

# 3-Year Quanto USD Worst of Memory Phoenix Autocallable Notes on Barclays PLC, Crédit Agricole S.A. and ING Groep N.V.

**Product Type:** Yield Enhancement Products (Non-Principal Protected)

**Document Type:** Final Termsheet

**EUSIPA / SVSP Type:** Reverse Convertibles (1220\*; Autocallable, Coupon at Risk)

**Offering:** Private Placement Only (non-US Investors only)

All material herein is for discussion purposes only and is only a summary.

Reference should be made to the Private Placement Memorandum Series K dated May 31, 2016, as supplemented up to and including the Issue Date (the "Private Placement Memorandum"), and the Pricing Supplement, which together contain the only legally binding terms of the instruments described in this material (the "Securities") as well as other information and risks related to the issue of the Securities. The Private Placement Memorandum and Pricing Supplement are obtainable free of charge from the Issuer upon request and the Private Placement Memorandum is also available on the website of the Luxembourg Stock Exchange at <http://www.bourse.lu>. Before investing in the Securities you should read the risk factors described under "Risk Information" below and in the Private Placement Memorandum. The Pricing Supplement may describe additional risk factors relating to the Securities.

Warning: The contents of this document have not been reviewed by any regulatory authority in any jurisdiction. Investors are advised to exercise caution in relation to any offer. If an investor is in any doubt about any of the contents of this document, the investor should obtain independent professional advice.

## A. PRODUCT DESCRIPTION

The Investor expects a sideways or moderate rise of the Underlyings. The Strike should be lower than the level the Investor expects the Underlyings to be at the maturity of the Note.

An autocallable Note offers a potential return which is higher than the return on an equivalent term vanilla bond. The interest payable is determined by reference to the performance of the Underlyings and is therefore not guaranteed.

If on predefined Observation Dates all Underlyings trade at or above their respective Trigger, the Note will terminate early at an amount equal to the relevant Early Redemption Value multiplied by the Nominal and will not pay further interest after this final payment date.

In return the Investor is taking the risk that in case one or more of the Underlyings trade below their respective Strike at maturity, the Investor will suffer a loss compared to the Issue Price as they will receive a cash amount less than the Nominal. Otherwise the Investor will receive the Nominal at maturity.

### PRODUCT DETAILS

<b>Issue Size</b>	USD 5'000'000
<b>Security Numbers</b>	<b>ISIN: XS1549508932</b> Common Code: 154950893 Valor: 35342536
<b>Nominal</b>	USD 1'000
<b>Issue Price</b>	100%
<b>Minimum Trading Number / Permitted</b>	USD 1'000
<b>Trading Multiple</b>	

### DATES

<b>Trade Date</b>	March 10, 2017
<b>Initial Fixing Date</b>	March 10, 2017
<b>Issue Date</b>	March 24, 2017
<b>Final Fixing Date</b>	March 10, 2020
<b>Redemption Date</b>	March 24, 2020

### UNDERLYING INFORMATION

Underlying	Currency	Fixing (Initial)	Strike
Bloomberg / Reuters / ISIN			50%*
<b>Barclays PLC</b> BARC LN Equity / BARC.L / GB0031348658	GBP	2.3185	1.15925
<b>Crédit Agricole S.A.</b> ACA FP Equity / CAGR.PA / FR0000045072	EUR	12.645	6.3225
<b>ING Groep N.V.</b> INGA NA Equity / INGA.AS / NL0011821202	EUR	14.62	7.31

\*Values expressed as percentage of Fixing (Initial)

### REDEMPTION

Subject to an Early Redemption, each Note entitles the Investor to receive the Interest on the Interest Payment Dates. In addition on the Redemption Date, the Investor will receive :

1: **if each Fixing (Final) is equal to or above its respective Strike:**

100% of the Nominal in cash

2: **if at least one Fixing (Final) is below its respective Strike:**

The Nominal multiplied by the Worst Performance, paid in cash.

