

SIXTH BASE PROSPECTUS SUPPLEMENT

MORGAN STANLEY B.V.

as Issuer

(incorporated with limited liability in The Netherlands)

Morgan Stanley

as Guarantor

(incorporated under the laws of the State of Delaware in the United States of America)

SECURED NOTE, WARRANT AND CERTIFICATE PROGRAMME

Morgan Stanley B.V. (“**MSBV**” or the “**Issuer**”) and Morgan Stanley in its capacity as guarantor (the “**Guarantor**”) have prepared this sixth base prospectus supplement (the “**Sixth Base Prospectus Supplement**”) to supplement and be read in conjunction with the base prospectus dated 12 December 2016 (the “**Base Prospectus**”), the first base prospectus supplement dated 22 December 2016 (the “**First Base Prospectus Supplement**”), the second base prospectus supplement dated 24 March 2017 (the “**Second Base Prospectus Supplement**”), the third supplement to the Base Prospectus dated 18 May 2017 (the “**Third Base Prospectus Supplement**”), the fourth supplement to the Base Prospectus dated 13 June 2017 (the “**Fourth Base Prospectus Supplement**”) and the fifth supplement to the Base Prospectus dated 31 August 2017 (the “**Fifth Base Prospectus Supplement**”) of MSBV relating to the programme for the issuance of secured notes, warrants and certificates.

This Sixth Base Prospectus Supplement has been approved by the Central Bank of Ireland as competent authority for the purpose of Directive 2003/71/EC, as amended (the “**Prospectus Directive**”) and relevant implementing measures in Ireland, as a base prospectus supplement issued in compliance with Article 16.1 of the Prospectus Directive and relevant implementing measures in Ireland. The Central Bank only approves this Sixth Base Prospectus Supplement as meeting the requirements imposed under Irish and EU law pursuant to the Prospectus Directive.

Terms defined in the Base Prospectus (as supplemented by the First Base Prospectus Supplement, the Second Base Prospectus Supplement, the Third Base Prospectus Supplement, the Fourth Base Prospectus Supplement and the Fifth Base Prospectus Supplement) shall have the same meaning when used in this Sixth Base Prospectus Supplement. To the extent that there is any inconsistency between any statement in this Sixth Base Prospectus Supplement and any other statement in the Base Prospectus (as supplemented by the First Base Prospectus Supplement, the Second Base Prospectus Supplement, the Third Base Prospectus Supplement, the Fourth Base Prospectus Supplement and the Fifth Base Prospectus Supplement), the statements in this Sixth Base Prospectus Supplement will prevail.

The purpose of this Sixth Base Prospectus Supplement is to:

- (a) disclose the publication by MSBV of its Interim Financial Report for the six months ended 30 June 2017 (the “**MSBV June 2017 Interim Accounts**”) and incorporate by reference, as set out in “Part A” of this Sixth Base Prospectus Supplement;
- (b) disclose the publication of the second supplement to the Registration Document of Morgan Stanley, Morgan Stanley & Co. International plc, MSBV and Morgan Stanley Finance LLC dated 18 October 2017 (the “**Second Registration Document Supplement**”) and incorporate by reference certain sections of the Second Registration Document Supplement as set out in “Part A” of this Sixth Base Prospectus Supplement; and
- (c) make certain consequential amendments to the Base Prospectus (as supplemented by the First Base Prospectus Supplement, the Second Base Prospectus Supplement, the Third Base Prospectus Supplement, the Fourth Base Prospectus Supplement and the Fifth Base Prospectus Supplement) pursuant to the publication of the MSBV June 2017 Interim Accounts and the Second Registration Document Supplement as set out in “Part B” of this Sixth Base Prospectus Supplement.

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

Save as disclosed in this Sixth Base Prospectus Supplement, no significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus (as supplemented by the First Base Prospectus Supplement, the Second Base Prospectus Supplement, the Third Base Prospectus Supplement, the Fourth Base Prospectus Supplement

and the Fifth Base Prospectus Supplement) has arisen since the publication of the Base Prospectus (as supplemented by the First Base Prospectus Supplement, the Second Base Prospectus Supplement, the Third Base Prospectus Supplement, the Fourth Base Prospectus Supplement and the Fifth Base Prospectus Supplement).

