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Second Supplement dated August 6, 2013
to the Offering Memorandum dated April 11, 2013

SOCIÉTÉ GÉNÉRALE
(as Issuer)

SOCIÉTÉ GÉNÉRALE, NEW YORK BRANCH
(as Guarantor)

SECOND SUPPLEMENT TO THE OFFERING MEMORANDUM

$6,000,000,000 U.S. Medium Term Notes Program

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 April 11, 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://usprogram.socgen.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incorporated or deemed to be incorporated by reference in the Offering Memorandum shall be deemed to be modified or superseded to the extent that another statement or other information contained in any other subsequently published document that also is or is deemed to be incorporated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 Any statement or information so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of the Offering Memorandum.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.

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, except as specified otherwise in the applicable Offering Memorandum Supplement, are being offered pursuant to the exemption from the registration requirements thereof contained in Section 3(a)(2) of the Securities Act.

Important Information

The Notes and the Guarantee may also, in conjunction with or independently from the exemption from registration provided by Section 3(a)(2) of the Securities Act, 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(2) of the Securities Act (the "Section 4(a)(2) Notes"), or (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") or (iii) outside the United States, in reliance on Regulation S under the Securities Act ("Regulation S Notes"). The Section 4(a)(2) Notes, Rule 144A Notes or Regulation S Notes, 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, Rule 144A Notes or Regulation S Notes, 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 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 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, Rule 144A Notes and Regulation S Notes, see the section entitled "Notice to Investors" in the Offering Memorandum.

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

None of the Securities and Exchange Commission (the "SEC"), any state securities commission or regulatory authority or any other United States, French or other regulatory authority has approved or disapproved of the Notes or the Guarantee or passed upon the accuracy or adequacy of this Second Supplement, the Offering Memorandum or any applicable Offering Memorandum Supplement. Any representation to the contrary is a criminal offense in the United States. Under no circumstances shall this Second Supplement, the Offering Memorandum and/or any applicable 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.

In making an investment decision, you must rely on your own examination of the Issuer, the Guarantor and the terms of the Notes, including the merits and risks involved. The contents of this Second Supplement, the Offering Memorandum and any applicable Offering Memorandum Supplement are not to be construed as legal, business or tax advice. You should consult your own attorney, business advisor or tax advisor for legal, business or tax advice. THE TAX DISCUSSIONS CONTAINED IN ANY OF THE MATERIALS THAT YOU RECEIVE CANNOT BE USED BY YOU FOR PURPOSES OF AVOIDING PENALTIES THAT MAY BE ASSERTED AGAINST YOU UNDER THE U.S. INTERNAL REVENUE CODE.

Each purchaser of the Notes of any offering in any Notes Issue will be furnished a copy of this Second Supplement, the Offering Memorandum and the Offering Memorandum Supplement related to such Notes and any other related amendments or supplements to this Offering Memorandum and the applicable Offering Memorandum Supplement. By receiving this Second Supplement, the Offering Memorandum and the applicable Offering Memorandum Supplement you acknowledge that (i) you have been afforded an opportunity to request from the Issuer and the Guarantor and to review, and have received, all additional information you consider to be necessary to verify the accuracy and completeness of the information herein, (ii) you have not relied on any person other than the Issuer or the Guarantor in connection with your investigation of the accuracy of such information and (iii) except as provided pursuant to clause (i) above, no person has been authorized to give any information or to make any representation concerning the Notes of any Notes Issue other than those contained in this Second Supplement, the Offering Memorandum or the applicable Offering Memorandum Supplement and, if given or made, such other information or representation should not be relied upon as having been authorized by the Issuer or the Guarantor.

This Second Supplement, the Offering Memorandum and any Offering Memorandum Supplement have not been, and are not required to be, submitted to the French Financial Markets Authority (Autorité des marchés financiers) or any other competent authority for approval as a "prospectus" pursuant to EU Directive 2003/71/EC.

The distribution of this Second Supplement, the Offering Memorandum and any Offering Memorandum Supplement and the offer and sale of the Notes may, in certain jurisdictions, be restricted by law. Each purchaser of the Notes must comply with all applicable laws and regulations in force in each jurisdiction in which it purchases, offers or sells the Notes or possesses or distributes this Second Supplement, the Offering Memorandum or the Offering Memorandum Supplement, and must obtain any consent, approval or permission required for the purchase, offer or sale by it of the Notes under the laws and regulations in force in any jurisdiction to which it is subject or in which it makes purchases, offers or sales. There are restrictions on the offer and sale of the Notes, and the circulation of documents relating thereto, in certain jurisdictions including without limitation the United States, the United Kingdom, France, Singapore, Hong Kong, Japan and the EEA, and to persons connected therewith. See the section entitled "Plan of Distribution and Conflicts of Interest" in the Offering Memorandum.

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Recent Developments 1

Recent Developments

The section titled “RECENT DEVELOPMENTS” on page 24 is modified by adding the following paragraphs at the end thereof:

“Following the rating downgrade of France announced on July 12, 2013, Fitch Ratings launched a review of French banks’ ratings, and announced on July 17, 2013 the downgrade of the long-term unsecured debt rating of Société Générale from “A+” to “A”.

Société Générale’s long-term debt is rated “A2” by Moody's Investors Services and “A” by Standard and Poor’s.

Each of these credit rating agencies is established in the European Union and is registered pursuant to the Regulation (EC) N° 1060/2009 of the European Parliament and of the Council of September 16, 2009 (as amended by Regulation (EU) N° 513/2011, the **CRA Regulation**). The latest update of the list of registered credit rating agencies is published on the website of the European Securities and Markets Authority (ESMA) (http://www.esma.europa.eu/).

A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, change or withdrawal at any time by the assigning rating agency. Neither the rating agency nor the Issuer is obligated to provide you with any notice of any suspension, change or withdrawal of any rating. The rating agencies have informed us that investors may have access to the latest ratings on their websites (respectively: www.moodys.com, www.standardandpoors.com and www.fitchratings.com).”