**Worst Performance**

The Worst Performance is calculated by dividing the Fixing (Final) by the Strike in relation to each Underlying. The Worst Performance corresponds to the lowest of all such calculated values.

**Early Redemption**

If on one of the below noted Observation Dates the Fixing of each Underlying is equal to or above its respective Trigger Percentage multiplied by the Fixing (Initial), the Note will be redeemed and the Investor will receive on the respective Early Redemption Date an amount equal to the relevant Early Redemption Value multiplied by the Nominal.

Observation Date	Early Redemption Date	Trigger Percentage	Early Redemption Value
March 12, 2018	March 26, 2018	100%	100%
June 11, 2018	June 25, 2018	100%	100%
September 10, 2018	September 24, 2018	100%	100%
December 10, 2018	December 24, 2018	100%	100%
March 11, 2019	March 25, 2019	100%	100%
June 10, 2019	June 24, 2019	80%	100%
September 10, 2019	September 24, 2019	80%	100%
December 10, 2019	December 24, 2019	80%	100%
March 10, 2020	March 24, 2020	80%	100%

**Interest**

If on one of the below noted Interest Observation Dates the Fixing of each Underlying is equal to or above its respective Interest Barrier Percent multiplied by the Fixing (Initial), the Investor will receive on the respective Interest Payment Date an amount equal to the relevant Interest Rate multiplied by the Nominal.

Interest Observation Date	Interest Payment Date	Interest Barrier Percent	Interest Rate
June 12, 2017	June 26, 2017	50.00%	2.06%
September 11, 2017	September 25, 2017	50.00%	4.12% minus the sum of previous interest payments in %
December 11, 2017	December 27, 2017	50.00%	6.18% minus the sum of previous interest payments in %
March 12, 2018	March 26, 2018	50.00%	8.24% minus the sum of previous interest payments in %
June 11, 2018	June 25, 2018	50.00%	10.3% minus the sum of previous interest payments in %
September 10, 2018	September 24, 2018	50.00%	12.36% minus the sum of previous interest payments in %
December 10, 2018	December 24, 2018	50.00%	14.42% minus the sum of previous interest payments in %
March 11, 2019	March 25, 2019	50.00%	16.48% minus the sum of previous interest payments in %
June 10, 2019	June 24, 2019	50.00%	18.54% minus the sum of previous interest payments in %
September 10, 2019	September 24, 2019	50.00%	20.6% minus the sum of previous interest payments in %
December 10, 2019	December 24, 2019	50.00%	22.66% minus the sum of previous interest payments in %

March 10, 2020	March 24, 2020	50.00%	24.72% minus the sum of previous interest payments in %
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Following an Early Redemption, the Investor will receive Interest on the immediately following Interest Payment Date and no further Interest will be paid.

<b>Fixing</b>	The official closing price of an Underlying on any Trading Day as determined at and published by the Exchange
<b>Fixing (Initial)</b>	The Fixing on the Initial Fixing Date
<b>Fixing (Final)</b>	The Fixing on the Final Fixing Date
<b>Trading Day</b>	Such day on which each Exchange is scheduled to be open for trading for its respective regular trading session

