

FIFTH SUPPLEMENTAL 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 & CO. INTERNATIONAL PLC

as issuer

(incorporated with limited liability in England and Wales)

MORGAN STANLEY B.V.

as issuer

(incorporated with limited liability in The Netherlands)

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 (“**Morgan Stanley**”), Morgan Stanley & Co. International plc (“**MSI plc**”), Morgan Stanley B.V. (“**MSBV**”) and Morgan Stanley Finance LLC, a wholly-owned finance subsidiary of Morgan Stanley (“**MSFL**”), together with Morgan Stanley, MSI plc and MSBV, the “**Issuers**”), and Morgan Stanley, in its capacity as guarantor (in such capacity, the “**Guarantor**”) have prepared this fifth supplemental offering circular (the “**Fifth Supplemental Offering Circular**”) to supplement and be read in conjunction with the offering circular dated 16 August 2016 (the “**Offering Circular**”) as supplemented by the first supplemental offering circular dated 11 November 2016 (the “**First Supplemental Offering Circular**”), the second supplemental offering circular dated 20 December 2016 (the “**Second Supplemental Offering Circular**”), the third Supplemental offering circular dated 26 January 2017 (the “**Third Supplemental Offering Circular**”) and the fourth Supplemental offering circular dated 24 March 2017 (the “**Fourth Supplemental Offering Circular**”) in relation to the Issuer’s Regulation S Program for the Issuance of Notes, Series A and B, Warrants and Certificates.

This Fifth Supplemental Offering Circular has been approved by:

- (i) the Irish Stock Exchange as supplementary listing particulars, pursuant to the listing and admission to trading rules of the Irish Stock Exchange, 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 the Irish Stock Exchange and trading on its Global Exchange Market. The Global Exchange Market is the exchange regulated market of the Irish Stock Exchange and is not a regulated market for the purposes of Directive 2004/39/EC;
- (ii) the SIX Swiss Exchange pursuant to points 12 et seq. of the directive of the SIX Swiss Exchange on the listing of notes for the purpose of giving certain information with regard to the Issuers and the Guarantor; and
- (iii) the Luxembourg Stock Exchange pursuant the rules and regulations of the Luxembourg Stock Exchange for the purpose of providing information with regard to the Issuers and the Guarantor for the purpose of listing Program Securities 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 Directive 2004/39/EC.

Warning: This Fifth Supplemental Offering Circular does not constitute a “supplement” for the purposes of Directive 2003/71/EC (as amended by Directive 2010/73/EU, the “**Prospectus Directive**”), and this Fifth Supplemental Offering Circular and the Offering Circular 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. Neither the Offering Circular nor this Fifth Supplemental Offering have been approved or reviewed by any regulator which is a competent authority under the Prospectus Directive in the European Economic Area (the “**EEA**”).

Terms defined in the Offering Circular (as supplemented by the First Supplemental Offering Circular, the Second Supplemental Offering Circular, the Third Supplemental Offering Circular and the Fourth Supplemental Offering Circular) shall have the same meaning when used in this Fifth Supplemental Offering Circular. To the extent that there is any inconsistency between any statement in this Fifth Supplemental Offering Circular and any other statement in, or incorporated by reference in to, the Offering Circular, the statements in this Fifth Supplemental Offering Circular will prevail.

The purpose of this Fifth Supplemental Offering Circular is to:

- (a) disclose the publication by MSI plc of its annual report and financial statements for the year ended 31 December 2016 (the “**MSI plc 2016 Annual Report**”) and incorporate by reference, as set out in “Part A” of this Fifth Supplemental Offering Circular;
- (b) disclose the publication by MSBV of its annual report and financial statements for the year ended 31 December 2016 (the “**MSBV 2016 Annual Report**”) and incorporate by reference, as set out in “Part A” of this Fifth Supplemental Offering Circular;
- (c) disclose the publication by MSFL of its annual report and financial statements for the year ended 31 December 2016 (the “**MSFL 2016 Annual Report**”) and incorporate by reference, as set out in “Part A” of this Fifth Supplemental Offering Circular; and
- (d) make certain consequential amendments to the Offering Circular, as set out in “Part B” of this Fifth Supplemental Offering Circular.

