
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

**CURRENT REPORT
Pursuant To Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): August 11, 2015

MORGAN STANLEY

(Exact Name of Registrant
as Specified in Charter)

DELAWARE
(State or Other Jurisdiction of Incorporation)

1-11758
(Commission File Number)

36-3145972
(IRS Employer Identification No.)

**1585 Broadway, New York, New
York**
(Address of Principal Executive Offices)

10036
(Zip Code)

Registrant's telephone number, including area code: (212) 761-4000

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-
-

Item 8.01. Other Events.

In connection with the Company's issuance of warrants under the Company's Registration Statement on Form S-3 (File No. 333-200365), a consent of Davis Polk & Wardwell LLP to the filing of its legal opinion as to the legality of the warrants is being filed as Exhibit 23.01 to this report.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

The following exhibit is filed as part of this Report on Form 8-K:

<u>Exhibit Number</u>	<u>Description</u>
23.01	Consent of Davis Polk & Wardwell LLP

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

MORGAN STANLEY
(Registrant)

Date: August 11, 2015

By: /s/ Jeanne Greeley O'Regan
Name: Jeanne Greeley O'Regan
Title: Deputy Corporate Secretary

CONSENT OF DAVIS POLK & WARDWELL LLP

August 11, 2015

**Re: Registration Statement, filed by Morgan Stanley
dated November 19, 2014**

Morgan Stanley
1585 Broadway
New York, New York 10036

Ladies and Gentlemen:

We have acted as special counsel for Morgan Stanley (the "Company") in connection with the preparation and filing of a registration statement on Form S-3 (the "Registration Statement"), including a form of prospectus, dated November 19, 2014, for the purpose of registering under the Securities Act of 1933, as amended (the "Securities Act"), the issuance from time to time of the Company's debt securities, units, warrants, purchase contracts, preferred stock and common stock.

We hereby consent to any reference to us, in our capacity as special counsel to the Company, or any opinion of ours delivered in that capacity in a pricing supplement or prospectus supplement relating to the offer and sale of any particular warrants prepared and filed by the Company with the Securities and Exchange Commission on this date or a future date in substantially such form:

"In the opinion of Davis Polk & Wardwell LLP, as special counsel to Morgan Stanley, when the warrants offered by this pricing supplement have been executed and issued by Morgan Stanley, countersigned by the warrant agent pursuant to the Warrant Agreement and delivered against payment as contemplated herein, such warrants will be valid and binding obligations of Morgan Stanley, enforceable in accordance with their terms, subject to applicable bankruptcy, insolvency and similar laws affecting creditors' rights generally, concepts of reasonableness and equitable principles of general applicability (including, without limitation, concepts of good faith, fair dealing and the lack of bad faith), provided that such counsel expresses no opinion as to the effect of fraudulent conveyance, fraudulent transfer or similar provision of applicable law on the conclusions expressed above. This opinion is given as of the date hereof and is limited to the laws of the State of New York and the General Corporation Law of the State of Delaware. In addition, this opinion is subject to customary assumptions about the warrant agent's authorization, execution and delivery of the Warrant Agreement and its countersignature to the warrants and the validity, binding nature

and enforceability of the Warrant Agreement with respect to the warrant agent, all as stated in the letter of such counsel dated November 19, 2014, which is Exhibit 5-a to the Registration Statement on Form S-3 filed by Morgan Stanley on November 19, 2014.”

In giving this consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Davis Polk & Wardwell LLP
