

PROSPECTUS

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)

**Issue by Morgan Stanley B.V. of up to EUR 50,000,000 Autocallable Index Basket-Linked Notes due 2018
(the “Notes”)
(ISIN: XS1322383677)**

Regulation S Program for the Issuance of Notes, Series A and B, Warrants and Certificates (the “Program”)

This Prospectus

This Prospectus constitutes a Prospectus for the purposes of Article 5.3 of the Prospectus Directive (Directive 2003/71/EC) (as amended by Directive 2010/73/EU) (the “**Prospectus Directive**”). This Prospectus is to be read in conjunction with all documents which are incorporated herein by reference. This Prospectus and each document incorporated herein by reference are available on the website of the Luxembourg Stock Exchange (www.bourse.lu).

This Prospectus has been approved by the *Commission de Surveillance du Secteur Financier* (the “**CSSF**”), as competent authority under the Prospectus Directive. By approving this Prospectus the CSSF assumes no responsibility as to the economic and financial soundness of the Notes or as to the quality or solvency of Morgan Stanley B.V. (“**MSBV**” and the “**Issuer**”) in line with article 7 (7) of the Luxembourg Law of 10 July 2005 on prospectuses for securities, as amended.

This Prospectus incorporates by reference the documents listed in “*Incorporation by Reference*” below.

Listing and admission to trading

Application will be made by the Issuer (or on its behalf) to the Luxembourg Stock Exchange for the Notes to be listed on its Official List and to be admitted to trading on its regulated market with effect from the Issue Date. No assurances can be given that such application for listing and admission to trading will be granted (or, if granted, will be granted by the Issue Date).

The Program

The Notes have been issued under the Regulation S Program for the Issuance of Notes Series A and B, Warrants and Certificates of the Issuer (and two other issuers). The Program was established on 17 July 2013.

Terms and conditions of the Notes

The Terms and Conditions of the Notes comprise (i) the “General Terms and Conditions” and the “Additional Terms and Conditions” (each as defined in “*Incorporation by Reference*” below and as set out in the Base Prospectus (as incorporated by reference herein)), as completed and amended by (ii) the “*Contractual Terms*” set out in this Prospectus below.

The Guarantor of the Notes

The payment of all amounts due in respect of the Notes is unconditionally and irrevocably guaranteed by Morgan Stanley (the “**Guarantor**”) in its capacity as Guarantor. All payments under the Notes are subject to the credit risk of the Issuer and the Guarantor. Information on the Guarantor is included in this Prospectus, including information incorporated by reference.

Status of the Notes

The Notes are unsecured and unsubordinated general obligations of the Issuer and not of any affiliate of the Issuer. The Notes are not bank deposits and are not insured by the United States Federal Deposit Insurance Corporation or any other governmental agency in any jurisdiction, nor are they obligations of, or guaranteed by, a bank.

Risk Factors

Investing in the Notes involves risks. Before purchasing Notes, you should carefully consider, in particular, “*Risk Factors*” below.

The date of this Prospectus is 27 November 2015

IMPORTANT NOTICES

This Prospectus has been prepared on the basis that offers are not made within an exemption from the requirement to publish a prospectus under Article 3.2 of the Prospectus Directive (a “Non-exempt Offer”). Any person making or intending to make a Non-exempt Offer of Notes on the basis of this Prospectus must do so only with the Issuer’s consent – see “Consent given in accordance with Article 3.2 of the Prospectus Directive” in the section entitled “General Information” below.

Important US securities and tax law considerations

THE NOTES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE “SECURITIES ACT”), OR THE SECURITIES LAWS OF ANY STATE IN THE UNITED STATES, AND ARE SUBJECT TO U.S. TAX LAW REQUIREMENTS. THE NOTES MAY NOT BE OFFERED, SOLD OR DELIVERED AT ANY TIME, DIRECTLY OR INDIRECTLY, WITHIN THE UNITED STATES (WHICH TERM INCLUDES THE TERRITORIES, THE POSSESSIONS AND ALL OTHER AREAS SUBJECT TO THE JURISDICTION OF THE UNITED STATES) OR TO OR FOR THE ACCOUNT OR BENEFIT OF U.S. PERSONS (AS DEFINED IN REGULATIONS UNDER THE SECURITIES ACT).

US Securities disclosure

IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE ISSUER AND THE GUARANTOR AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THE NOTES HAVE NOT BEEN RECOMMENDED BY ANY UNITED STATES FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE IN THE UNITED STATES.

