitations, announced on January 9, 2012, from holders of Goldman Sachs Capital II’s 5.793% Fixed-to-Floating Rate Normal APEX and Goldman Sachs Capital III’s Floating Rate Normal APEX. The Company is seeking consent for certain amendments to the related trust documents in the remarketing of the junior subordinated notes of the Company underlying the 5.793% Fixed-to-Floating Rate Normal APEX and the Floating Rate Normal APEX. A copy of the Company’s press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated into this Item 8.01 by reference.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits.**

The following exhibit is filed as part of this Current Report:

99.1 Press Release of the Company issued January 19, 2012.

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 19, 2012

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

The Goldman Sachs Group, Inc. | 200 West Street | New York, New York 10282



GOLDMAN SACHS FILES DEFINITIVE CONSENT SOLICITATION STATEMENTS FOR 5.793% FIXED-TO-FLOATING RATE NORMAL APEX OF GOLDMAN SACHS CAPITAL II AND FLOATING RATE NORMAL APEX OF GOLDMAN SACHS CAPITAL III

NEW YORK, January 19, 2012 — The Goldman Sachs Group, Inc. (NYSE: GS), the sponsor of Goldman Sachs Capital II and Goldman Sachs Capital III, each a statutory trust organized under Delaware law, today filed definitive consent solicitation statements and letters of consent with the SEC in respect of the consent solicitations, announced on January 9, 2012, from holders of record at 5:00 p.m., New York City time, on January 19, 2012, of Goldman Sachs Capital II's 5.793% Fixed-to-Floating Rate Normal APEX, liquidation amount \$1,000 per security (CUSIP No. 381427AA1; NYSE: GS/PE), and Goldman Sachs Capital III's Floating Rate Normal APEX, liquidation amount \$1,000 per security (CUSIP No. 38144QAA7; NYSE: GS/PF). The Goldman Sachs Group, Inc. is seeking consent for certain amendments to the related trust documents in order to provide greater flexibility in the remarketing of the junior subordinated notes of The Goldman Sachs Group, Inc. underlying the 5.793% Fixed-to-Floating Rate Normal APEX and the Floating Rate Normal APEX.

The consent solicitations will expire at 5:00 p.m., New York City time, on February 6, 2012, unless otherwise extended or terminated earlier. The Solicitation Agent for the consent solicitations is Goldman, Sachs & Co.

You may obtain the consent solicitation materials filed on Schedule 14A with the SEC without charge on the SEC's internet site (<http://www.sec.gov>). Alternatively, The Goldman Sachs Group, Inc. will arrange to send you the consent solicitation materials if you request them by contacting the Solicitation Agent or the Information and Tabulation Agent at the respective telephone numbers listed below.

Media Contact: Lucas van Praag
Tel: 212-902-5400

Investor Contact: Dane Holmes
Tel: 212-902-0300

Solicitation Agent

Goldman, Sachs & Co.
Liability Management Group
200 West Street
New York, NY 10282
(212) 902-5183
(800) 828-3182

Information and Tabulation Agent

Global Bondholder Services Corporation
65 Broadway
Suite 404
New York, NY 10006
(212)-430-3774
(866)-488-1500

You can also access the consent solicitation materials by visiting www.gbsc-usa.com/Goldman.

The Goldman Sachs Group, Inc. is a leading global investment banking, securities and investment management firm that provides a wide range of financial services to a substantial and diversified client base that includes corporations, financial institutions, governments and high-net-worth individuals. Founded in 1869, the firm is headquartered in New York and maintains offices in all major financial centers around the world.