## GENERAL INFORMATION

<b>Issuer</b>	Goldman Sachs International, London, GB The Issuer is regulated by the Financial Conduct Authority and the Prudential Regulation Authority and is an authorized person under The Financial Services and Markets Act 2000 of the United Kingdom and is subject to their rules.
<b>Issuer Rating</b>	A1 (Moody's) / A+ (Standard & Poor's) / A (Fitch)
<b>Status</b>	Direct, unsubordinated, unconditional and unsecured obligations of the Issuer
<b>Guarantor</b>	Not Applicable
<b>Dealer</b>	Goldman Sachs International, London, GB
<b>Calculation Agent</b>	Goldman Sachs International, London, GB
<b>Governing Law / Jurisdiction</b>	<b>English Law / London</b>
<b>Form</b>	Registered Notes
<b>Depository / Registrar</b>	Citibank N.A. (Non-UK)
<b>Clearing</b>	Euroclear, Clearstream Luxembourg
<b>Exchange / Index Sponsor</b>	Barclays PLC : London Stock Exchange, Crédit Agricole S.A. : Euronext Paris S.A., ING Groep N.V. : Euronext Amsterdam N.V.
<b>Date Adjustment</b>	The Initial Fixing Date, Final Fixing Date and each Interest Observation Date / Observation Date (if applicable) may be adjusted due to the occurrence of a disruption event or if such day is not a Trading Day/Index Calculation Day (as applicable).  If such adjustment occurs, there may be a corresponding impact to the Issue Date, Redemption Date or relevant Interest Payment Date / Early Redemption Date (if applicable). Furthermore, each of these dates is subject to adjustment in accordance with the Following business day convention. Further details are available in the Programme and the Pricing Supplement.
<b>Business Days</b>	New York, TARGET
<b>Listing</b>	No Listing
<b>Secondary Trading</b>	The Dealer intends to make a market in the securities on a regular basis under normal market conditions, but the Dealer does not commit and is under no obligation legal or otherwise to make any market in the securities. Secondary market prices of the Notes are quoted "dirty".
<b>Distribution Fee</b>	A selling commission may have been paid by Goldman Sachs International or any of its affiliates (collectively, "GS") in relation to this transaction. Please refer to the Pricing Supplement for more details
<b>Section 871(m)</b>	The Issuer has determined that the Securities will not be subject to withholding under Section 871(m) of the U.S. Internal Revenue Code.

## B. PROFIT / LOSS PROSPECTS

<b>Effect of the performance of the Underlying(s) on the redemption amount</b>	<b>Positive performance:</b> If all the Underlyings perform positively, the investor realises a positive return. <b>Sideways to slightly negative performance:</b>
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If all the Underlyings perform sideways to slightly negative, the investor realises a positive return.

**Pronounced negative performance:**

If at least one of the Underlyings perform negatively the investor may lose some or all of the investment.

**Maximum Profit at Maturity/  
Maximum Loss at Maturity**

**Maximum Loss:**

The minimum repayment of the Note is zero in case at least one of the Underlyings is zero on the Final Fixing Date.

**Maximum Profit:**

The maximum payout to the investor is limited to sum of the coupons plus the highest Early Redemption Value multiplied by the Nominal.

**Note specific risks**

This product offers no minimum repayment amount and you may lose your entire investment. This product is intended to provide a limited maximum return and therefore your return will be lower than a direct investment in the Underlyings in certain circumstances. This product may redeem early. Should this occur and you wish to reinvest, you may not be able to achieve a potential return similar to the potential return available under this product. If a secondary market is offered in the product, the bid/offer spread will be subject to change and any such price is likely to be impacted by changes in factors including (but not limited to) the price of the Underlyings, the volatility of the Underlyings, dividends payable by the Underlyings, prevailing interest rates, the time to maturity of the product and the credit spread of the Issuer.

## C. SIGNIFICANT RISKS FOR INVESTORS

Such information is also contained in sub-section "Note specific risks" of section "B PROFIT / LOSS PROSPECTS"

### RISK INFORMATION

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**THESE SECURITIES ARE NOT PRINCIPAL PROTECTED. THERE IS A RISK THAT YOU COULD LOSE ALL OF YOUR INVESTMENT.**

**Credit risk:** Investors in Securities will be exposed to the credit risk of Goldman Sachs. If the Issuer becomes insolvent or cannot make the payments on the Securities for any other reason, you will lose some or all of your investment. A decline in Goldman Sachs' credit quality is likely to reduce the market value of the Securities and therefore the price an investor may receive for the Securities if they were to sell them in the market.

**Volatility:** These Securities are volatile instruments. Volatility refers to the degree of unpredictable change over time of a certain variable in this case the price, performance or investment return of a financial asset. Volatility does not imply direction of the price or investment returns. An instrument that is volatile is likely to increase or decrease in value more often and/or to a greater extent than one that is not volatile.