This Sixth Base Prospectus Supplement, the MSBV June 2017 Interim Accounts and the Second Registration Document Supplement are available for viewing and copies may be obtained from, the offices of the Issuer and the Paying Agents.

This Sixth Base Prospectus Supplement is available on Morgan Stanley's website at <http://sp.morganstanley.com/EU/Documents>.

The MSBV June 2017 Interim Accounts are available on Morgan Stanley's website at <http://sp.morganstanley.com/EU/Download/GeneralDocument?documentID=9ac90495-7131-42c1-97d6-d097e1e199d8>.

The Second Registration Document Supplement is available on Morgan Stanley's website at <http://sp.morganstanley.com/EU/Download/GeneralDocument?documentID=331c6d1e-2d44-4ad7-8bbf-609cbeb7b580>.

20 October 2017

MORGAN STANLEY B.V.

MORGAN STANLEY

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PART A INCORPORATION BY REFERENCE: MSBV JUNE 2017 INTERIM ACCOUNTS AND SECOND REGISTRATION DOCUMENT SUPPLEMENT

This Sixth Base Prospectus Supplement incorporates by reference those sections of the documents 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 30-38 of the Base Prospectus.

This Sixth Base Prospectus Supplement is available on Morgan Stanley's website at <http://sp.morganstanley.com/EU/Documents>.

The MSBV June 2017 Interim Accounts are available on Morgan Stanley's website at <http://sp.morganstanley.com/EU/Download/GeneralDocument?documentID=9ac90495-7131-42c1-97d6-d097e1e199d8>.

The Second Registration Document Supplement is available on Morgan Stanley's website at <http://sp.morganstanley.com/EU/Download/GeneralDocument?documentID=331c6d1e-2d44-4ad7-8bbf-609cbeb7b580>.

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

Document filed	Information incorporated by reference	Page(s)
Morgan Stanley B.V.		
Interim Financial Report for the six months ended 30 June 2017	(1) Directors' responsibility statement	6
	(2) Condensed income statement	7
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	(4) Condensed statement of changes in equity	9
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Second Registration Document Supplement of Morgan Stanley, Morgan Stanley & Co. International plc, Morgan Stanley B.V. and Morgan Stanley Finance LLC dated 18 October 2017	(1) Part B – Consequential Amendments to the Registration Document	7-8

This Sixth 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 30-38 of the Base Prospectus, as they are not relevant for investors.

Document incorporated by reference	Information not incorporated by reference
Second Registration Document Supplement of Morgan Stanley, Morgan Stanley & Co. International plc, Morgan Stanley B.V. and Morgan Stanley Finance LLC dated 18 October 2017	Part A

PART B AMENDMENTS TO THE BASE PROSPECTUS

The Base Prospectus (as supplemented by the First Base Prospectus Supplement, the Second Base Prospectus Supplement, the Third Base Prospectus Supplement, the Fourth Base Prospectus Supplement and the Fifth Base Prospectus Supplement) is hereby amended as follows:

1. On page 36 of the Base Prospectus, the following additional items will be included as items 1 and 2:

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1.	Second Registration Document Supplement dated 18 October 2017	http://sp.morganstanley.com/EU/Download/GeneralDocument?documentID=331c6d1e-2d44-4ad7-8bbf-609cbeb7b580
2.	Morgan Stanley B.V. Interim Financial Report for the six months ended 30 June 2017	http://sp.morganstanley.com/EU/Download/GeneralDocument?documentID=9ac90495-7131-42c1-97d6-d097e1e199d8

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2. The text in respect of MSBV in paragraph (b) of sub-section 3 entitled "*No significant change in the financial or trading position*" on page 191 of the Base Prospectus shall be deleted in its entirety and replaced with the following text:

"(b) MSBV since 30 June 2017, the date of the latest published interim (unaudited) financial statements of MSBV."

3. Item "(xi)" of the sub-section entitled "*Documents Available*" within the section entitled "*General Information*" on page 192 of the Base Prospectus shall be deleted in its entirety and replaced with the following text:

"Registration Document dated 9 June 2017, as supplemented by the First Registration Document Supplement dated 25 August 2017 and the Second Registration Document Supplement dated 18 October 2017".