Each of the Issuers and the Guarantor (the “**Responsible Persons**”) accepts responsibility for the information contained in this Fifth Supplemental Offering Circular and to the best of the knowledge of the Responsible Persons (each having taken all reasonable care to ensure that such is the case), the information contained in this Fifth Supplemental Offering Circular is in accordance with the facts and does not omit anything likely to affect the import of such information.

Each of the Responsible Persons confirms that save as disclosed in this Fifth Supplemental Offering Circular, 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 Supplemental Offering Circular, the Second Supplemental Offering Circular, the Third Supplemental Offering Circular and the Fourth Supplemental Offering Circular).

This Fifth Supplemental Offering Circular, the MSI plc 2016 Annual Report, the MSBV 2016 Annual Report and the MSFL 2016 Annual Report are available for viewing, and copies may be obtained from the offices of the Issuers and the Paying Agents and are also available at (i) www.morganstanleyiq.eu; and (ii) www.bourse.lu.

18 May 2017

MORGAN STANLEY

MORGAN STANLEY & CO. INTERNATIONAL PLC

MORGAN STANLEY B.V.

MORGAN STANLEY FINANCE LLC

PART A - INCORPORATION BY REFERENCE

This Fifth Supplemental Offering Circular incorporates by reference the MSI plc 2016 Annual Report, the MSBV 2016 Annual Report and the MSFL 2016 Annual Report and supplements the section entitled “*Incorporation by Reference*” contained on pages 32-39 of the Offering Circular.

The MSI plc 2016 Annual Report, the MSBV 2016 Annual Report and the MSFL 2016 Annual Report are available on Morgan Stanley's website at www.morganstanleyiq.eu and on the website of the Luxembourg Stock Exchange at www.bourse.lu.

This Fifth Supplemental Offering Circular is available on Morgan Stanley's website at www.morganstanleyiq.eu 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 contained on pages 32-39 of the Offering Circular.

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

Document filed	Information incorporated by reference	Page(s)
Morgan Stanley & Co. International plc		
Report and Financial Statements for the year ended 31 December 2016		
	(1) Independent auditor's report	36
	(2) Consolidated income statement	38
	(3) Consolidated statement of comprehensive income	39
	(4) Consolidated statement of changes in equity	40
	(5) Consolidated statement of financial position	41
	(6) Consolidated statement of cash flows	42
	(7) Notes to the consolidated financial statements	43
	(8) MSI plc statement of comprehensive income	136
	(9) MSI plc statement of changes to equity	137
	(10) MSI plc statement of financial position	138
	(11) Notes to MSI plc financial statements	139
	(12) Appendix to the financial statements	186
Morgan Stanley B.V.		
Report and Financial Statements for the year 31 December 2016		
	(1) Directors' responsibility statement	9
	(2) Income statement	10

(3)	Statement of comprehensive income	11
(4)	Statement of changes in equity	12
(5)	Statement of financial position	13
(6)	Statement of cash flows	14
(7)	Notes to the financial statements	15
(8)	Additional information	63
(9)	Independent auditors' report	64

Morgan Stanley Finance LLC

Report and Financial Statements for the year ended 31 December 2016¹

(1)	Director's Report	3-8
(2)	Director's Responsibility Statement	9
(3)	Independent Auditors' Report	12-13
(4)	Statement of Financial Condition	14
(5)	Statement of Comprehensive Income	15
(6)	Statement of Cash Flows	16
(7)	Statement of Changes in Member's Equity	17
(8)	Notes to the Financial Statements	18-33

Any non-incorporated parts of a document referred to herein are either deemed not relevant for an investor or are otherwise covered elsewhere in the Offering Circular (as supplemented).

This Fifth Supplemental Offering Circular expressly does not incorporate by reference information identified in the cross-reference table below and supplements the section entitled "*Incorporation by Reference*" contained on pages 32-39 of the Offering Circular.