**Leverage:** These Securities may be subject to leverage. Where an investment is subject to leverage, the effective exposure to the underlying asset or payment reference is increased. Leverage may expose investors to increased losses where the value of underlying asset falls. Leverage can be embedded in derivative components of complex financial instruments.

**Combining investment types:** These Securities may have some or all of the characteristics of debt and derivatives instruments. These elements could interact to produce both an enhanced possibility of loss of the initial investment or an enhanced return.

**Investment return:** The price of these Securities and the income generated, if any, may go down or up. You may realize losses on any investment made and you may get back nothing at all. You should read the Programme and the applicable Pricing Supplement for the final terms and conditions and for a description of related risks. Risks include, but are not limited to, the following:

- The market price of the Securities may be influenced by many unpredictable factors, including economic conditions, the creditworthiness of GS, the value of any underlyers and certain actions taken by GS (see **Conflict of Interests** below). Accordingly, if you sell your Securities prior to maturity you may receive less than the issue price of the Securities.
- In the case of Securities referencing one or more indices or other underlying assets (collectively, the "Underlyings"), changes in the price of the Securities may not correlate to changes in the value of the Underlyings; any declines or gains in the value of one Underlying may be more than offset by movements in the value of other Underlyings.
- The price of these Securities may be adversely affected by trading and other transactions by GS relating to the Securities and/or any Underlyings
- The price of these Securities could be significantly impacted by determinations that GS may make in its sole discretion from time to time as calculation agent and/or index sponsor, as the case may be.

**Relevant Information:** GS may, by virtue of its status as an underwriter, advisor or otherwise, possess or have access to information relating to these Securities, and/or any Underlyings and any derivative instruments referencing them (together "Relevant Instruments"). GS will not be obliged to disclose any such Relevant Information to you.

**No Exchange Guarantee nor Contract Ownership:** These Securities are not guaranteed by an exchange nor does it result in the ownership of any futures contracts.

**No Liquidity:** There may be no market for these Securities. An investor must be prepared to hold them until the Redemption Date. GS may, but is not obliged to, make a market. If it does, it may cease at any time without notice.

**Valuation:** Assuming no change in market conditions or other factors, the value of these Securities on the Issue Date may be significantly less than the execution price on the trade date. If you unwind your investment early, you may receive less than the stated redemption amount.

**Price Discrepancy:** Any price quoted for these Securities by GS may differ significantly from (i) the Securities' value determined by reference to GS pricing models and (ii) any price quoted by a third party.

**Foreign Exchange:** Foreign currency denominated Securities are subject to fluctuations in exchange rates that could have an adverse effect on the value or price of, or income derived from, the investment.

**Secondary market risks:** The Dealer intends, under normal market conditions, to provide bid and offer prices for this Security on a regular basis. However, the Dealer makes no firm commitment to provide liquidity by means of bid and offer prices for this Security, and assumes no legal obligation to quote any such prices or with respect to the level or determination of such prices. Potential Investors therefore should not rely on the ability to sell this Security at a specific time or at a specific price.

In special market situations, where the Issuer is completely unable to enter into hedging transactions, or where such transactions are very difficult to enter into, the spread between the bid and offer prices may be temporarily expanded, in order to limit the economic risks of the Issuer.

**Taxation:** The Issuer shall not be liable for or otherwise obliged to pay any present or future tax, duty, withholding or other similar payment which may arise as a result of the ownership, transfer or exercise of any Securities. Where such withholding or deduction is required by law, the appropriate withholding or deduction shall be made and the Issuer shall not have any obligation to pay any additional amounts to compensate for such withholding or deduction.

