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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):  
September 21, 2008**

**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.)

**85 Broad Street  
New York, New York**

(Address of principal executive offices)

**10004**

(Zip Code)

Registrant's telephone number, including area code: **(212) 902-1000**

N/A

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(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 8.01 Other Events.**

On September 21, 2008, The Goldman Sachs Group, Inc. (the “Registrant”) announced that the Federal Reserve Board had approved its application to become a bank holding company.

A copy of the Registrant’s press release, dated September 21, 2008, is attached as Exhibit 99.1 to this Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

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

99.1 Press release of the Registrant dated September 21, 2008.

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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)

Dated: September 22, 2008

By: /s/ David A. Viniar

Name: David A. Viniar

Title: Chief Financial Officer

<DOCUMENT>  
<TYPE> EX-99.1  
<FILENAME> y71449exv99w1.htm  
<DESCRIPTION> EX-99.1: PRESS RELEASE  
<TEXT>

The Goldman Sachs Group, Inc. | 85 Broad Street | New York, New York 10004



## **GOLDMAN SACHS TO BECOME THE FOURTH LARGEST BANK HOLDING COMPANY**

NEW YORK, September 21, 2008 — The Goldman Sachs Group, Inc. (NYSE: GS) today announced that it will become the fourth largest Bank Holding Company and will be regulated by the Federal Reserve.

In recent weeks, particularly in view of market developments, Goldman Sachs has discussed with the Federal Reserve our intention to be regulated as a Bank Holding Company. We understand that the market views oversight by the Federal Reserve and the ability to source insured bank deposits as providing a greater degree of safety and soundness. We view regulation by the Federal Reserve Board as appropriate and in the best interests of protecting and growing our franchise across our diverse range of businesses.

Since the spring of this year, the Federal Reserve has been reviewing our liquidity and funding profile, capital adequacy and overall risk management framework. We are pleased that the Federal Reserve recognizes the strength and health of our liquidity and funding and the overall quality of our risk management. We have maintained our Tier 1 capital levels well above the Federal Reserve's "well-capitalized" threshold of 6 percent since these ratios were first calculated in 2004. For the past several quarters, in light of the difficult market environment, we have been reducing our risk exposures and increasing our capitalization. Our Tier 1 capital ratio at the end of the third quarter was 11.6 percent.

"When Goldman Sachs was a private partnership, we made the decision to become a public company, recognizing the need for permanent capital to meet the demands of scale. While accelerated by market sentiment, our decision to be regulated by the Federal Reserve is based on the recognition that such regulation provides its members with full prudential supervision and access to permanent liquidity and funding," said Lloyd C. Blankfein, Chairman and CEO of Goldman Sachs. "We believe that Goldman Sachs, under Federal Reserve supervision, will be regarded as an even more secure institution with an exceptionally clean balance sheet and a greater diversity of funding sources."

(more)

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Goldman Sachs already has two active deposit taking institutions — Goldman Sachs Bank USA and Goldman Sachs Bank Europe PLC — which, together, hold more than \$20 billion in customer deposits. We are moving assets from a number of strategic businesses, including our lending businesses, into GS Bank USA. With over \$150 billion in assets, GS Bank USA will be one of the ten largest banks in the United States. While these assets are fully funded for term, they also are available to be funded by the Federal Reserve. We intend to grow our deposit base through acquisitions and organically.

Goldman Sachs is a leading global investment banking, securities and investment management firm that provides a wide range of services worldwide to a substantial and diversified client base that includes corporations, financial institutions, governments and high net worth individuals. Founded in 1869, it is one of the oldest and largest investment banking firms. 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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