

SECOND SUPPLEMENT TO OFFERING CIRCULAR

Morgan Stanley

*as issuer and guarantor
(incorporated under the laws of the State of Delaware in the United States of America)*

MORGAN STANLEY FINANCE LLC

*as issuer
(formed under the laws of the State of Delaware in the United States of America)*

Regulation S Program for the Issuance of Notes, Series A and B, Warrants and Certificates

Morgan Stanley and Morgan Stanley Finance LLC (together with Morgan Stanley, the "**Issuers**") and Morgan Stanley in its capacity as guarantor (the "**Guarantor**") have prepared this second supplement to the offering circular (the "**Second Offering Circular Supplement**") to supplement and be read in conjunction with the offering circular for non-principal protected securities dated 6 April 2018 (the "**Offering Circular**") as supplemented by the first supplement to the Offering Circular dated 16 May 2018 (the "**First Offering Circular Supplement**") published in relation to the Issuers' Regulation S Program for the Issuance of Notes, Series A and B, Warrants and Certificates.

This Second Offering Circular Supplement has been approved by:

- (i) the Irish Stock Exchange trading as Euronext Dublin ("**Euronext Dublin**") as supplementary listing particulars, pursuant to the listing and admission to trading rules of Euronext Dublin, for the purpose of providing information with regard to the Issuers and the Guarantor for the purposes of admitting Program Securities to the Official List of Euronext Dublin and trading on its Global Exchange Market. The Global Exchange Market is the exchange regulated market of Euronext Dublin and is not a regulated market for the purposes of Directive 2014/65/EU; and
- (ii) the Luxembourg Stock Exchange pursuant to Regulation 809/2004 (as amended) of the European Commission and the appendices to the Rules and Regulations of the Luxembourg Stock Exchange, to be admitted to trading on the Luxembourg Stock Exchange's Euro MTF market and to the Official List of the Luxembourg Stock Exchange, for the purpose of providing information with regard to the Issuers and the Guarantor. The Luxembourg Stock Exchange's Euro MTF market is not a regulated market for the purposes of Directive 2014/65/EU.

This Second Offering Circular Supplement does not constitute a "supplement" for the purposes of Directive 2003/71/EC (as amended by Directive 2010/73/EU, the "**Prospectus Directive**"), and the Offering Circular, the First Offering Circular Supplement and this Second Offering Circular Supplement have been prepared on the basis that no prospectus shall be required under the Prospectus Directive for any Program Securities to be offered and sold under the Offering Circular. None of the Offering Circular, the First Offering Circular Supplement, and this Second Offering Circular Supplement have been approved or reviewed by any regulator which is a competent authority under the Prospectus Directive in the European Economic Area (the "**EEA**") or in any other jurisdiction.

Unless otherwise defined in this Second Offering Circular Supplement, terms defined in the Offering Circular (as supplemented by the First Offering Circular Supplement) shall have the same meaning when used in this Second Offering Circular Supplement. To the extent that there is any inconsistency between any statement in this Second Offering Circular Supplement and any other statement in, or incorporated by reference in, the Offering Circular as supplemented by the First Offering Circular Supplement, the statements in this Second Offering Circular Supplement will prevail.

The purpose of this Second Offering Circular Supplement is to:

- (a) disclose the publication of the Registration Document of Morgan Stanley, Morgan Stanley & Co. International plc, Morgan Stanley B.V. and Morgan Stanley Finance LLC dated 8 June 2018 (the

"2018 Registration Document") and incorporate by reference certain sections of the 2018 Registration Document as set out in "Part A" of this Second Offering Circular Supplement; and

- (b) make certain consequential amendments to the Offering Circular as set out in "Part B" of this Second Offering Circular Supplement.

Each of the Issuers and the Guarantor, as applicable, confirms the following:

Save as disclosed in this Second Offering Circular Supplement, no significant new factor, material mistake or inaccuracy relating to information included in the Offering Circular has arisen since the publication of the Offering Circular (as supplemented by the First Offering Circular Supplement).

Each Issuer accepts responsibility for the information contained in this Second Offering Circular Supplement and the Guarantor accepts responsibility for the information contained in this Second Offering Circular Supplement pertaining to the Guarantor and the Guarantee. To the best of the knowledge and belief of the Issuers and the Guarantor (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

Any information or documents incorporated by reference into the 2018 Registration Document are not incorporated by reference into this Second Offering Circular Supplement as such information or documents are either not relevant for the investor or covered in another part of this Second Offering Circular Supplement.

This Second Offering Circular Supplement and the 2018 Registration Document are available for viewing, and copies may be obtained from, the offices of the Issuers and the Paying Agents. This Second Offering Circular Supplement and the 2018 Registration Document are also available on Morgan Stanley's website at <http://sp.morganstanley.com/EU/Documents>, on the website of Euronext Dublin at www.ise.ie and on the website of the Luxembourg Stock Exchange at www.bourse.lu.

11 June 2018

MORGAN STANLEY

MORGAN STANLEY FINANCE LLC

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PART A
INCORPORATION BY REFERENCE: 2018 REGISTRATION DOCUMENT

This Second Offering Circular Supplement incorporates by reference those sections of the 2018 Registration Document identified in the cross-reference table below and supplements and must be read in conjunction with the section entitled "*Incorporation by reference*" contained on pages 26-30 of the Offering Circular.

The 2018 Registration Document is available on Morgan Stanley's website at <http://sp.morganstanley.com/EU/Documents>.