**Section 871(m) of the U.S. Internal Revenue Code:** The U.S. Treasury Department has issued regulations under which amounts paid or deemed paid on certain financial instruments that are treated as attributable to U.S.-source dividends could be treated, in whole or in part depending on the circumstances, as a "dividend equivalent" payment that is subject to tax at a rate of 30% (or a lower rate under an applicable treaty). We have determined that, as of the issue date of the Securities, the Securities will not be subject to withholding under these rules. In certain limited circumstances, however, it is possible for United States alien holders to be liable for tax under these rules with respect to a combination of transactions treated as having been entered into in connection with each other even when no withholding is required. United States alien holders should consult their tax advisor concerning these regulations, subsequent official guidance and regarding any other possible alternative characterisations of their Securities for United States federal income tax purposes.

## DISCLAIMER

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**Conflict of Interests:** GS may from time to time be an active participant on both sides of the market for the Relevant Instruments at any time and have long or short positions in, or buy and sell Relevant Instruments (on a principal basis or otherwise) identical or related to those mentioned herein. GS' hedging and trading activities with respect to the Securities may affect the value of other Relevant Instruments and vice versa. GS may be calculation agent or sponsor of Underlyings and as such may make determinations affecting the value of the Securities.

**No Offer:** This term sheet has been prepared for discussion purposes only. It is not an offer to buy the Securities described within or enter into any agreement. Neither GS, nor any of their officers or employees is soliciting any action based upon it. Finalised terms and conditions are subject to further discussion and negotiation and also to GS internal legal, compliance and credit approval.

**No Representation:** GS makes no representations as to (a) the suitability of the Securities for any particular investor (b) the appropriate accounting treatment or possible tax consequences of investing in the Securities or (c) the future performance of the Securities either in absolute terms or relative to competing investments. Changes in the creditworthiness or performance of the Securities or any Underlyer may affect the value of the Securities and could result in it redeeming or being valued at zero.

**Not Complete Information:** This term sheet does not completely describe the merits and risks of the Securities and will, if a transaction results, be superseded by final legal documentation.

**No Advice:** This material should not be construed as investment, financial, strategic, legal, regulatory, accounting or tax advice. It does not take into account the particular investment objectives, financial situation or needs of individual clients. Certain transactions, including those involving futures, options and high yield securities, give rise to substantial risk and are not suitable for all investors. Accordingly clients should consider whether the Securities described herein are suitable for their particular circumstances and

should consult their own accounting, tax, investment and legal advisors before investing. GS is acting as an arm's-length contractual counterparty and not as an advisor or fiduciary. GS does not accept any responsibility to update any opinions or other information contained in this material.

**Representation:** If a transaction arises as a result of this term sheet you agree that you will not offer, sell or deliver the Securities in any jurisdiction except under circumstances that will result in compliance with the applicable laws thereof, and that you will take at your own expense whatever action is required to permit your purchase and resale of the Securities. EEA standard selling restrictions apply.

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## D. OTHER INFORMATION

### OFFERING INFORMATION

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You agree that: (i) you will not offer, sell or deliver any of the Securities described in this material in any jurisdiction, except in compliance with all applicable laws, and (ii) you will take, at your own expense, whatever action is required to permit your purchase and resale of the Securities.

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**Distribution to other European Economic Area (“EEA”) Countries:** In relation to each member state of the European Economic Area which has implemented the Prospectus Directive (each, a “Relevant Member State”), each purchaser of the Securities represents and agrees that it has not made and will not make an offer of the Securities to the public in that Relevant Member State prior to the publication of a prospectus in relation to the Securities which has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that Relevant Member State, all in accordance with the Prospectus Directive, except that it may make an offer of Securities to the public in that Relevant Member State:

- to any legal entity which is a qualified investor as defined in the Prospectus Directive;
- to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive);
- in any other circumstances falling within Article 3(2) of the Prospectus Directive,

provided that no such offer of Securities shall require GS to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive.

For the purposes of the provision above, the expression an “offer of Securities to the public” in relation to any Securities in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Securities to be offered so as to enable an investor to decide to purchase or subscribe the Securities, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State the expression “Prospectus Directive” means Directive 2003/71/EC (as amended, including by Directive 2010/73/EU), and includes any relevant implementing measure in the Relevant Member State.

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