

SG STRUCTURED PRODUCTS, INC.

(as Issuer)

SOCIÉTÉ GÉNÉRALE, NEW YORK BRANCH

(as Guarantor)

SECOND SUPPLEMENT TO THE OFFERING MEMORANDUM

UP TO \$5,000,000,000 NOTIONAL AMOUNT OF NOTES

Unless otherwise specified in the applicable Offering Memorandum Supplement, payment of all amounts due and payable or deliverable under the Notes is irrevocably and unconditionally guaranteed pursuant to a guarantee issued by

SOCIÉTÉ GÉNÉRALE, NEW YORK BRANCH

This second supplement ("**Second Supplement**") and the information herein are incorporated by reference into the offering memorandum dated July 16, 2013 (the "**Offering Memorandum**") and form part of the Offering Memorandum. This Second Supplement completes and modifies the Offering Memorandum and must be read in conjunction with the Offering Memorandum (and all documents incorporated by reference therein) and the relevant Offering Memorandum Supplement. Incorporation by reference of this Second Supplement and the information herein means that the Issuer has disclosed important information to you by referring you to this Second Supplement.

Complete information about the Issuer, the Program and the offer of any Notes is available only on the basis of the combination of the Offering Memorandum, the relevant Offering Memorandum Supplement and all supplements to the Offering Memorandum (including this Second Supplement). Copies of the Offering Memorandum, the relevant Offering Memorandum Supplement and any supplements to the Offering Memorandum are available for consultation on the website <http://sgsp.sgamericas.com>.

Any statement or information, as applicable, in a document incorporated or deemed to be incorporated by reference in the Offering Memorandum shall be deemed to be modified or superseded to the extent that another statement or other information contained in any other subsequently published document that also is or is deemed to be incorporated by reference in the Offering Memorandum modifies or supersedes such earlier statement or information. Any statement or information so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of the Offering Memorandum.

To the extent that there is any inconsistency between (i) any statement or information in this Second Supplement or any statement or information incorporated by reference into the Offering Memorandum by this Second Supplement and (ii) any other earlier statement or information in or incorporated by reference into the Offering Memorandum, the statement or information, as applicable, in or incorporated by reference into the Offering Memorandum by this Second Supplement shall prevail.

Capitalized terms used in this Second Supplement, but not defined herein, shall have the meaning ascribed to them in the Offering Memorandum.



Important Information

The Notes and the Guarantee may also, in conjunction with or independently from the exemption from registration provided Investing in the Notes involves certain risks. See “*Risk Factors*” beginning on page 7 of this Offering Memorandum and the Risk Factors described in the Offering Memorandum Supplement.

The Notes and the Guarantee have not been, and will not be, registered under the Securities Act of 1933, as amended (the “Securities Act”) and are being offered pursuant to the exemption from the registration requirements thereof contained in Section 3(a)(2) of the Securities Act.

The Notes and the Guarantee may also be offered and sold (i) in the United States, only to persons who are “Accredited Investors” (as defined in Rule 501 of Regulation D, as amended, under the Securities Act) in reliance on Section 4(a)(2) of the Securities Act (the “Section 4(a)(2) Notes and Guarantee”), (ii) in the United States, to “Qualified Institutional Buyers” (as defined in Rule 144A, as amended, under the Securities Act) in reliance on Rule 144A under the Securities Act (“Rule 144A Notes and Guarantee”) and/or (iii) outside the United States, in reliance on Regulation S under the Securities Act (“Regulation S Notes and Guarantee”). The Section 4(a)(2) Notes and Guarantee, Rule 144A Notes and Guarantee or Regulation S Notes and Guarantee, as applicable, have not been, and will not be, registered under the Securities Act, or the state securities laws of any state of the United States or the securities laws of any other jurisdiction. The Section 4(a)(2) Notes and Guarantee, Rule 144A Notes and Guarantee or Regulation S Notes and Guarantee, as applicable, may not be offered, sold, pledged or otherwise transferred except in a transaction exempt from, or not subject to, the registration requirements of the Securities Act. Prospective purchasers are hereby notified that (i) the seller of the Section 4(a)(2) Notes and Guarantee may be relying on the exemption from provisions of Section 5 of the Securities Act contained in Section 4(a)(2) thereof and (ii) the seller of Rule 144A Notes and Guarantee may be relying on the exemption from provisions of Section 5 of the Securities Act provided by Rule 144A. For a description of certain restrictions on transfers and resales of the Section 4(a)(2) Notes and Guarantee, Rule 144A Notes and Guarantee and Regulation S Notes and Guarantee, see “*Notice to Investors*” herein.

