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Third Supplement dated September 20, 2013
to the Offering Memorandum dated April 11, 2013

SOCIÉTÉ GÉNÉRALE
(as Issuer)

SOCIÉTÉ GÉNÉRALE, NEW YORK BRANCH
(as Guarantor)

THIRD 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 third supplement ("**Third Supplement**") and the information herein are incorporated by reference into the offering memorandum dated April 11, 2013 (as supplemented prior to the date hereof, the "**Offering Memorandum**") and form part of the Offering Memorandum. This Third 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 Third Supplement and the information herein means that the Issuer has disclosed important information to you by referring you to this Third 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 Third 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incorporated or deemed to be incorporated by reference in the Offering Memorandum shall be deemed to be modified or superseded to the extent that another statement or other information contained in any other subsequently published document that also is or is deemed to be incorporated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 Any statement or information so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of the Offering Memorandum.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 Third Supplement or any statement or information incorporated by reference into the Offering Memorandum by this Third 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 Third Supplement shall prevail.

Capitalized terms used in this Third 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(a)(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 Third 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 Third 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 Third 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 Third 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 Third 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 Third 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 Third 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 Third 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 Third 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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Information Incorporated by Reference

The section "Information Incorporated by Reference" on page 16 of the Offering Memorandum (as supplemented) is modified as follows:

- the word "and" at the end of the fifth bullet point is deleted; and
- the following two bullet points are inserted after the fifth bullet point:
  - 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; and

Selected Financial Data of Société Générale Group

The paragraph and the three tables under the section titled "Selected Financial Data of Société Générale Group" starting on page 20 of the Offering Memorandum (as supplemented) are deleted in their entirety and are replaced with the following:

"The selected financial data for the years ended December 31, 2010, 2011 and 2012 and for the six months ended June 30, 2012 and 2013 have been derived from, and should be read together with, the Issuer's consolidated financial statements contained in the 2011 Registration Document, the 2012 Registration Document and the 2013 Registration Document, the Issuer's consolidated financial information contained in the First Update of the 2013 Registration Document and the Second Update of the 2013 Registration Document and the other financial information incorporated by reference in this Offering Memorandum."

Statement of Consolidated Income Data

	Year ended December 31,			Six months ended June 30,	
	2010	**2011**	**2012 (1)**	**2012 (2)**	**2013**
				(unaudited)	
			(in millions of €)		
Interest and similar income	28,294	32,389	29,904	15,538	13,537
Interest and similar expenses	-16,324	-20,182	-18,592	-9,433	-8,306
Dividend income	318	420	314	84	104
Fee income	10,038	9,898	9,515	5,047	4,552
Fee expense	-2,553	-2,719	-2,538	-1,493	-1,262
Net gains and losses on financial transactions	5,374	4,432	3,201	2,317	2,194
Income from other activities	19,662	23,675	38,820	16,209	28,497
Expenses from other activities	-18,391	-22,277	-37,514	-15,686	-27,995
Net banking income	**26,418**	**25,636**	**23,110**	**12,583**	**11,321**
Operating expenses	-16,545	-17,036	-16,418	-8,311	-7975
Gross operating income	**9,873**	**8,600**	**6,692**	**4,272**	**3,346**
Cost of risk	-4,160	-4,330	-3,935	-1,724	-1,913
Operating income	**5,713**	**4,270**	**2,757**	**2,548**	**1,433**
Net income from companies accounted for by the equity method	119	94	154	61	76
Net income/expenses from other assets	11	12	-504	-7	448
Impairment losses on goodwill	1	-265	-842	-450	-
Earnings before tax	5,844	4,111	1,565	2,152	1,957
Income tax	-1,542	-1,323	-341	-741	-425
Consolidated net income	**4,302**	**2,788**	**1,224**	**1,411**	**1,532**
Non-controlling interests	385	403	434	240	213
Net income, group share	**3,917**	**2,385**	**790**	**1,171**	**1,319**

Notes:

(1) Restated amounts of the financial statement published at December 31, 2012 according to the retrospective application of the IAS 19 amendments. The changes are 20 MEUR in operating expenses, 3 MEUR in net income/ expenses from other assets, and -7 MEUR in income tax.

(2) Restated amounts of the financial statement published at June 30, 2012 according to the retrospective application of the IAS 19 amendments. The changes are 8 MEUR in operating expenses, and -2 MEUR in income tax.

