

Regulator File No.

84-01100

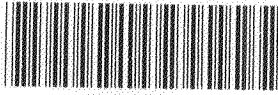
In accordance with Rule 202 of Regulation S-T, this amendment to Form TA-1 is being filed in paper pursuant to a continuing hardship exemption.

OMB Approval

OMB Number: 3235-0084
Expires: April 30, 2015
Estimated average burden hours per response.....1.5

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

FORM TA-1 /A



12061140

UNIFORM FORM FOR REGISTRATION AS A TRANSFER AGENT AND FOR AMENDMENT TO REGISTRATION
PURSUANT TO SECTION 17A OF THE SECURITIES AND EXCHANGE ACT OF 1934

GENERAL: Form TA-1 is to be used to register or amend registration as a transfer agent with the Comptroller of the Currency, the Board of Governors of the Federal Reserve System, the Federal Deposit Insurance Corporation or the Securities and Exchange Commission pursuant to Section 17A of the Securities Exchange Act of 1934. Read all instructions before completing this form. Please print or type all responses.

1. Appropriate regulatory agency (check one) (See General Instruction D):	
<input type="checkbox"/> Comptroller of the Currency	<input type="checkbox"/> Board of Governors of the Federal Reserve System
<input type="checkbox"/> Federal Deposit Insurance Corporation	<input checked="" type="checkbox"/> Securities and Exchange Commission
2. Filing Status of this form (check one):	
<input type="checkbox"/> Registration	<input checked="" type="checkbox"/> Amendment to Registration
3. a. Full name of registrant: Goldman, Sachs & Co.	
Previous name, if being amended: N/A	
b. Financial Industry Number Standard (FINS) number (See Special Instruction A1): 900050	
c. Address of principal office where transfer agent activities are, or will be, performed (See Special Instruction A2): (Number and Street) (City) (State) (Zip Code) 71 S. Wacker Dr. Suite 500 Chicago, IL 60606	e. Telephone Number: (Include Area Code) 312-655-4400
d. Mailing address, if different from response to Question 3c. N/A	
4. Does registrant conduct, or will conduct transfer agent activities at any location other than that given in question 3c above? If "yes", provide address(es):	
	Yes No <input type="checkbox"/> <input type="checkbox"/>
5. Does registrant act, or will it act, as a transfer agent solely for its own securities and/or securities of an affiliate(s)? (See Special Instruction A5)	
	Yes No <input type="checkbox"/> <input type="checkbox"/>



SEC 1528 (9-01)

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 control number.

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Applicant Name: Goldman, Sachs & Co.

Date: October 4, 2012

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6. Has registrant, as a named transfer agent, engaged, or will it engage, a service company to perform any transfer agent functions? Yes No

If "yes," provide the name(s) and address(es) of all service companies engaged, or that will be engaged, by the registrant to perform its transfer agent functions:

Name:

Address: (Number and Street) (City) (State) (Zip Code)

Name:

Address: (Number and Street) (City) (State) (Zip Code)

7. Has registrant been engaged, or will it be engaged, as a service company by a named transfer agent to perform transfer agent functions? Yes No

If "yes," provide the name(s) and FINS number(s) of the named transfer agent(s) for which the registrant has been engaged, or will be engaged as a service company to perform transfer agent functions:

Name: _____ FINS Number: _____

Name: _____ FINS Number: _____

Name: _____ FINS Number: _____

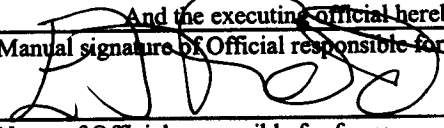
Name: _____ FINS Number: _____

Name: _____ FINS Number: _____

Delete

ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT CONSTITUTE FEDERAL CRIMINAL VIOLATIONS. See 18 U.S. C. 1001 and 15 U.S.C. 78ff(a)

EXECUTION: The registrant submitting this form, and as required, the SEC supplement and Schedules A-D, and the executing official hereby represent that all the information contained herein is true, correct and complete.

