

FIRST REGISTRATION DOCUMENT SUPPLEMENT

Morgan Stanley

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

MORGAN STANLEY & CO. INTERNATIONAL plc
(incorporated with limited liability in England and Wales)

MORGAN STANLEY B.V.
(incorporated with limited liability in the Netherlands)

Morgan Stanley ("**Morgan Stanley**"), Morgan Stanley & Co. International plc ("**MSI plc**") and Morgan Stanley B.V. ("**MSBV**", together with Morgan Stanley and MSI plc, the "**Issuers**") and Morgan Stanley, in its capacity as guarantor (in such capacity, the "**Guarantor**") have prepared this first registration document supplement (the "**First Registration Document Supplement**") to supplement and be read in conjunction with the registration document prepared in connection with the issue of securities under the Regulation S Program for the Issuance of Notes Series A and Series B, Warrants and Certificates by Morgan Stanley, MSI plc and MSBV (each in its capacity as Issuer) and Morgan Stanley (in its capacity as Guarantor). The Registration Document and this First Registration Document Supplement are to be read in conjunction with each applicable Securities Note, each applicable Summary (if any) and all information which is deemed to be incorporated by reference therein.

Status of Supplement

This First Registration Document 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 Directive 2003/71/EC, as amended (the "**Prospectus Directive**") and relevant implementing measures in Luxembourg, as a prospectus supplement issued in compliance with Article 16.1 of the Prospectus Directive and relevant implementing measures in Luxembourg.

Unless otherwise defined in this First Registration Document Supplement, terms defined in the Registration Document have the same meanings when used in this First Registration Document Supplement. To the extent that there is any inconsistency between any statement in this First Registration Document Supplement and any other statement in, or incorporated by reference in, the Registration Document, the statements in this First Registration Document Supplement will prevail.

This Supplement constitutes a supplement to, and should be read in conjunction with, the Registration Document.

Responsibility

Each of the Responsible Persons accepts responsibility for the information contained in the relevant document and confirms that, to the best of its knowledge, having taken all reasonable care to ensure that such is the case, the information contained in the relevant document is in accordance with the facts and contains no omission likely to affect the import of such information. "**Responsible Person**" means (i) Morgan Stanley with regard to the Morgan Stanley registration document supplement (the "**Morgan Stanley Registration Document Supplement**") which comprises the Morgan Stanley Registration Document and this supplement with the exception of items 3 and 4 of Part A hereto; (ii) MSI plc with regard to the MSI plc registration document supplement (the "**MSI plc Registration Document Supplement**") which comprises the MSI plc Registration Document and this supplement with the exception of items 1, 2 and 4 of Part A hereto; and (iii) MSBV with regard to the MSBV registration document supplement (the "**MSBV Registration Document Supplement**") which comprises the MSBV Registration Document and this supplement with the exception of items 1, 2 and 3 of Part A hereto.

Information being supplemented

The purpose of this First Registration Document Supplement is to incorporate by reference into the Registration Document the following documents:

- (a) Quarterly Report on Form 10-Q for the quarter ended 30 June 2015 relating to Morgan Stanley (the "**Morgan Stanley June 2015 10-Q**") as set out in "Part A" of this First Registration Document Supplement;
- (b) Quarterly Report on Form 10-Q for the quarter ended 30 September 2015 relating to Morgan Stanley (the "**Morgan Stanley September 2015 10-Q**") as set out in "Part A" of this First Registration Document Supplement
- (c) Interim Financial Report for the six months ended 30 June 2015 relating to MSI plc (the "**MSI plc Interim Financial Report**") as set out in "Part A" of this First Registration Document Supplement; and
- (d) Interim Financial Report for the six months ended 30 June 2015 relating to MSBV (the "**MSBV Interim Financial Report**") as set out in "Part A" of this First Registration Document Supplement.

Any information or documents incorporated by reference into the Morgan Stanley June 2015 10-Q, Morgan Stanley September 2015 10-Q, MSI plc Interim Financial Report and MSBV Interim Financial Report as set out in "Part A" of this First Registration Document Supplement do not form part of this First Registration Document 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 First Registration Document Supplement.

Investors who have not previously reviewed the information contained in the document incorporated by reference above should do so in connection with their evaluation of the Securities.

This First Registration Document Supplement, the Morgan Stanley June 2015 10-Q, Morgan Stanley September 2015 10-Q, MSI plc Interim Financial Report and MSBV Interim Financial Report as set out in "Part A" of this First Registration Document Supplement are available for viewing, and copies may be obtained from, the offices of the Issuers and the Paying Agents. This First Registration Document Supplement, the Morgan Stanley June 2015 10-Q, Morgan Stanley September 2015 10-Q, MSI plc Interim Financial Report and MSBV Interim Financial Report as set out in "Part A" of this First Registration Document Supplement are also available on Morgan Stanley's website at www.morganstanleyiq.eu and on the website of the Luxembourg Stock Exchange at www.bourse.lu.

6 November 2015

MORGAN STANLEY

MORGAN STANLEY & CO. INTERNATIONAL PLC

MORGAN STANLEY B.V.

PART A
INCORPORATION BY REFERENCE: MORGAN STANLEY JUNE 2015 10-Q, MORGAN STANLEY
SEPTEMBER 2015 10-Q, MSI PLC INTERIM FINANCIAL REPORT AND MSBV INTERIM FINANCIAL
REPORT

This First Registration Document Supplement incorporates by reference the Morgan Stanley June 2015 10-Q, Morgan Stanley September 2015 10-Q, MSI plc Interim Financial Report and MSBV Interim Financial Report as set out in this "Part A" of this First Registration Document Supplement and supplements the section entitled "*Incorporation by Reference*" contained on pages 15-20 of the Registration Document.

The Morgan Stanley June 2015 10-Q, Morgan Stanley September 2015 10-Q, MSI plc Interim Financial Report and MSBV Interim Financial Report as set out in this "Part A" of this First Registration Document Supplement are available on Morgan Stanley's website at www.morganstanley.com/about-us-ir, 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 15-20 of the Registration Document.

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

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		Condensed Consolidated Statements of Financial Condition (unaudited)	3
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