



Final Terms No. 390
to the European Base Prospectus dated June 8, 2012, as supplemented

The Goldman Sachs Group, Inc.

Euro Medium-Term Notes, Series F

USD 36,820,000 Fixed Rate Notes due October 2022

* These final terms relate to USD 36,820,000 face amount of the notes. USD 30,000,000 face amount of the notes were issued on October 22, 2012 pursuant to Final Terms No. 387 (the "original notes") and USD 6,820,000 face amount of the notes will be issued on November 7, 2012 (the "reopened notes"). The original notes and reopened notes, having an aggregate face amount of USD 36,820,000, have identical terms and are part of a single tranche of senior debt securities of the same series under the fiscal agency agreement. The original notes and reopened notes are referred to collectively as the "notes."

KEY TERMS

The terms of each note being offered are as follows:

Issuer: The Goldman Sachs Group, Inc.

Face Amount: With respect to the Original Notes, USD 30,000,000. With respect to the Reopened Notes, USD 6,820,000

Denomination: USD 10,000

Minimum Investment: Not applicable

Type of Note: Fixed Rate Note

Specified Currency: U.S. dollar ("USD")

Trade Date: With respect to the Original Notes, October 17, 2012. With respect to the Reopened Notes, November 2, 2012.

Original Issue Date (Settlement Date): With respect to the Original Notes, October 22, 2012. With respect to the Reopened Notes, November 7, 2012.

ISIN Code: XS0847346755

Common Code: 084734675

Valoren Number: Not applicable

Stated Maturity Date: October 20, 2022, subject to postponement in the event of non-Business Days and optional early redemption, as described under "Additional Redemption Rights at the Option of the Issuer" below

Original Issue Price: With respect to the Original Notes, 100%. With respect to the Reopened Notes, 100% (which price includes approximately 0.13% representing accrued but unpaid interest from and including October 22, 2012 to but excluding November 7, 2012)

Amount Payable at Maturity: 100% of the Face Amount

Yield to Maturity: Not applicable

Interest Rate: A rate per annum equal to 2.83%

Day Count Fraction: 30/360 (ISDA); see "Description of the Program—Features Common to All Notes—Calculation of Interest" in the European base prospectus

Interest Commencement Date: October 22, 2012

Interest Period: Each period from and including an originally scheduled Interest Payment Date (or the Interest Commencement Date, in the case of the initial Interest

Period) to but excluding the next succeeding originally scheduled Interest Payment Date (or the originally scheduled Stated Maturity Date, in the case of the final Interest Period)

Interest Payment Dates: April 22 and October 22 of each year, beginning with April 22, 2013, up to and including April 22, 2022 and the Stated Maturity Date, subject to the Business Day Convention and optional early redemption, as described under "Additional Redemption Rights at the Option of the Issuer" below

Additional Redemption Rights at the Option of the Issuer:

On each Interest Payment Date from and including the Interest Payment Date scheduled for October 22, 2013 to but excluding the Stated Maturity Date, the Issuer has the right to redeem the notes in whole but not in part at a price *equal* to 100% of the then outstanding Face Amount of the notes *plus* any accrued but unpaid interest; in the event of a redemption, notice will be given to Euroclear Bank SA/NV and Clearstream Banking, société anonyme, no fewer than five (5) Business Days prior to the relevant Interest Payment Date

Repurchase at the Holder's Option: Not applicable

Repayment upon Event of Default: 100% of the Face Amount of your note *plus* accrued but unpaid interest

Calculation Basis: Interest and redemption payments will be calculated on a per denomination basis

Business Days: The relevant Business Days are Tokyo, London and New York; see "Description of the Program — Features Common to All Notes — Business Days" in the European base prospectus

Business Day Convention: Modified Following Unadjusted; see "Description of the Program — Features Common to All Notes — Business Day Conventions" in the European base prospectus

Form of Notes: Registered global notes only, registered in the name of a nominee for a common depositary for Euroclear and Clearstream, Luxembourg; see "Description of the Program — Form, Exchange, Registration and Transfer" in the European base prospectus

Intended to Be Held in a Manner Which Would Allow Eurosystem Eligibility: No

Clearing: Euroclear Bank SA/NV and Clearstream Banking, société anonyme

Gross-up and Call in the Case of Tax Law Changes:

Applicable; see “Description of the Program — Payment of Additional Amounts” and “— Redemption and Repayment— Redemption Upon Payment of Additional Amounts” in the European base prospectus

Calculation Agent: Goldman Sachs International

Listing and Admission to Trading: Application has been made to the Luxembourg Stock Exchange for the notes to be admitted to trading on the Luxembourg Stock Exchange’s regulated market and to be listed on the Official List of the Luxembourg Stock Exchange; see “Listing and General Information” in the European base prospectus

Your investment in your note involves risks. In particular, assuming no changes in market conditions or our creditworthiness or other relevant factors, the value of your note on the issue date) may be less than the original issue price. This is due to the difference (bid-ask spread) between the price at which the distributor of the notes buys the notes from the Issuer and the original issue price, as well as certain other factors. We encourage you to read “Risk Factors” on page 10 of the European base prospectus and “Additional Investment Considerations Specific to Your Note” on page S-5, so that you may better understand those risks.

Any offered notes sold by Goldman Sachs International to dealers may be resold by such dealers in negotiated transactions or otherwise at varying prices determined at the time of sale, which prices may be different from the original issue price.

These Final Terms should be read in conjunction with the European base prospectus, including all supplements to the European base prospectus and all documents incorporated by reference therein, and you should base your investment decision on a consideration of these Final Terms and the European base prospectus, including all supplements to the European base prospectus and documents incorporated by reference therein, as a whole. Pursuant to Luxembourg law, the European base prospectus, all supplements to the European base prospectus and all documents incorporated by reference therein and filed with the Commission de Surveillance du Secteur Financier, and any Final Terms will be made available by the Luxembourg Stock Exchange on its website.

The notes have not been registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”) and may not be offered or sold in the United States or to U.S. persons (as those terms are defined in Regulation S under the Securities Act) unless an exemption from the registration requirements of the Securities Act is available. See “Notice to Investors” on page S-3. These Final Terms are not for use in, and may not be delivered to or inside, the United States.

The notes are not bank deposits and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency, nor are they obligations of, or guaranteed by, a bank.

Goldman Sachs may use these Final Terms in the initial sale of the notes. In addition, Goldman Sachs International or other affiliates of The Goldman Sachs Group, Inc. may use these Final Terms in a market-making transaction in a note after its initial sale. ***Unless Goldman Sachs International or another affiliate of The Goldman Sachs Group, Inc. or their respective agents inform the purchaser otherwise in the confirmation of sale, these Final Terms are being used in a market-making transaction.***

Goldman Sachs International

Final Terms dated November 6, 2012

NOTICE TO INVESTORS

The notes have not been registered under the Securities Act and may not be offered or sold in the United States or to U.S. persons (as those terms are defined in Regulation S under the Securities Act) unless an exemption from the registration requirements of the Securities Act is available. In particular, hedging transactions involving the notes may not be conducted other than in compliance with the Securities Act. Each purchaser of a note is deemed to agree to comply with the foregoing.

Except in certain limited circumstances, owners of beneficial interests in the notes will not be entitled to have the notes registered in their names, will not be entitled to receive physical delivery of the notes in definitive form except in limited circumstances and will not be considered the owners or holders of the notes under the fiscal agency agreement governing the notes.

Unless the context otherwise requires, references to “The Goldman Sachs Group, Inc.”, “we”, “our” and “us” mean only The Goldman Sachs Group, Inc. and do not include its consolidated subsidiaries. References to “Goldman Sachs” mean The Goldman Sachs Group, Inc. together with its consolidated subsidiaries, and the “Goldman Sachs Group” refers to The Goldman Sachs Group Inc. and its consolidated subsidiaries. Also, references to the “European base prospectus” mean the European base prospectus, dated June 8, 2012, of The Goldman Sachs Group, Inc, as supplemented.

In these Final Terms, references to “holder” or “holders” mean only those who have notes registered in their own names and not indirect owners who own beneficial interests in notes of which others are the registered holders. The latter include those who own beneficial interests in notes issued in global — i.e., book-entry — form through Euroclear Bank SA/NV, Clearstream Banking, société anonyme or another depository (“global note”). Owners of beneficial interests in notes issued in global form should read the section entitled “Description of the Program — Form, Exchange, Registration and Transfer” in the European base prospectus. Also, references in these Final Terms to “you” mean those who invest in the notes, whether they are the actual registered holders of the global notes or only owners of beneficial interests in global notes. References to “your note” mean the notes in which you hold a direct or indirect interest.