Manual signature of Official responsible for form: 	Title: Chief Compliance Officer
Name of Official responsible for form: (First name, Middle name, Last name) Elizabeth Janelle Ford	Date Executed (Month/Day/Year): October 4, 2012

Regulator/File No. 84-01100	SEC Supplement to Form TA-1	OMB APPROVAL OMB Number: 3235-0084 Expires: April 30, 2015 Estimated average burden hours per response.....1.5
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Completion of the SEC Supplement to Form TA-1 is required of all independent, non-issuer registrants
Whose appropriate regulatory agency is the Securities and Exchange Commission.

Full name of registrant: Goldman, Sachs & Co.

1. If registrant is a:

Corporation – Complete Schedule A Sole Proprietorship – Complete Schedule C

Partnership – Complete Schedule B Other (specify): _____ - Complete Section C

2. Does any person or entity not named in Schedules A, B or C:

(a) directly or indirectly, through agreement or otherwise exercise or have the power to exercise control over the management or policies of applicant; or.....

Yes No

(If yes, state on Schedule D the exact name of each person or entity and describe the agreement or other basis through which such person or entity exercises or has the power to exercise control.)

(b) wholly or partially finance the business of applicant, directly or indirectly, in any manner other than by a public offering of securities made pursuant to the Securities Act of 1933 or by credit extended in the ordinary course of business by suppliers, banks and others?.....

Yes No

(If yes, state on Schedule D the exact name of each person or entity and describe the agreement or arrangement through which such financing is made available, including the amount thereof.)

3. Definitions:

Control Affiliate: - An individual or firm that directly or indirectly controls, is under common with, or is controlled by applicant. Included are any employees identified in Schedules A, B, C or D of this form as exercising control. Excluded are any employees who perform solely clerical, administrative support of similar functions, or who, regardless of title, perform no executive duties or have no senior policy making authority.

Investment or investment related - Pertaining to securities, commodities, banking, insurance, or real estate (including, but not limited to, acting as or being associated with a broker-dealer, investment company, investment adviser, futures sponsor, bank, or savings and loan association).

Involved - Doing an act of aiding, abetting, counseling, commanding, inducing, conspiring with or failing reasonably to supervise another in doing an act.

A. In the past ten years has the applicant or a control affiliate been convicted of or plead guilty or nolo contendere (“no contest”) to:

(1) A felony or misdemeanor involving: investment or an investment-related business, fraud, false statements or omissions, wrongful taking of property, or bribery, forgery, counterfeiting or extortion? Yes No

(2) Any other felony?..... Yes No

B. Has any court in the past ten years:

(1) Enjoined the applicant or a control affiliate in connection with any investment-related activity?..... Yes No

(2) Found that the applicant or a control affiliate was involved in a violation of investment-related statutes or regulations? Yes No

C. Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever:

(1) Found the applicant or a control affiliate to have made a false statement or omission?..... Yes No

(2) Found the applicant or a control affiliate to have been involved in a violation of its regulations or statutes?..... Yes No

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(3) Found the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked or restricted?..... Yes No

(4) Entered an order denying, suspending or revoking the applicant's or a control affiliate's registration or otherwise disciplined it by restricting its activities?..... Yes No

D. Has any other Federal regulatory agency or any state regulatory agency:

(1) ever found the applicant or a control affiliate to have made a false statement or omission or to have been dishonest, unfair, or unethical? Yes No

(2) ever found the applicant or a control affiliate to have been involved in a violation of investment-related regulations or statutes? Yes No

(3) ever found the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted? Yes No

(4) in the past ten years entered an order against the applicant or a control affiliate in connection with investment-related activity? Yes No

(5) ever denied, suspended, or revoked the applicant's or a control affiliate's registration or license, or prevented it from associating with an investment-related business, or otherwise disciplined it by restricting its activities? Yes No

(6) ever revoked or suspended the applicant's or a control affiliate's license as an attorney or accountant? Yes No

