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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported):  
February 6, 2012**

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**THE GOLDMAN SACHS GROUP, INC.**

(Exact name of registrant as specified in its charter)

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**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)

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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 February 7, 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 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 have expired and were successful.

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 February 7, 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: February 7, 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 ANNOUNCES SUCCESSFUL COMPLETION AND EXPIRATION OF CONSENT SOLICITATIONS 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, February 7, 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 announced the expiration and successful completion 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 consent solicitations expired at 5:00 p.m., New York City time, on February 6, 2012 (the "Expiration Time"). The Goldman Sachs Group, Inc. has received requisite consents from a majority of the holders of each of the 5.793% Fixed-to-Floating Rate Normal APEX and the Floating Rate Normal APEX. Accordingly, the condition relating to the receipt of such requisite consents from holders on or prior to the Expiration Time has been satisfied for each consent solicitation, and The Goldman Sachs Group, Inc. expects to pay the consent fee to each holder that properly delivered and did not revoke its consent prior to the Expiration Time on or about February 9, 2012.

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.

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