Responsibility Statement

The Goldman Sachs Group, Inc. accepts responsibility for the information contained in these Final Terms. To the best of the knowledge and belief of The Goldman Sachs Group, Inc. (which has taken all reasonable care to ensure that such is the case), the information contained in these Final Terms is in accordance with the facts and contains no omission likely to affect the import of such information. Where information contained in these Final Terms has been sourced from a third party, this information has been accurately reproduced and so far as The Goldman Sachs Group, Inc. is aware and is able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

We have not authorized anyone to provide any information or to make any representations other than those contained in these Final Terms and the European base prospectus. Neither these Final Terms nor the European base prospectus constitutes an offer to sell or the solicitation of an offer to buy any securities in any jurisdiction where, or to any person to whom, it is unlawful

to make such offer or solicitation. Neither the delivery of these Final Terms or the European base prospectus, nor any sale made hereunder or thereunder, shall, under any circumstances, create any implication that there has been no change in the affairs of The Goldman Sachs Group, Inc. since the date hereof or thereof or that the information contained herein or therein is correct as of any time subsequent to its date.

Neither the U.S. Securities and Exchange Commission (the “SEC”) nor the regulatory authority of any other jurisdiction has passed upon the accuracy or adequacy of these Final Terms or the European base prospectus.

Any person making the decision to acquire the notes shall be deemed, on behalf of itself and the holder, by acquiring and holding the notes or exercising any rights related thereto, to represent that:

(i) the funds that the holder is using to acquire the notes are not the assets of an employee benefit plan subject to Title I of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”), a plan described in and subject to Section 4975 of the Internal Revenue Code of 1986, as amended (the “Code”), a governmental plan subject to any federal, state or local law that is similar to the provisions of Section 406 of ERISA or Section 4975 of the Code, or an entity whose underlying assets include “plan assets” by reason of Department of Labor regulation section 2510.3-101, as modified by Section 3(42) of ERISA, or otherwise; or

(ii)(A) the holder will receive no less and pay no more than “adequate consideration” (within the meaning of Section 408(B)(17) of ERISA and Section 4975(F)(10) of the Code) in connection with the purchase and holding of the notes; (B) none of the purchase, holding or disposition of the notes or the exercise of any rights related to the notes will result in a non-exempt prohibited transaction under ERISA or the Code (or with respect to a governmental plan, under any similar applicable law or regulation); and (C) neither The Goldman Sachs Group, Inc. nor any of its affiliates is a “fiduciary” (within the meaning of Section 3(21) of ERISA (or any regulations thereunder) or, with respect to a governmental plan, under any similar applicable law or regulation) with respect to the purchaser or holder in connection with such person's acquisition, disposition or holding of the notes, or as a result of any exercise by The Goldman Sachs Group, Inc. or any of its affiliates of any rights in connection with the notes, and no advice provided by The Goldman Sachs Group, Inc. or any of its affiliates has formed a primary basis for any investment decision by or on behalf of such purchaser or holder in connection with the notes and the transactions contemplated with respect to the notes.

You agree that (i) you will not offer, sell or deliver any of the notes described in these Final Terms 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 purchase and resale of the notes.

ADDITIONAL INVESTMENT CONSIDERATIONS SPECIFIC TO YOUR NOTE

Assuming No Changes in Market Conditions and Other Relevant Factors, the Value of Your Note on the Issue Date (As Determined by Reference to Pricing Models Used by Goldman Sachs) May Be Less than the Original Issue Price

The value or quoted price of your note at any time will reflect many factors and cannot be predicted. If Goldman Sachs makes a market in the notes, the price quoted by us or our affiliates for your note would reflect any changes in market conditions and other relevant factors, including a deterioration in our creditworthiness or perceived creditworthiness whether measured by our credit ratings or other credit measures. These changes may adversely affect the market price of your notes, including the price you may receive for your notes in any market making transaction. In addition, even if our creditworthiness does not decline, the value of your note on the issue date may be less than the original price taking into account our credit spreads on that date. The quoted price could be higher or lower than the original issue price, and may be higher or lower than the value of your note as determined by reference to pricing models used by Goldman Sachs.