E. Has any self-regulatory organization or commodities exchange ever:

(1) found the applicant or a control affiliate to have made a false statement or omission? Yes No

(2) found the applicant or a control affiliate to have been involved in a violation of its rules? Yes No

(3) found the applicant or a control affiliate to have been the cause of an investment-related business losing its authorization to do business? Yes No

(4) Disciplined the applicant or a control affiliate by expelling or suspending it from membership, by barring or suspending its association with other members, or by otherwise restricting its activities? Yes No

F. Has any foreign government, court, regulatory agency, or exchange ever entered an order against the applicant or a control affiliate related to investments or fraud? Yes No

G. Is the applicant or a control affiliate now the subject of any proceeding that could result in a yes answer to parts A-F of this item? Yes No

H. Has a bonding company denied, paid out on, or revoked a bond for the applicant or a control affiliate? Yes No

I. Does the applicant or a control affiliate have any unsatisfied judgments or liens against it? Yes No

4. For each yes to Item 3, provide on Schedule D the following details of any court or regulatory action:

- The individuals named in the action
- The title and date of the action
- The court or body taking the action and its location

A description of the proceeding

File Number 84-01100	Schedule A of SEC Supplement to Form TA-1 For Corporate Registrants
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This form requests information on corporate registrants.

1. Please complete appropriate columns for:
 - A. each Chief Executive Officer, Chief Financial Officer, Chief Operations Officer, Chief Legal Officer, Chief Compliance Officer, Director, and persons with similar status or functions and
 - B. each other person who is, directly or indirectly the beneficial owner of 5% or more of any class of equity security of registrant.
2. Check "Control Person" column if person has "control". Control is defined as:
Control – the power to direct or cause the direction of the management or policies of a company, whether through ownership of securities, by contract, or otherwise. Any individual or firm that is a director, partner or officer exercising executive responsibility (or having similar status or functions) or that directly or indirectly has the right to vote 25 percent or more of the voting securities or is entitled to 25 percent or more of the profits is presumed to control that company.
3. Ownership codes are:
 NA – 0 – 5% B – 10% up to 25% D – 50% - 75%
 A – 5% - 10% C – 25% up to 50% E – 75% - 100%

ADD	Section for Initial Registration and for Amendments Reporting Additional Persons.
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Full Name	Social Security Number	Date of Relationship (beginning)	Title or Status	Ownership Code	Control Person
Last First Middle					

AMEND	Section for amendments reporting changes in the title, status or ownership code of previously reported persons.
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DELETE	Section for amendments to report deletion of previously reported persons.
	Ending

File Number	Schedule B of SEC Supplement to Form TA-1 For Partnership Registrants	
84-01100		
Date: Mo/Day/Yr 10/4/2012	Full Name of Registrant: Goldman, Sachs & Co.	

This form requests information on partnership registrants.

1. Please complete for all general partners and list all limited and special partners who have contributed 5% or more of the partnership's capital.
2. For each partner, complete appropriate columns below.
3. Check "Control Person" column if person has "control." Control is defined as:
Control: The power to direct or cause the direction of the management or policies of a company, whether through ownership of securities, by contract, or otherwise. Any individual or firm that is a director, partner or officer exercising executive responsibility (or having similar status or functions) or that directly or indirectly has the right to vote 25 percent or more of the voting securities or is entitled to 25 percent or more of the profits is presumed to control that company.
4. Ownership codes are:

NA - 0 - 5%	B - 10% up to 25%	D - 50% - 75%
A - 5% - 10%	C - 25% up to 50%	E - 75% - 100%

ADD	Section for Initial Registration and for Amendments Reporting Additional Persons.
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Full Name	Social Security Number	Date of Relationship (beginning)	Title or Status	Ownership Code	Control Person

AMEND	Section for amendments reporting changes in the title, status or ownership code of previously reported persons.
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DELETE	Section for amendments to report deletion of previously reported persons.				
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File Number 84-01100	Schedule C of SEC Supplement to Form TA-1 For Partnership Registrants	
Date: Mo/Day/Yr 10/4/2012		

This form requests information on applicants other than partnerships and corporations.