Consolidated Balance Sheet Data

	As of December 31,			As of June 30,
	2010	**2011**	**2012** [1]	**2013**
				(unaudited)
		(in millions of €)		
Cash, due from central banks	14,081	43,963	67,591	72,245
Financial assets measured at fair value through profit or loss	455,160	422,494	484,026	482,359
Hedging derivatives	8,162	12,611	15,934	12,174
Available-for-sale financial assets	103,836	124,738	127,714	128,128
Due from banks	70,268	86,440	77,204	101,724
Customer loans	371,898	367,517	350,241	341,241
Lease financing and similar agreements	29,115	29,325	28,745	27,906
Revaluation differences on portfolios hedged against interest rate risk	2,376	3,385	4,402	3,450
Held to maturity financial assets	1,882	1,453	1,186	1,078
Tax assets and other assets	48,951	60,958	59,800	58,610
Non-current assets held for sale	64	429	9,417	480
Deferred profit sharing	1,068	2,235	N/A	N/A
Investments in subsidiaries and affiliates accounted for by the equity method[2]	N/A	N/A	2,119	2,060
Tangible, intangible and other fixed assets	25,211	25,824	17,190	17,412
Goodwill [2]	N/A	N/A	5,320	5,215
Total assets	**1,132,072**	**1,181,372**	**1,250,889**	**1,254,082**
Due to central banks	2,778	971	2,398	5,745
Financial liabilities at fair value through profit or loss	358,963	395,247	411,388	424,419
Hedging derivatives	9,267	12,904	13,975	10,664
Due to banks[1]	77,311	111,274	122,049	110,626
Customer deposits	337,447	340,172	337,230	349,968
Securitized debt payables	141,385	108,583	135,744	129,623
Revaluation differences on portfolios hedged against interest rate risk	875	4,113	6,508	4,315
Tax liabilities and other liabilities	56,346	60,720	59,763	59,707
Underwriting reserves of insurance companies	82,670	82,998	90,831	93,276
Non current liabilities held for sale	6	287	7,287	972
Provisions	2,026	2,450	3,523	3,719
Subordinated debt	12,023	10,541	7,052	7,752
Shareholders' equity	46,421	47,067	49,279	49,413
Non-controlling interests	4,554	4,045	4,272	3,883
Total liabilities	**1,132,072**	**1,181,372**	**1,250,889**	**1,254,082**

Notes:

(1) Restated amounts of the financial statement published at December 31, 2012 according to the retrospective application of the IAS 19 amendments. The changes are EUR 245 million for Tax assets, EUR -59 million for Other assets and EUR 7 million for Non-current assets held for sale.

(2) Categories created in 2013 for the purpose of the retrospective application of the IAS 19 amendments.

Financial Ratios (unaudited)

	For or as of the year ended December 31,			For or as of the six months ended June 30,
	2010	**2011**	**2012**	**2013**
Cost income ratio[1]	63.4%	69.6%	71.1%	64.2%
Return on equity (ROE)[2]	9.8%	6.0%	1.1%	8.7%
Earnings per share (EPS) in euros[3]	4.96	3.20	0.64	1.53
Dividend payout ratio	35.3%	0.0%	70.0%	N/A
Net asset value per share (in euros)	54.0	54.6	56.9	48.4
Tier 1 capital ratio[4]	10.6%	10.7%	12.5%	12.7%
Core Tier 1 Ratio [4]	8.5%	9%	10.7%	11.1%

Notes:

(1) Cost income ratio excluding non economic items and PEL CEL provisions/reversal. For 2013: excluding impact of legacy assets, non recurring and non economic items

(2) Group ROE calculated on the basis of average group shareholders' equity under IFRS (including IAS 32 and 39 and IFRS 4), excluding (i) unrealized or deferred capital losses and gains except for translation reserves, (ii) deeply subordinated notes, (iii) undated subordinated notes recognized as shareholders' equity; and after deducing interest payable to holders of the deeply subordinated notes and of the restated, undated subordinated notes.

(3) EPS calculated after deducting interest to be paid to holders of deeply subordinated notes and undated subordinated notes

(4) Starting from December 2011: Basel II methodology used for calculation of the ratios taking into account the impact of Capital Requirements Directive III (CRD III). For 2010: Basel II methodology used for calculation of the ratios, excluding the additional capital requirements with regard to floor levels."

Capitalization of Société Générale Group

The section titled "Capitalization of Société Générale Group" on page 23 is deleted in its entirety and is replaced with the following:

"The following table sets forth the Issuer's consolidated capitalization as of December 31, 2012 and as of June 30, 2013. The figures set out in the following table have been extracted from the Issuer's consolidated financial statements for the year ended December 31, 2012 and from the Issuer's consolidated financial information for the six months ended June 30, 2013 incorporated by reference in this Offering Memorandum.

