ROGERS JOHN F.W.

Form 4

December 29, 2017

December 2	29, 2017								
FORM	14_{UNITED}	STATES SECI	RITIES A	ND EXC	HANGE	COMMISSION	_	PROVAL	
CL La			ashington,				OMB Number:	3235-0287	
Check the check	MENT OF CITA					Expires:	January 31, 2005		
subject to Section Form 4 Form 5 obligation	16. or Filed pur	STATEMENT OF CHANGES IN 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						verage rs per 0.5	
may cor See Inst 1(b).	ntinue.	30(h) of the	~	•	. •		l		
(Print or Type	Responses)								
1. Name and ROGERS J	Symbol GOLI	er Name and OMAN SAC			Issuer	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
		[GS]				(eneci			
	(First) (N OMAN SACHS & WEST STREET	(Month	of Earliest Tra /Day/Year) ·05:00/2017			Director Officer (give below) EVP-Chief		Owner r (specify retary	
LLC, 200 ((Street)	4 If Δr	nendment, Da	te Original		6. Individual or Jo	int/Group Filin	g(Check	
NEW YOR	RK, NY 10282		onth/Day/Year)	_		Applicable Line) _X_ Form filed by C Form filed by M Person	ne Reporting Pe	rson	
(City)	(State)	(Zip) Ta	ble I - Non-D	erivative S	ecurities A	cquired, Disposed of	or Beneficial	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, any (Month/Day/Yea	emed 3. 4. Securities Acquired (A) 5. Amount on Date, if Transaction Disposed of (D) Securities Code (Instr. 3, 4 and 5) Beneficial Owned Following Reported Transaction Transaction (A)				6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common			Code V	Amount	or (D) P	rice (Instr. 3 and 4)			
Stock, par value \$0.01 per share	12/28-05:00/2017	7	M	28,449	А (1)	84,430	D		
Common Stock, par value \$0.01 per share	12/28-05:00/2017	7	F <u>(2)</u>	14,670	D \$ (2) 255	5.95 69,760	D		
						12,433	I		

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Common See
Stock, par footnote
value
\$0.01 per

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

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.

SEC 1474

(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	Ш	12/28-05:00/2017		M	28,449	<u>(1)</u>	<u>(1)</u>	Common Stock, par value \$0.01 per share	28,449

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

ROGERS JOHN F.W. C/O GOLDMAN SACHS & CO. LLC 200 WEST STREET NEW YORK, NY 10282

EVP-Chief of Staff & Secretary

Signatures

share

/s/ Benjamin J. Rader,

Attorney-in-fact 12/28-05:00/2017

**Signature of Reporting Person Date

Reporting Owners 2

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Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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).
 - On December 28, 2017, shares of the Issuer's common stock underlying Restricted Stock Units ("RSUs") that were awarded in connection with compensation for years prior to 2017 were delivered to the Reporting Person without the payment of any consideration. These shares
- (1) are not related to 2017 compensation. The shares were scheduled to be delivered in January 2018; however, the Board of Directors of the Issuer, in its sole discretion, determined to make this delivery in December 2017 due to changes in U.S. tax law and the associated tax savings to the Issuer that resulted from making the delivery prior to year-end.
- (2) Represents shares of the Issuer's common stock withheld to satisfy withholding obligations in connection with the delivery of the common stock underlying the RSUs described in footnote 1 above.
- (3) Held through a trust, the sole trustee of which is the Reporting Person's spouse and the sole beneficiaries of which are immediate family members of the Reporting Person. The Reporting Person disclaims beneficial ownership of these shares.

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.