1. Please complete for any person, including a trustee, who directs, manages, or participates in directing or managing the affairs of registrant.
2. Give each listed person's title or status and describe the nature of his authority and his beneficial interest in applicant.

ADD	Section for Initial Registration and for Amendments Reporting Additional Persons.					
Full Name Last First Middle	Social Security Number	Date of Relationship (beginning)		Title or Status	Ownership Code	Control Person
AMEND	Section for amendments reporting changes in the title, status or ownership code of previously reported persons.					
DELETE	Section for amendments to report deletion of previously reported persons.					
				Ending		

File Number	Schedule D of SEC Supplement to Form TA-1	
84-01100		
Date: Mo/Day/Yr 10/4/2012	Full Name of Registrant: Goldman, Sachs & Co.	

Use this Schedule to report details of affirmative responses to questions contained in the SEC Supplement.

Item on Form (Identify)	Answer
3F	<p>Capital Market Authority of Saudi Arabia File No. 7/4498</p> <p>In a letter dated August 7, 2012 to Goldman Sachs Saudi Arabia ("GSSA") from the Kingdom of Saudi Arabia Capital Market Authority (the "CMA"), with reference to the periodic inspection visit paid to GSSA by CMA between January 7, 2012 to January 25, 2012, CMA informed GSSA of a Board of CMA resolution (the "Resolution"), alleging: (a) a lack of a compliance officer at GSSA from August 14, 2010 to February 13, 2011; (b) the lack of a bank account with a local bank for the purpose of keeping the funds of CMA clients; (c) non-disclosure to a CMA client of certain fees and commissions charged before providing certain securities services to the client; (d) not including in the custodian's agreement signed with certain branches of GSSA certain conditions stated in the paragraph referred to; and (e) not setting appropriate measures to maintain a clear and appropriate division of responsibilities among the members of the Board of Directors, partners or senior management of CMA, in alleged violation of Articles 20(b)(3), 10(c), 46, 89(a) and 53(a), respectively, of the CMA Authorized Persons Regulations. Without admitting or denying the allegations, GSSA agreed to the payment of a financial penalty to the CMA in the amount of 90,000 Saudi Riyals (SR), which was paid by submission of a wire on August 29, 2012. The Resolution stipulated it is necessary to discuss the matter of violations at the next meeting of the Board of Directors of GSSA to set the measures and mechanisms required to prevent reoccurrence in the future.</p>
3E(2)	<p>NYSE File No. 12-NYSE-5</p> <p>The Legal Section of the Market Regulation Department at the Financial Industry Regulatory Authority, on behalf of NYSE Regulation, Inc., alleged that from September 2008 through March 9, 2009, Goldman Sachs Execution & Clearing, L.P. ("GSEC") failed to have procedures and controls in place reasonably designed to detect and prevent potential improper efforts to "mark the close" by customers transmitting orders to the NYSE at or near the close through the use of GSEC's electronic order entry and routing systems, in alleged violation of NYSE Rule 342. Without admitting or denying the allegations, GSEC consented to a fine and censure and entered into a Stipulation of Facts and Consent to Penalty with NYSE Regulation, Inc., which was approved by the NYSE Hearing Board on July 23, 2012 and became final on August 17, 2012. On September 5, 2012, the Firm submitted a wire in payment of the fine in the amount of \$75,000.</p>
3E(2)	<p>NYSE File No. 12-ARCA-8</p> <p>The Legal Section of the Market Regulation Department at the Financial Industry Regulatory Authority, on behalf of NYSE Regulation, Inc., alleged that Goldman, Sachs & Co. (the "Firm"): (i) during the period between January 2004 and June 2011, improperly marked certain options orders on the Exchange as "customer" through various proprietary order entry systems employed by the Firm to send options orders to the Exchange, in alleged violation of NYSE Arca, Inc. ("NYSE Arca") Options Rules 6.68, 11.1(b) and 11.16(a), and Section 17(a) of the Securities Exchange Act of 1934 and Rule 17a-3 promulgated thereunder and (ii) failed to have supervisory systems and controls in place, including a separate system of follow-up and review, reasonably designed to achieve compliance with the Exchange's origin code requirements, in alleged violation of NYSE</p>