	As of December 31, 2012	**As of June 30, 2013**
	(in millions of €)	
Trading portfolio debt securities issued	25,846[1]	27,020
Debt securities issued	135,744[2]	129,623
Subordinated debt	7,052[3]	7,752
Total debt securities issued	**168,642**	**164,395**
Shareholders' equity	49,279[4]	49,413
Non-controlling interests	4,272	3,883
Total equity	**53,551**	**53,296**
Total capitalization	**222,193**	**217,691**

Notes:

(1) As extracted from the table "Financial Liabilities at fair value through profit or loss" in Note 6 to the Issuer's consolidated financial statements included in its 2013 Registration Document.

(2) More details are provided in the table "Debt Securities Issued" in Note 21 to the Issuer's consolidated financial statements included in its 2013 Registration Document.

(3) More details are provided in the table "Subordinated debt" in Note 27 to the Issuer's consolidated financial statements included in its 2013 Registration Document.

(4) More details are provided in the table "Changes in shareholders' equity" presented on pages 56-57 of the Second Update of the 2013 Registration Document.

Since June 30, 2013 the Issuer has issued a USD 1.25 bn Additional Tier 1 with a value date September 6, 2013.

Except as set forth in this section, there has been no material change in the capitalization of the Group since June 30, 2013."

Business Description of the Issuer and Guarantor

The seventh paragraph under the subsection titled “Certain Information Regarding the Issuer and the Société Générale Group” on page 24 under the section titled “Business Description of the Issuer and Guarantor” is deleted in its entirety and is replaced with the following:

“This Offering Memorandum contains a brief overview of the Group’s principal activities and organizational structure and selected financial data concerning the Group. For further information on the Group’s core businesses, organizational structure and most recent financial data, please refer to the 2013 Registration Document and the updates thereto incorporated by reference herein.”

Taxation

The first paragraph under the heading titled “FATCA Withholding” on page 59 under the section titled “Taxation” on page 58 is deleted and replaced with:

“FATCA imposes a withholding tax of 30% on certain U.S.-source payments and proceeds from the sale or other taxable disposition (including retirement) of assets that give rise to U.S.-source interest or dividends (in each case including Dividend Equivalent Payments, as defined in “Taxation – United States Federal Income Taxation – Tax Treatment of Non-U.S. Noteholders – Dividend Equivalent Payments”), as well as certain payments by non-U.S. entities to persons that fail to meet certain certification or reporting requirements. Under existing guidance, withholding would be imposed starting on (x) July 1, 2014 in respect of certain U.S.-source payments, (y) January 1, 2017 in respect of proceeds from the sale or other taxable disposition of assets that give rise to U.S.-source interest or dividends and (z) January 1, 2017, at the earliest, in respect of “foreign passthru payments” (which term is not yet defined under FATCA). The Issuer and other financial institutions through which payments on the Notes are made may be required to withhold on account of FATCA if (a) an investor does not provide information sufficient for the Issuer or the relevant financial institution to determine whether the investor is subject to withholding under FATCA or (b) a “foreign financial institution” (as defined under FATCA) to or through which payment on the Notes is made (including a foreign financial institution that is a beneficial owner of the Notes) is a “non-participating foreign financial institution” (i.e., the institution has not entered into an agreement with the IRS to identify accounts held by certain U.S. persons and to comply with certain reporting, withholding and other procedures to be established by the IRS). No FATCA withholding will be imposed, however, in respect of Notes issued on or before (x) June 30, 2014, (y) solely for purposes of “foreign passthru payments,” the date that is six months after the date on which final regulations are issued defining the term “foreign passthru payment” and (z) with respect to Notes that are subject to FATCA withholding solely because they are treated as giving rise to Divided Equivalent Payments, the later of June 30, 2014 and the date that is six months after the date on which instruments such as the Notes are first treated as giving rise to Dividend Equivalent Payments, unless, in each case, the Notes are materially modified after such date, or the Notes are treated as equity for U.S. federal tax purposes. In addition, no FATCA withholding will be imposed with respect to any “foreign passthru payments” until the later of January 1, 2017 and the date on which final regulations are issued defining the term “foreign passthru payment.””

Change of Address

Société Générale, New York Branch's address on pages 7, 25, 35, 56, and 57, SG Americas Securities, LLC's address on pages 7 and 17 and Société Générale's address on pages 56 and 67 are deleted and replaced with the following address: "245 Park Avenue, New York, NY 10167, United States of America".