Document filed	Information incorporated by reference	Page
Morgan Stanley		
Registration Document of Morgan Stanley, Morgan Stanley & Co. International plc, Morgan Stanley B.V. and Morgan Stanley Finance LLC dated 8 June 2018	(1) Risk Factors, excluding the paragraphs headed " <i>All material assets of MSBV are obligations of one or more companies in the Morgan Stanley Group and MSBV's ability to perform its obligations is dependent upon such companies fulfilling their obligations to MSBV</i> ", " <i>Risks relating to insolvency proceedings in the Netherlands</i> ", " <i>There are substantial inter-relationships between MSI plc and other Morgan Stanley Group companies</i> " and " <i>No guarantee</i> " on pages 14-16 and the section headed " <i>Applicable Resolution Powers</i> " on pages 16-17	2-15
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This Second Offering Circular Supplement expressly does not incorporate by reference the document and/or information identified in the cross-reference table below.

Document filed	Information not incorporated by reference	Page
Morgan Stanley		
Registration Document of Morgan Stanley, Morgan Stanley & Co. International plc, Morgan Stanley B.V. and Morgan Stanley Finance LLC dated 8 June 2018	(1) Risk Factors, only the paragraphs headed " <i>All material assets of MSBV are obligations of one or more companies in the Morgan Stanley Group and MSBV's ability to perform its obligations is dependent upon such companies fulfilling their obligations to MSBV</i> ", " <i>Risks relating to insolvency proceedings in the Netherlands</i> ", " <i>There are substantial inter-relationships between MSI plc and other Morgan Stanley Group companies</i> " and " <i>No guarantee</i> " on pages 14-16 and the section headed " <i>Applicable Resolution Powers</i> " on pages 16-17	14-17
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PART B
AMENDMENTS TO THE OFFERING CIRCULAR

The Offering Circular is hereby amended as follows:

1. Unless the context requires otherwise, all references in the Offering Circular to a "Registration Document" shall be deemed to be references to the Registration Document of Morgan Stanley, Morgan Stanley & Co. International plc, Morgan Stanley B.V. and Morgan Stanley Finance LLC dated 8 June 2018.
2. On page 2 of the Offering Circular, the words "*the Registration Document dated 9 June 2017, as supplemented by the First Registration Document Supplement dated 25 August 2017, the Second Registration Document Supplement dated 18 October 2017, the Third Registration Document Supplement dated 28 November 2017 and the Fourth Registration Document Supplement dated 22 March 2018*" shall be deleted and replaced with "*the Registration Document dated 8 June 2018*".
3. On page 3 of the Offering Circular, the words "*Risk relating to the exercise of potential resolution measures powers*" shall be deleted and substituted with the words "*Risk Relating to the Exercise of Resolution Measures Powers*".
4. On page 7 of the Offering Circular, the words "*at pages 2 to 13 in the Registration Document dated 9 June 2017, as supplemented by the supplements dated 25 August 2017, 18 October 2017, 28 November 2017 and 22 March 2018*" shall be deleted and substituted with the words "*at pages 2 to 15 in the Registration Document*".
5. On page 24 of the Offering Circular, the words "*the Registration Document dated 9 June 2017*" shall be deleted and substituted with the words "*the Registration Document dated 8 June 2018*".
6. On page 29 of the Offering Circular, the words "*the Registration Document dated 9 June 2017 (as supplemented by the First Registration Document Supplement dated 25 August 2017, Second Registration Document Supplement dated 18 October 2017, Third Registration Document Supplement dated 28 November 2017 and the Fourth Registration Document Supplement dated 22 March 2018)*" shall be deleted and replaced with "*the Registration Document dated 8 June 2018*".
7. On page 29 of the Offering Circular, the words "*the Registration Document dated 9 June 2017 (item 1 above) as supplemented the First Registration Document Supplement dated 25 August 2017, the Second Registration Document Supplement dated 18 October 2017, Third Registration Document Supplement dated 28 November 2017 and the Fourth Registration Document Supplement dated 22 March 2018*" shall be deleted and substituted with the words "*the Registration Document dated 8 June 2018*".
8. On page 6 of the First Offering Circular Supplement the paragraph amending the first paragraph in the subsection titled "*Legal and arbitration proceedings*" set out on page 286 of the Offering Circular shall be deleted in its entirety and substituted with:

"Legal and arbitration proceedings

(a) Save as disclosed in:

- (i) the section entitled "*Legal Proceedings*" at pages 23-28 and in the paragraphs beginning with "*Legal*" under the heading "*Contingencies*" under the heading "*Commitments, Guarantees and Contingencies*" in "*Notes to Consolidated Financial Statements*" at pages 145-148 of Morgan Stanley's Annual Report on Form 10-K for the year ended 31 December 2017 (the "**Form 10-K**");
- (ii) the paragraphs beginning with "*Legal*" under the heading "*Contingencies*" under the heading "*Commitments, Guarantees and Contingencies*" in "*Notes to Consolidated Financial Statements (Unaudited)*" at pages 69-72 and the section entitled "*Legal Proceedings*" at page 88 of Morgan Stanley's Quarterly Report on Form 10-Q for the quarterly period ended 31 March 2018; and

(iii) *the Registration Document dated 8 June 2018,*

there are no, nor have there been, any governmental, legal or arbitration proceedings involving Morgan Stanley (including any such proceedings which are pending or threatened of which Morgan Stanley is aware) during the 12-month period before the date of this Offering Circular which may have, or have had in the recent past, a significant effect on the financial position or profitability of Morgan Stanley or the Morgan Stanley Group."