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**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):**

**May 6, 2011**

**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 5.07 Submission of Matters to a Vote of Security Holders.**

(a) The Annual Meeting of Shareholders of The Goldman Sachs Group, Inc. (Group Inc.) was held on May 6, 2011.

(b) The results of the matters submitted to a shareholder vote at the annual meeting were as follows:

1. Election of Directors: Our shareholders re-elected the following ten directors to each serve a one-year term expiring on the date of the 2012 annual meeting of shareholders or until his or her successor has been duly chosen and qualified.

|                    | <u>For</u>  | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|--------------------|-------------|----------------|----------------|-------------------------|
| Lloyd C. Blankfein | 356,719,877 | 11,327,214     | 259,745        | 52,714,702              |
| John H. Bryan      | 358,132,861 | 9,035,042      | 1,138,933      | 52,714,702              |
| Gary D. Cohn       | 363,413,016 | 4,605,445      | 288,375        | 52,714,702              |
| Claes Dahlbäck     | 349,198,805 | 18,797,749     | 310,282        | 52,714,702              |
| Stephen Friedman   | 360,772,087 | 7,212,480      | 322,269        | 52,714,702              |
| William W. George  | 361,561,099 | 6,502,902      | 242,835        | 52,714,702              |
| James A. Johnson   | 351,622,529 | 16,376,902     | 307,405        | 52,714,702              |
| Lois D. Juliber    | 361,490,692 | 6,527,387      | 288,757        | 52,714,702              |
| Lakshmi N. Mittal  | 344,928,858 | 23,097,687     | 280,291        | 52,714,702              |
| James J. Schiro    | 362,150,726 | 5,832,366      | 323,744        | 52,714,702              |

2. Advisory Vote on Executive Compensation Matters (Say on Pay): Our shareholders approved the say on pay proposal.

| <u>For</u>  | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|-------------|----------------|----------------|-------------------------|
| 268,462,619 | 98,428,129     | 1,416,088      | 52,714,702              |

3. Advisory Vote on the Frequency of Say on Pay Votes: Our shareholders approved “annual” as the frequency of say on pay votes.

| <u>1 Year</u> | <u>2 Years</u> | <u>3 Years</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|---------------|----------------|----------------|----------------|-------------------------|
| 313,502,260   | 4,720,988      | 49,533,929     | 549,659        | 52,714,702              |

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4. Ratification of Appointment of Independent Registered Public Accounting Firm: Our shareholders ratified the selection of PricewaterhouseCoopers LLP as our independent auditors for the year ended December 31, 2011.

| <u>For</u>  | <u>Against</u> | <u>Abstain</u> |
|-------------|----------------|----------------|
| 416,589,577 | 3,869,553      | 562,408        |

5. Shareholder Proposal Regarding Cumulative Voting: Our shareholders did not approve this proposal.

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|------------|----------------|----------------|-------------------------|
| 94,322,274 | 273,266,126    | 718,436        | 52,714,702              |

6. Shareholder Proposal Regarding Special Shareowner Meetings: Our shareholders did not approve this proposal.

| <u>For</u>  | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|-------------|----------------|----------------|-------------------------|
| 154,361,718 | 213,232,195    | 712,923        | 52,714,702              |

7. Shareholder Proposal Regarding Executive Compensation and Long-Term Performance: Our shareholders did not approve this proposal.

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|------------|----------------|----------------|-------------------------|
| 75,971,541 | 290,798,565    | 1,536,730      | 52,714,702              |

8. Shareholder Proposal Regarding a Report on Senior Executive Compensation: Our shareholders did not approve this proposal.

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|------------|----------------|----------------|-------------------------|
| 15,223,646 | 339,634,962    | 13,448,228     | 52,714,702              |

9. Shareholder Proposal Regarding a Report on Climate Change Risk Disclosure: Our shareholders did not approve this proposal.

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|------------|----------------|----------------|-------------------------|
| 8,304,358  | 313,384,096    | 46,618,382     | 52,714,702              |

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10. Shareholder Proposal Regarding a Report on Political Contributions: Our shareholders did not approve this proposal.

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|------------|----------------|----------------|-------------------------|
| 44,537,328 | 277,536,797    | 46,232,711     | 52,714,702              |

(d) In light of the results of the advisory vote on the frequency of say on pay votes, our Board determined that we will hold an advisory say on pay vote annually. Our Compensation Committee will reevaluate this determination after the next shareholder advisory vote on the frequency of say on pay votes.

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**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: May 10, 2011

By: /s/ Gregory K. Palm

Name: Gregory K. Palm

Title: Executive Vice President and  
General Counsel