In addition, assuming no changes in market conditions or the creditworthiness of the Issuer or other relevant factors, the value of your note on the issue date may be less than the original issue price. This is due to the difference (bid-ask spread) between the price at which the distributor of the notes buys the notes from the Issuer and the original issue price, as well as certain other factors.

If at any time a third party dealer quotes a price to purchase your note or otherwise values your note, that price may be different (higher or lower) than any price quoted by Goldman Sachs. See “Risk Factors — Considerations Relating to Notes Generally — The Market Price of Any Notes We May Issue May Be Influenced by Many Unpredictable Factors and If You Buy a Note and Sell It Prior to the Stated Maturity Date, You May Receive Less Than the Face Amount of Your Note” in the European base prospectus.

Furthermore, if you sell your note, you will likely be charged a commission for secondary market transactions, or the price will likely reflect a dealer discount.

There is no assurance that Goldman Sachs or any other party will be willing to purchase your note, and in this regard Goldman Sachs is not obligated to make a market in your note. See “Risk Factors—Considerations Relating to Notes Generally—Any Notes We May Issue May Not Have an Active Trading Market” in the European base prospectus.

The Market Price of the Notes May Be Influenced by Many Unpredictable Factors and If You Sell Your Note Prior to the Stated Maturity Date, You May Receive Less Than the Face Amount of Your Note

The following factors, most of which are beyond our control, will influence the market price of the notes:

- economic, military, financial, regulatory, political, terrorist and other events that affect securities generally;
- interest and yield rates in the market;
- the time remaining until a note matures; and
- our creditworthiness.

As a result of these and other factors, if you sell your note prior to maturity, you may receive less than the outstanding face amount of your note. Moreover, these factors interrelate in complex ways, and the effect of one factor may offset or enhance the effect of another factor.

The Notes May Not Have an Active Trading Market

Neither we, nor any of our affiliates, have any obligation to make a market in the notes. The notes will not be listed on any stock exchange. Even if a secondary market for the notes develops, it may not provide significant liquidity. The transaction costs in any such secondary market may be high. As a result, the difference between bid and asked prices for the note in any secondary market could be substantial.

We Have the Right to Redeem Your Note at Our Option

On each interest payment date from and including the interest payment date scheduled for October 22, 2013 to but excluding the stated maturity date, we will have the option to redeem your notes by notice to Euroclear Bank SA/NV and Clearstream Banking, société anonyme, no fewer than five (5) business days prior to the relevant interest payment date. Even if we do not exercise this option, our ability to do so may adversely affect the value of your notes.

Payments on your note are economically equivalent to the amounts that would be paid on a combination of other instruments. For example, payments on your note are economically equivalent to the amounts that would be paid on a combination of an interest-bearing bond bought, and an option sold or bought, by the holder (with an implicit option premium paid over time to or by the holder). The discussion in this paragraph does not modify or affect the terms of the notes or the U.S. income tax treatment of the notes as described under "United States Taxation" in the European base prospectus.

ADDITIONAL INFORMATION ABOUT THE PLAN OF DISTRIBUTION

General

We have agreed to sell to Goldman Sachs International, and Goldman Sachs International has agreed to buy from us, the aggregate face amount of the notes specified on the front cover of these Final Terms. Goldman Sachs International intends to resell the notes at the original issue price applicable to the notes to be resold in offshore transactions in reliance upon Regulation S under the Securities Act. Any notes sold by Goldman Sachs International to dealers may be resold by such dealers in negotiated transactions or otherwise, at varying prices determined at the time of sale, which prices may be different from the original issue price. In the future, Goldman Sachs International and our other affiliates may repurchase and resell the notes in market-making transactions, with resales being made at prices related to prevailing market prices at the time of resale or at negotiated prices.

The notes have not been registered under the Securities Act and may not be offered or sold in the United States or to U.S. persons (as those terms are defined in Regulation S under the Securities Act) unless an exemption from the registration requirements of the Securities Act is available. In particular, hedging transactions involving the notes may not be conducted other than in compliance with the Securities Act. Each purchaser of a note is deemed to agree to comply with the foregoing.

The address of Goldman Sachs International is Peterborough Court, 133 Fleet Street, London EC4A 2BB, United Kingdom.

For more information about the plan of distribution and possible market-making activities, see "Plan of Distribution" in the European base prospectus.