Document incorporated by reference

Information not incorporated by reference

Morgan Stanley & Co. International plc Report and Financial Statements for the year ended 31 December 2016

(1)	Strategic Report	3-31
(2)	Directors' Report	32-35

Morgan Stanley B.V. Report and Financial Statements for the year 31 December 2016

(1)	Directors' report	1-8
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Morgan Stanley Finance LLC Report and Financial Statements for the year 31 December 2016²

(1)	Independent Auditors' Report for the year ended 31 December 2015	35-36
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¹ The pdf page numbers were used to refer to the relevant pages of the financial statements of Morgan Stanley Finance LLC.

(2)	Statement of Financial Condition for the year ended 31 December 2015	37
(3)	Statement of Income for the year ended 31 December 2015	38
(4)	Statement of Cash Flows for the year ended 31 December 2015	39
(5)	Statement of Changes in Member's Equity for the year ended 31 December 2015	40
(6)	Notes to the Financial Statements for the year ended 31 December 2015	41-43

² The pdf page numbers were used to refer to the relevant pages of the financial statements of Morgan Stanley Finance LLC.

PART B - AMENDMENTS TO THE OFFERING CIRCULAR

The Offering Circular is hereby amended as follows:

- The section entitled “*Selected key financial information relating to MSI plc*” on page 2 of the Offering Circular under “*Summary*” shall be deemed to be deleted in its entirety and replaced by the following:

Selected key financial information relating to MSI plc:

Consolidated Balance Sheet (in U.S. \$ millions)	31 Dec 2015	31 Dec 2016
<i>Total assets</i>	394,084	423,346
<i>Total liabilities and equity</i>	394,084	423,346

Consolidated Income Statement (in U.S. \$ millions)	31 Dec 2015	31 Dec 2016
<i>Net gains on financial instruments classified as held for trading</i>	3,508	3,816
<i>Profit (loss) before tax</i>	710	735
<i>Profit (loss) for the year/period</i>	401	451

- The section entitled “*Selected key financial information relating to MSBV*” on page 3 of the Offering Circular under “*Summary*” shall be deemed to be deleted in its entirety and replaced by the following:

Selected key financial information relating to MSBV:

Statement of financial position (in EUR '000)	31 Dec 2015	31 Dec 2016
<i>Total assets</i>	8,770,208	9,569,083
<i>Total liabilities and equity</i>	8,770,208	9,569,083

Statement of comprehensive income (in EUR '000)	31 Dec 2015	31 Dec 2016
<i>Net gains/(losses) on financial instruments classified as held for trading</i>	(478,444)	31,323
<i>Net gains/(losses) on financial instruments designated at fair value through profit or loss</i>	482,884	(31,323)
<i>Profit before income tax</i>	10,151	5,160
<i>Profit and total comprehensive</i>	7,620	546

<i>income for the year/period</i>		
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3. The section entitled “*Selected key financial information relating to MSFL*” on page 3 of the Offering Circular under “*Summary*” shall be deemed to be deleted in its entirety and replaced by the following:

Selected key financial information relating to MSFL:

Statement of Financial Position (in U.S. \$)	31 Dec 2015	31 Dec 2016
<i>Total income</i>	110,072,000	10,771,000
<i>Total assets</i>	6,942,318,599	2,143,572,000
<i>Total liabilities</i>	1,713,099,832	2,154,905,000

4. On page 426 of the Offering Circular, paragraphs 1(b), 1(c) and 1(d) under the heading “*No material adverse change in prospects*” shall be deemed to be deleted in their entirety and replaced by the following:

- “(b) *MSI plc since 31 December 2016, the date of the latest published annual audited financial statements of MSI plc;*
- (c) *MSBV since 31 December 2016, the date of the latest published annual audited financial statements of MSBV; and*
- (d) *MSFL since 31 December 2016, the date of the latest published annual audited financial statements of MSFL.”*

5. On page 426 of the Offering Circular, paragraphs 2(b), 2(c) and 2(d) under the heading “*No significant change in the financial or trading position*” shall be deemed to be deleted in their entirety and replaced by the following:

- “(b) *MSI plc since 31 December 2016, the date of the latest published annual audited financial statements of MSI plc;*
- (c) *MSBV since 31 December 2016, the date of the latest published annual audited financial statements of MSBV; and*
- (d) *MSFL since 31 December 2016, the date of the latest published annual audited financial statements of MSFL.”*