

SCHERR STEPHEN M
 Form 3
 November 09, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â SCHERR STEPHEN M		(Month/Day/Year)	GOLDMAN SACHS GROUP INC [GS]	
(Last)	(First)	(Middle)	11/05-05:00/2018	
C/O GOLDMAN SACHS & CO. LLC, Â 200 WEST STREET			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
NEW YORK, Â NY Â 10282			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			Executive Vice President - CFO	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01 per share	96,927 ⁽¹⁾	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares	\$		or Indirect (1) (Instr. 5)
Restricted Stock Units	Â (2)	Â (2)	Common Stock, par value \$0.01 per share	42,459	\$ (2)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHERR STEPHEN M C/O GOLDMAN SACHS & CO. LLC 200 WEST STREET NEW YORK, NY 10282	Â	Â	Â	Executive Vice President - CFO Â

Signatures

/s/ Beverly L. O'Toole,
 Attorney-in-fact

11/09-05:00/2018

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Certain of these shares cannot be transferred before dates ranging from January 2019 to January 2023. Additionally, certain of these shares are subject to a non-competition covenant that will lapse in three approximately equal installments on or about each of December 31, 2018, 2019 and 2020, subject to other terms and conditions of the applicable award agreement.
- (2) A portion of these Restricted Stock Units ("RSUs") were granted in January 2016, with the remainder granted in January 2017. These RSUs are fully vested and a portion will generally convert into shares of the Issuer's common stock in January 2019, with the remainder converting in January 2020. The shares of common stock delivered pursuant to these RSUs generally cannot be sold or transferred before January 2021 (with respect to RSUs granted in January 2016) and January 2022 (with respect to RSUs granted in January 2017).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.