Offering and distribution restrictions and disclaimers

Subject to the restrictions set out in this Prospectus, the categories of potential investors to which the Notes are offered are retail and institutional investors.

Each investor must comply with all applicable laws and regulations in each country or jurisdiction in or from which the investor purchases, offers, sells or delivers the Notes or has in the investor’s possession or distributes this Prospectus.

The distribution of this Prospectus and the offering, sale and delivery of Notes in certain jurisdictions may be restricted by law. Persons into whose possession this Prospectus comes are required by Morgan Stanley, MSBV and Morgan Stanley & Co. International plc (“MSI plc”) to inform themselves about and to observe those restrictions.

This Prospectus does not constitute an offer of or an invitation to subscribe for or purchase the Notes and should not be considered as a recommendation by any of Morgan Stanley, MSBV or MSI plc that any recipient of this Prospectus should subscribe for or purchase the Notes. Each recipient of this Prospectus will be taken to have made its own investigation and appraisal of the condition (financial or otherwise) of Morgan Stanley and MSBV and of the particular terms of the Notes.

This Prospectus may not be used for the purpose of an offer or solicitation by anyone in any jurisdiction in which that offer or solicitation is not authorised or to any person to whom it is unlawful to make such an offer or solicitation. For a description of certain restrictions on offer, sales and deliveries of Notes and on the distribution of this Prospectus, see (i) “Subscription and Sale” at pages 737 to 743 of the Base Prospectus and (ii) “*Subscription and Sale*” below.

No information or representations outside offer

No person has been authorised by any of Morgan Stanley, MSBV or MSI plc to give any information or to make any representation not contained or incorporated by reference in this Prospectus, and, if given or made, that information or representation should not be relied upon as having been authorised by Morgan Stanley, MSBV or MSI plc. Neither the delivery of this Prospectus nor the offering, sale or delivery of any Notes will, in

any circumstances, create any implication that the information contained in this Prospectus is true subsequent to the date hereof or the date upon which this Prospectus has been most recently supplemented or that there has been no adverse change in the financial situation of any of Morgan Stanley or MSBV since the date hereof or, as the case may be, the date upon which this Prospectus has been most recently supplemented or the balance sheet date of the most recent financial statements which have been incorporated into this Prospectus by way of a supplement to this Prospectus, or that any other information supplied from time to time is correct at any time subsequent to the date on which it is supplied or, if different, the date indicated in the document containing the same. Investors should review, inter alia, the most recent financial statements of Morgan Stanley and MSBV when evaluating the Notes or an investment therein (such financial statements shall not form a part of this Prospectus unless they have been expressly incorporated herein, including by way of a supplement to this Prospectus).

No or limited secondary market

Potential investors should be willing to hold the Notes until maturity. The nature and extent of any secondary market in the Notes cannot be predicted and there may be little or no secondary market in the Notes. If MSI plc or other affiliate does make a market for the Notes, it may cease to do so at any time.

Language

The language of this Prospectus is English. Certain legislative references and technical terms have been cited in their original language in order that the correct technical meaning may be ascribed to them under applicable law.

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SUMMARY

Summaries are made up of disclosure requirements known as “**Elements**“. These elements are numbered in Sections A – E (A.1 – E.7).

This Summary contains all the Elements required to be included in a Summary for this type of securities and issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements.

Even though an Element may be required to be inserted in the Summary because of the type of securities and issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the Summary with the mention of “Not Applicable”.

