

SECOND BASE PROSPECTUS SUPPLEMENT

Morgan Stanley

(incorporated 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 SERIES B, WARRANTS AND CERTIFICATES

Morgan Stanley (“**Morgan Stanley**” or the “**Issuer**”) has prepared this second base prospectus supplement (the “**Second Base Prospectus Supplement**”) to supplement and be read in conjunction with the base prospectus dated 28 June 2019 of Morgan Stanley (as supplemented by the first base prospectus supplement dated 27 August 2019 (the “**First Base Prospectus Supplement**”)) (the “**Base Prospectus**”) relating to the Regulation S Program for the Issuance of Notes, Series A and Series B, Warrants and Certificates.

This Second Base Prospectus Supplement has been approved by the Luxembourg *Commission de Surveillance du Secteur Financier* (the “**CSSF**”), which is the Luxembourg competent authority for the purpose of the Luxembourg law on prospectuses for securities dated 10 July 2005 (as amended, the “**Luxembourg Prospectus Law**”), as a prospectus supplement issued in compliance with Article 13.1 of the Luxembourg Prospectus Law.

The CSSF gives no undertaking as to the economic and financial soundness of any transaction or the quality or solvency of any of the Issuers in line with the provisions of Article 7.7 of the Luxembourg Prospectus Law.

This Second Base Prospectus Supplement has also been approved by the Luxembourg Stock Exchange pursuant to the rules and regulations of the Luxembourg Stock Exchange for the purpose of providing information with regard to Notes for the purpose of listing Notes on the Official List and to trading on the Euro MTF market of the Luxembourg Stock Exchange. The Euro MTF market is not a regulated market for the purposes of MiFID II. **The CSSF has neither approved nor reviewed information contained in this Second Base Prospectus Supplement in connection with the issue of any Exempt Notes.**

Unless otherwise defined in this Second Base Prospectus Supplement, terms defined in the Base Prospectus shall have the same meaning when used in this Second Base Prospectus Supplement. To the extent that there is any inconsistency between any statement in, or incorporated by reference in, this Second Base Prospectus Supplement and any other statement in, or incorporated by reference in, the Base Prospectus, the statements in this Second Base Prospectus Supplement will prevail.

The purpose of this Second Base Prospectus Supplement is to:

- (a) disclose the publication by Morgan Stanley of its Quarterly Report on Form 10-Q for the quarterly period ended 30 September 2019 (the “**Morgan Stanley September 2019 10-Q**”) and incorporate by reference certain information, as set out in “Part A” of this Second Base Prospectus Supplement;
- (b) make certain consequential amendments to the summary of the Base Prospectus pursuant to the publication of the Morgan Stanley September 2019 10-Q, as set out in “Part B” of this Second Base Prospectus Supplement;
- (c) in respect of further issuances only under the Base Prospectus, make amendments to selected financial information of Morgan Stanley in the Base Prospectus, as set out in “Part C” of this Second Base Prospectus Supplement; and
- (d) in respect of further issuances only under the Base Prospectus, make amendments to the General Information section in the Base Prospectus, as set out in “Part D” of this Second Base Prospectus Supplement

In accordance with Article 13.2 of the Luxembourg Prospectus Law, investors who have agreed to purchase or subscribe for, or have applied to purchase or subscribe for, any Notes (other than Exempt Notes) prior to the publication of this Second Base Prospectus Supplement shall have the right, exercisable within two Business Days following the date of publication of this Second Base Prospectus Supplement, to withdraw their acceptances or applications by notice in writing to the relevant Issuer or Distribution Agent, as the case may be. The final date within which such right of withdrawal must be exercised is 15 November 2019.

The Issuer confirms the following:

Save as disclosed in this Second Base Prospectus Supplement, no significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus has arisen since the publication of the Base Prospectus.

The Issuer accepts responsibility for the information contained in this Second Base Prospectus Supplement. To the best of the knowledge and belief of the Issuer (who has 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 in the Morgan Stanley September 2019 10-Q does not form part of this Second Base Prospectus Supplement and any information or documents which are not incorporated by reference are either not relevant for the investor or covered in another part of this Second Base Prospectus Supplement.

This Second Base Prospectus Supplement and the Morgan Stanley September 2019 10-Q are available for viewing at, and copies may be obtained from, in the case of the Morgan Stanley September 2019 10-Q, the offices of Morgan Stanley and, in the case of the Second Base Prospectus Supplement, the offices of the Issuer and the Paying Agents.

