
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):

May 21, 2015

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))
-
-

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) At the Annual Meeting of Shareholders of The Goldman Sachs Group, Inc. (“Group Inc.”) held on May 21, 2015 (the “Annual Meeting”), our shareholders approved The Goldman Sachs Amended and Restated Stock Incentive Plan (2015) (the “2015 SIP”). The 2015 SIP replaces the Amended and Restated Stock Incentive Plan previously in effect, and applies to awards granted on or after May 21, 2015.

The terms of the 2015 SIP are unchanged from those previously approved by shareholders, other than an increase of 50 million in the number of shares authorized for issuance under the plan and an extension of the term of the plan through our 2019 annual meeting of shareholders (i.e., an additional three years). For a description of the terms and conditions of the 2015 SIP, see “Summary of Material Terms of the 2015 SIP” under “Item 3 – Approval of The Goldman Sachs Amended and Restated Stock Incentive Plan (2015)” in the Proxy Statement, dated April 10, 2015, for the Annual Meeting, which description is incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders.

(a) The Annual Meeting was held on May 21, 2015.

(b) The results of the matters submitted to a shareholder vote at the Annual Meeting were as follows:

1. Election of Directors: Our shareholders elected the following 13 directors to each serve a one-year term expiring on the date of our 2016 annual meeting of shareholders or until his or her successor has been duly chosen and qualified.

| | For | Against | Abstain | Broker Non-Votes |
|---------------------|-------------|----------------|----------------|-------------------------|
| Lloyd C. Blankfein | 310,662,591 | 7,545,840 | 1,809,355 | 52,232,466 |
| M. Michele Burns | 316,465,997 | 2,740,925 | 810,864 | 52,232,466 |
| Gary D. Cohn | 317,217,755 | 2,034,326 | 765,705 | 52,232,466 |
| Mark Flaherty | 317,212,781 | 1,957,278 | 847,727 | 52,232,466 |
| William W. George | 315,449,076 | 3,749,371 | 819,339 | 52,232,466 |
| James A. Johnson | 297,714,027 | 21,454,909 | 848,850 | 52,232,466 |
| Lakshmi N. Mittal | 314,123,942 | 5,090,512 | 803,332 | 52,232,466 |
| Adebayo O. Ogunlesi | 315,888,731 | 3,284,284 | 844,771 | 52,232,466 |
| Peter Oppenheimer | 316,764,444 | 2,409,360 | 843,982 | 52,232,466 |
| Debora L. Spar | 316,636,760 | 2,548,470 | 832,556 | 52,232,466 |
| Mark E. Tucker | 317,240,387 | 1,935,023 | 842,376 | 52,232,466 |
| David A. Vinar | 317,116,671 | 2,158,326 | 742,789 | 52,232,466 |
| Mark O. Winkelman | 317,018,864 | 2,219,690 | 779,232 | 52,232,466 |

2. Advisory Vote to Approve Executive Compensation (Say on Pay): Our shareholders approved the Say on Pay proposal.

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 310,395,271 | 6,993,521 | 2,628,994 | 52,232,466 |

3. Approval of the 2015 SIP: Our shareholders approved the 2015 SIP.

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 220,481,012 | 98,088,628 | 1,448,146 | 52,232,466 |

4. Ratification of Appointment of Independent Registered Public Accounting Firm: Our shareholders ratified the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ended December 31, 2015.

| For | Against | Abstain |
|-------------|----------------|----------------|
| 369,090,658 | 2,314,750 | 844,844 |

5. Shareholder Proposal Regarding Vote-Counting: Our shareholders did not approve this proposal.

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 17,649,838 | 301,254,071 | 1,113,877 | 52,232,466 |

6. Shareholder Proposal Regarding Vesting of Equity Awards Upon Entering Government Service: Our shareholders did not approve this proposal.

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 60,916,969 | 257,463,477 | 1,637,340 | 52,232,466 |

7. Shareholder Proposal Regarding Right to Act by Written Consent: Our shareholders did not approve this proposal.

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 119,961,847 | 198,373,444 | 1,682,495 | 52,232,466 |

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: May 21, 2015

By: /s/ Gregory K. Palm
Name: Gregory K. Palm
Title: Executive Vice President and
General Counsel