
**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):
March 30, 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) John H. Bryan, the Lead Director and the Chair of the Corporate Governance and Nominating Committee of the Board of Directors (the “Board”) of The Goldman Sachs Group, Inc. (the “Company”), tendered his proposed retirement to the Board, as required by the retirement policy in the Company’s Corporate Governance Guidelines. His retirement was accepted by the Board on March 31, 2012, to be effective on May 23, 2012, the day before the Company’s 2012 Annual Meeting of Shareholders (the “Annual Meeting”). Additionally, on March 30, 2012, Lois D. Juliber, a member of the Board, notified the Company that she will not stand for re-election at the Annual Meeting.

Item 8.01 Other Events.

The independent directors of the Board have determined that James J. Schiro, currently the Chair of the Board’s Audit Committee, will serve as the Board’s new Lead Director and Chair of its Corporate Governance and Nominating Committee. The Board appointed M. Michele Burns to replace Mr. Schiro as Chair of the Audit Committee. These appointments will be effective upon Mr. Bryan’s retirement.

On April 2, 2012, the Company issued a press release announcing these changes to its Board of Directors. The press release is being furnished as Exhibit 99.1 to this Form 8-K. Exhibit 99.1 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933 or the Exchange Act.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

The following exhibit is furnished as part of this Current Report on Form 8-K:

99.1 Press Release issued by The Goldman Sachs Group, Inc., dated April 2, 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: April 2, 2012

By: /s/ Gregory K. Palm

Name: Gregory K. Palm

Title: Executive Vice President and General Counsel

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



Retirement of John H. Bryan and Lois D. Juliber from Goldman Sachs Board of Directors and Appointment of New Lead Director and New Audit Committee Chair

NEW YORK, April 2, 2012 – The Goldman Sachs Group, Inc. (NYSE: GS) (the “Company”) today announced the following changes to its Board of Directors:

John H. Bryan will not stand for re-election at the Company’s 2012 Annual Meeting of Shareholders consistent with the Company’s retirement policy under its Corporate Governance Guidelines. Mr. Bryan has been a director and a member of each of the standing committees of the Board since November 1999; in addition, he serves as our Lead Director and as Chair of the Board’s Corporate Governance and Nominating Committee.

Effective upon Mr. Bryan’s retirement, James J. Schiro will be the Board’s new Lead Director and Chair of the Corporate Governance and Nominating Committee. Mr. Schiro has served as a director since May 2009 and as Chair of the Audit Committee since September 2010. Mr. Schiro previously was the Chief Executive Officer of Zurich Financial Services, and, prior to that, served as Chief Executive Officer of PricewaterhouseCoopers LLP.

M. Michele Burns, who has served as a director since October 2011, will be replacing Mr. Schiro as Chair of the Board’s Audit Committee. Ms. Burns is currently serving as the Executive Director and Chief Executive Officer of the Retirement Policy Center, which is sponsored by Marsh & McLennan Companies, Inc. Previously, Ms. Burns was the Chairman and Chief Executive Officer of Mercer, a subsidiary of Marsh & McLennan Companies, Inc.

Lois D. Juliber will not stand for re-election to the Board of Directors at the 2012 Annual Meeting of Shareholders as a result of increasing time commitments associated with her other activities. Ms. Juliber has been a director of Goldman Sachs since March 2004. During that time, she served as a member of each of the standing committees of the Board.

“On behalf of the people of Goldman Sachs, I want to thank John for his extraordinary service to our firm since we became a public company. Throughout his tenure, he demonstrated the judgment, temperament and independent thinking that define an outstanding director,” said Lloyd C. Blankfein, Chairman and CEO of the Company. “I am pleased that Jim Schiro will become our new Lead Director and Chair of the Corporate Governance and Nominating Committee. Since joining our Board, Jim has been an influential voice, and I know our people and our shareholders will benefit greatly from his deep experience in his new role on our Board. We appreciate Michele Burns’ willingness to serve as Chair of the Audit Committee. Her background in finance, including as a CFO at several public companies, will be of tremendous value. Finally, I want to thank Lois Juliber for contributing her expertise and uncommon wisdom, particularly in her recent role helping to oversee the work of the Business Standards Committee.”

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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 London, Frankfurt, Tokyo, Hong Kong and other major financial centers around the world.

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