The Morgan Stanley September 2019 10-Q is available on Morgan Stanley's website at www.morganstanley.com/about-us-ir and on the website of the Luxembourg Stock Exchange at www.bourse.lu.

This Second Base Prospectus Supplement are available on Morgan Stanley's website at <http://sp.morganstanley.com/EU/Documents> and on the website of the Luxembourg Stock Exchange at www.bourse.lu.

13 November 2019

MORGAN STANLEY

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PART A – INCORPORATION BY REFERENCE: MORGAN STANLEY SEPTEMBER 2019 10-Q

This Second Base Prospectus Supplement incorporates by reference the Morgan Stanley September 2019 10-Q and supplements the section entitled “*Incorporation by Reference*” contained on pages 43-47 of the Base Prospectus.

The Morgan Stanley September 2019 10-Q is available on Morgan Stanley’s website at www.morganstanley.com/about-us-ir and on the website of the Luxembourg Stock Exchange at www.bourse.lu.

This Second Base Prospectus Supplement is available on Morgan Stanley’s website at <http://sp.morganstanley.com/EU/Documents> and on the website of the Luxembourg Stock Exchange at www.bourse.lu.

The information incorporated by reference must be read in conjunction with the cross-reference table below which supplements the table of information incorporated by reference in the section entitled “*Incorporation by Reference*” contained on pages 43-47 of the Base Prospectus.

The following documents and/or information shall be deemed to be incorporated by reference in, and to form part of, the Base Prospectus:

Document filed	Information incorporated by reference	Page(s)
Morgan Stanley		
Quarterly Report on Form 10-Q for the quarterly period ended 30 September 2019	(1) Management’s Discussion and Analysis of Financial Condition and Results of Operations	1-29
	(2) Quantitative and Qualitative Disclosures about Risk	30-38
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This Second Base Prospectus Supplement expressly does not incorporate by reference the documents and/or information identified in the cross-reference table below and supplements the section entitled “Incorporation by Reference” contained on pages 43-47 of the Base Prospectus, as they are not relevant for investors.

Document filed	Information not incorporated by reference	Page(s)
Morgan Stanley		
Quarterly Report on Form 10-Q for the quarterly period ended 30 September 2019	Exhibits	87
	Exhibit Index	E-1

PART B – AMENDMENTS TO THE SUMMARY

Changes to Elements B.12

The selected key financial information relating to Morgan Stanley at Element B.12 of the summary in the Base Prospectus (set out on pages 3-4 of the Base Prospectus) shall be replaced with the information below:

B.12	Selected historical key financial information:	Selected key financial information relating to Morgan Stanley:				
		Consolidated Balance Sheets <i>(U.S.\$ in millions)</i>	At 31 December 2017	At 31 December 2018	At 30 September (unaudited)	
					2018	2019
		<i>Total assets</i>	851,733	853,531	865,517	902,604
		<i>Total liabilities and equity</i>	851,733	853,531	865,517	902,604
		Consolidated Income Statement <i>(in U.S.\$ millions)</i>	2017	2018	Nine months ended 30 September (unaudited)	
					2018	2019
		<i>Net revenues</i>	37,945	40,107	31,559	30,562
		<i>Income from continuing operations before income taxes</i>	10,403	11,237	9,380	8,568
		<i>Net income</i>	6,216	8,883	7,325	6,932
<p>There has been no material adverse change in the prospects of Morgan Stanley since 31 December 2018, the date of the latest published annual audited financial statements of Morgan Stanley.</p> <p>There has been no significant change in the financial or trading position of Morgan Stanley since 30 September 2019, the date of the latest published interim (unaudited) financial statements of Morgan Stanley.</p>						

PART C – AMENDMENTS TO SELECTED FINANCIAL INFORMATION

The section titled “*Selected Financial Information of Morgan Stanley*” set out on page 36 of the Base Prospectus shall be deemed to be deleted in its entirety and replaced with the following:

SELECTED FINANCIAL INFORMATION OF MORGAN STANLEY

This section contains selected financial information of Morgan Stanley relating to the years ended 31 December 2017 and 31 December 2018 and the six months ended 30 September 2018 and 30 September 2019.

The information in respect of the years ended 31 December 2017 and 31 December 2018 set out below is derived from the audited financial statements included in Morgan Stanley’s Annual Report on Form 10-K for the year ended 31 December 2018.