The Issuer has not been registered under the Investment Company Act of 1940, as amended.

Neither the Securities and Exchange Commission nor any state securities commission or regulatory authority has approved or disapproved of the Notes or the Guarantee or passed upon the accuracy or adequacy of this Offering Memorandum or any relevant Offering Memorandum Supplement. Any representation to the contrary is a criminal offense in the United States. Under no circumstances shall this Offering Memorandum and/or any relevant Offering Memorandum Supplement constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of these Notes or the Guarantee, in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to qualification under the securities laws of any such jurisdiction.

The Notes constitute unconditional liabilities of the Issuer, and the Guarantee constitutes an unconditional obligation of the Guarantor. The Notes and the Guarantee are not insured or guaranteed by the Federal Deposit Insurance Corporation, the Bank Insurance Fund or any U.S. or French governmental or deposit insurance agency.

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Information Incorporated by Reference

The fifth bullet point under the section “Information Incorporated by Reference” is deleted in its entirety and is replaced with the following:

- the free English translation of the first update (*actualisation*) of the 2013 Registration Document, an original French version of which was filed with the AMF on May 10, 2013 under No D 13-0101-A01, except for (i) the inside cover page containing the AMF visa and the related textbox, (ii) the statement of the person responsible for updating the registration document made by Mr. Frederic Oudea, Chairman and Chief Executive Officer of Societe Generale, page 79 and (iii) the cross-reference table, pages 81-82 ((i), (ii) and (iii) together, hereinafter, the 2013 First Update Excluded Sections, and the English translation of the first update (*actualisation*) of the 2013 Registration Document without the 2013 First Update Excluded Sections, hereinafter the “**First Update of the 2013 Registration Document**”);

The following bullet points are inserted immediately before the last bullet point under the section “Information Incorporated by Reference” in the Offering Memorandum:

- the free English translation of the second update (*actualisation*) of the 2013 Registration Document, an original French version of which was filed with the AMF on August 2, 2013 under No D 13-0101-A02, except for (i) the inside cover page containing the AMF visa and the related textbox, (ii) the statement of the person responsible for updating the registration document made by Mr. Frederic Oudea, Chairman and Chief Executive Officer of Societe Generale, page 128 and (iii) the cross-reference table, pages 130-131 ((i), (ii) and (iii) together, hereinafter, the “**2013 Second Update Excluded Sections**”, and the English translation of the second update (*actualisation*) of the 2013 Registration Document without the 2013 Second Update Excluded Sections, hereinafter the “**Second Update of the 2013 Registration Document**”);
- the press release published by Société Générale on September 9, 2013 regarding the update of Second Quarter 2013 financial information with respect to the Basel 3 leverage ratio;
- the free English translation of the third update (*actualisation*) of the 2013 Registration Document, an original French version of which was filed with the AMF on November, 8 2013 under No D 13-0101-A03, except for (i) the inside cover page containing the AMF visa and the related textbox, (ii) the statement of the person responsible for updating the registration document made by Mr. Frederic Oudea, Chairman and Chief Executive Officer of Societe Generale, page 47 and (iii) the cross-reference table, pages 49-50 ((i), (ii) and (iii) together, hereinafter, the “**2013 Third Update Excluded Sections**”, and the English translation of the third update (*actualisation*) of the 2013 Registration Document without the 2013 Third Update Excluded Sections, hereinafter the “**Third Update of the 2013 Registration Document**”).”; and