Arca Options Rule 11.18. Without admitting or denying the allegations, the Firm consented to a fine and censure and entered into an Offer of Settlement and Consent with NYSE Regulation, Inc., which was approved by the NYSE Arca Hearing Board on September 20, 2012 and on October 2, 2012, the Firm submitted a wire in payment of the fine in the amount of \$671,305. The Offer of Settlement and Consent is conditioned upon acceptance of parallel settlement agreements in related matters between the Firm and the following options exchanges: (i) the Chicago Board Options Exchange, Inc. (CBOE); (ii) BATS Exchange, Inc. (BATS); (iii) Boston Options Exchange LLC (BOX – a facility of NASDAQ OMX BX); (iv) The NASDAQ Options Market (NOM); (v) NASDAQ OMX PHLX, Inc. (PHLX); (vi) International Securities Exchange, LLC (ISE); and (vii) NYSE Amex LLC (NYSE Amex).

3E(2)

CBOE File No. 12-0008

The Chicago Board Options Exchange, Incorporated (“CBOE”) alleged that Goldman, Sachs & Co. (the “Firm”): (i) during the approximate period from in or about January 2004 through in or about May 2010, mismarked numerous options orders with an improper origin code resulting in the execution of orders and crosses, some of which may have been afforded priority to which they were not entitled, in alleged violation of CBOE Exchange Rules 4.1, 4.2, 4.22, 6.51, 6.74, 15.1 and Section 17(a) of the Securities Exchange Act of 1934 and Rule 17a-3 promulgated thereunder and (ii) failed to maintain supervisory systems and controls that were reasonably designed to achieve compliance with Exchange rules, in alleged violation of CBOE Exchange Rule 4.2. Without admitting or denying the allegations, the Firm consented to a fine and censure and entered into a Letter of Consent which was approved by the CBOE Business Conduct Committee on September 20, 2012 and on September 27, 2012, the Firm submitted a wire in payment of the fine in the amount of \$3,750,000. The Letter of Consent is conditioned upon acceptance of parallel settlement agreements in related matters between the Firm and the following options exchanges (i) BATS Exchange, Inc. (BATS); (ii) Boston Options Exchange Regulation, LLC (BOXR); (iii) International Securities Exchange, LLC (ISE); (iv) The NASDAQ Options Market (NOM); (v) NASDAQ OMX PHLX, Inc. (PHLX); (vi) NYSE Amex LLC (AMEX); and (vii) NYSE Arca, Inc. (ARCA).

3D(1); 3D(2)

Pennsylvania Securities Commission, Docket No. 2010-07-13

Various state regulators, including the Pennsylvania Securities Commission, conducted an industry-wide, joint investigation into the marketing and sale of auction rate securities (“ARS”). Without admitting or denying the allegations, Goldman, Sachs & Co. (the “Firm”) entered into an Administrative Proceeding, Findings of Fact, Conclusions of Law and Order with the Pennsylvania Securities Commission on September 5, 2012, in which: (i) the Pennsylvania Securities Commission alleged that the Firm engaged in unethical practices in the offer and sale of ARS and failed adequately to supervise certain of its salespeople in connection with the marketing and sale of ARS, and (ii) the Firm agreed, as part of a global settlement with state regulators, to offer to repurchase ARS from certain eligible retail investors, charities and small businesses who purchased ARS from the Firm; participate in industry-wide consequential damages arbitration process; refund certain municipal issuers refinancing fees paid to the Firm for refinancing or conversion of certain ARS; endeavor to work with issuers and other interested parties to expeditiously provide liquidity solutions for institutional investors and pay a total monetary penalty in the amount of \$22.5 million, including \$221,331.78 to the Pennsylvania Securities Commission, which amount was paid on September 17, 2012.