The information in respect of the nine months ended 30 September 2018 and 30 September 2019 set out below is derived from the unaudited financial statements included in Morgan Stanley’s Quarterly Reports on Form 10-Q for the quarterly periods ended 30 September 2018 and 30 September 2019, respectively.

Consolidated Balance Sheets (U.S.\$ in millions)	At 31 December 2017	At 31 December 2018	At 30 September (unaudited)	
			2018	2019
<i>Total assets</i>	851,733	853,531	865,517	902,604
<i>Total liabilities and equity</i>	851,733	853,531	865,517	902,604

Consolidated Income Statement (in U.S.\$ millions)	2017	2018	Nine months ended 30 September (unaudited)	
			2018	2019
<i>Net revenues</i>	37,945	40,107	31,559	30,562
<i>Income from continuing operations before income taxes</i>	10,403	11,237	9,380	8,568
<i>Net income</i>	6,216	8,883	7,325	6,932

PART D – AMENDMENTS TO GENERAL INFORMATION SECTION

The Base Prospectus is hereby amended as follows:

1. Sub-paragraph (d) set out on page 159 of the Base Prospectus shall be deemed to be deleted in its entirety and replaced with the following:

“(d) Morgan Stanley’s Annual Report on Form 10-K for the year ended 31 December 2018, Morgan Stanley Current Reports on Form 8-K dated 17 January 2019, 18 January 2019, 28 March 2019, 17 April 2019, 23 May 2019, 27 June 2019, 18 July 2019, 23 September 2019, 17 October 2019, Morgan Stanley’s Proxy Statement dated 5 April 2019, Morgan Stanley’s Quarterly Report on Form 10-Q for the quarterly period ended 31 March 2019, Morgan Stanley’s Quarterly Report on Form 10-Q for the quarterly period ended 30 June 2019 and Morgan Stanley’s Quarterly Report on Form 10-Q for the quarterly period ended 30 September 2019;”

2. The first and second paragraphs in the section titled “*No material adverse change in prospects and no significant change in the financial or trading position*” set out on page 160 of the Base Prospectus shall be deemed to be deleted in its entirety and replaced with the following:

“There has been no material adverse change in the prospects of Morgan Stanley since 31 December 2018, the date of the last published annual audited financial statements of Morgan Stanley.

There has been no significant change in the financial or trading position of Morgan Stanley since 30 September 2019, the date of the last published interim (unaudited) financial statements of Morgan Stanley.”

3. The sub section titled “*Legal and arbitration proceedings*” set out on page 160 of the Base Prospectus shall be deemed to be deleted in its entirety and replaced with the following:

“Legal and arbitration proceedings

Save as disclosed in:

- (a) *the section entitled “Legal Proceedings” at pages 169-173 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 131-133 of Morgan Stanley’s Annual Report on Form 10-K for the year ended 31 December 2018 (the “Form 10-K”);*
- (b) *the paragraphs beginning with “Legal” under the heading “Contingencies” under the heading “Commitments, Leases, Guarantees and Contingencies” in “Notes to Consolidated Financial Statements (Unaudited)” at pages 60-62 and the section entitled “Legal Proceedings” at page 75 of Morgan Stanley’s Quarterly Report on Form 10-Q for the quarterly period ended 31 March 2019;*
- (c) *the paragraphs beginning with “Legal” under the heading “Contingencies” under the heading “Commitments, Leases, Guarantees and Contingencies” in “Notes to Consolidated Financial Statements (Unaudited)” at pages 69-71 and the section entitled “Legal Proceedings” at page 87 of Morgan Stanley’s Quarterly Report on Form 10-Q for the quarterly period ended 30 June 2019;*
- (d) *the paragraphs beginning with “Legal” under the heading “Contingencies” under the heading “Commitments, Leases, Guarantees and Contingencies” in “Notes to Consolidated Financial Statements (Unaudited)” at pages 69-71 and the section entitled “Legal Proceedings” at page 87 of Morgan Stanley’s Quarterly Report on Form 10-Q for the quarterly period ended 30 September 2019; and*
- (e) *the section entitled “Legal Proceedings and Contingencies” at Part 7 of the section entitled*

“Description of Morgan Stanley” at pages 46-52 of the Registration Document dated 7 June 2019, and other than those disclosed in the audited financial statements or the interim (unaudited) financial statements, 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 Base Prospectus which may have, or have had in the recent past, a significant effect on the financial position or profitability of Morgan Stanley.”