		Section A – Introduction and warnings
A.1	Introduction and warnings:	This summary should be read as an introduction to this Prospectus. Any decision to invest in the securities should be based on consideration of this Prospectus as a whole by the investor. Where a claim relating to the information contained in this Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the Member States, have to bear the costs of translating this Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the Summary including any translation thereof, but only if the Summary is misleading, inaccurate or inconsistent when read together with the other parts of this Prospectus or it does not provide, when read together with the other parts of this Prospectus, key information in order to aid investors when considering whether to invest in such Notes.
A.2	Consent:	<p>The Issuer consents to the use of this Prospectus in connection with an offer of Notes which is not made within an exemption to publish a prospectus under the Prospectus Directive (Directive 2003/71/EC, as amended) (a “Non-exempt Offer”) in Portugal during the period commencing from (and including) 30 November 2015 to (and including) 18 December 2015 (the “Offer Period”) by Banco BPI, S.A. AB (an “Authorised Offeror”).</p> <p>Any Authorised Offeror who wishes to use this Prospectus in connection with a Non-exempt Offer as set out above is required, for the duration of the relevant offer period, to publish on its website that it is using this Prospectus for such Non-exempt Offer in accordance with the consent of the Issuer and the conditions attached hereto</p>
		Section B – Issuer and Guarantor
B.1	Legal name and commercial name of the Issuer:	Morgan Stanley B.V. (“ MSBV “)
B.2	Domicile and legal form of the Issuer, the legislation under which the Issuer operates and its country of incorporation:	MSBV was incorporated as a private company with limited liability (<i>besloten vennootschap met beperkte aansprakelijkheid</i>) under the laws of The Netherlands. MSBV is registered at the commercial register of the Chamber of Commerce and Industries (<i>Kamer van Koophandel</i>) for Amsterdam. It has its corporate seat at Amsterdam, The Netherlands and is subject to the laws of The Netherlands.
B.4b	Trends:	The business of Morgan Stanley, the ultimate holding company of MSBV, in the past has been, and in the future may continue to be, materially affected by many factors, including: the effect of economic and political conditions and geopolitical events; sovereign risk; the effect of market conditions, particularly in the global equity, fixed income, currency, credit and commodities markets, including corporate and mortgage (commercial and residential) lending and commercial real estate markets and energy markets; the impact of current, pending and future legislation (including the Dodd-Frank Wall Street Reform and Consumer Protection Act (the

		<p>“Dodd-Frank Act”), regulation (including capital, leverage and liquidity requirements), policies (including fiscal and monetary), and legal and regulatory actions in the United States of America (“U.S.”) and worldwide; the level and volatility of equity, fixed income and commodity prices (including oil prices), interest rates, currency values and other market indices; the availability and cost of both credit and capital as well as the credit ratings assigned to Morgan Stanley’s unsecured short-term and long-term debt; investor, consumer and business sentiment and confidence in the financial markets; the performance of Morgan Stanley’s acquisitions, divestitures, joint ventures, strategic alliances or other strategic arrangements; Morgan Stanley’s reputation and the general perception of the financial services industry; inflation, natural disasters, pandemics and acts of war or terrorism; the actions and initiatives of current and potential competitors as well as governments, regulators and self-regulatory organizations; the effectiveness of Morgan Stanley’s risk management policies; technological changes and risks and cybersecurity risks (including cyber attacks and business continuity risks); or a combination of these or other factors. In addition, legislative, legal and regulatory developments related to Morgan Stanley’s businesses are likely to increase costs, thereby affecting results of operations. These factors also may have an adverse impact on Morgan Stanley’s ability to achieve its strategic objectives.</p>																																							
B.5	The group and the Issuer's position within the group:	MSBV has no subsidiaries. It is ultimately controlled by Morgan Stanley.																																							
B.9	Profit Forecast:	Not Applicable. MSBV does not provide profit forecasts.																																							
B.10	Audit Report Qualifications:	Not Applicable. There are no qualifications in the auditor's reports on the financial statements of MSBV for the years ended 31 December 2013 and 31 December 2014.																																							
B.12	Selected Historical Key Financial Information:	<p>Selected key financial information relating to MSBV:</p> <table border="1"> <thead> <tr> <th rowspan="2">Statement of financial position (in EUR '000)</th> <th rowspan="2">31 Dec 2013</th> <th rowspan="2">31 Dec 2014</th> <th colspan="2">Six months ended 30 June (unaudited)</th> </tr> <tr> <th>2014</th> <th>2015</th> </tr> </thead> <tbody> <tr> <td><i>Total assets</i></td> <td>8,170,610</td> <td>8,081,802</td> <td>10,367,333</td> <td>9,480,695</td> </tr> <tr> <td><i>Total liabilities and equity</i></td> <td>8,170,610</td> <td>8,081,802</td> <td>10,367,333</td> <td>9,480,695</td> </tr> </tbody> </table> <table border="1"> <thead> <tr> <th rowspan="2">Statement of comprehensive income (in EUR '000)</th> <th rowspan="2">31 Dec 2013</th> <th rowspan="2">31 Dec 2014</th> <th colspan="2">Six months ended 30 June (unaudited)</th> </tr> <tr> <th>2014</th> <th>2015</th> </tr> </thead> <tbody> <tr> <td><i>Net gains/ (losses) on financial instruments classified as held for trading</i></td> <td>509,271</td> <td>185,570</td> <td>428,918</td> <td>309,733</td> </tr> <tr> <td><i>Net gains/ (losses) on financial instruments designated at fair value through profit or loss</i></td> <td>(509,271)</td> <td>(185,570)</td> <td>(428,918)</td> <td>(309,733)</td> </tr> <tr> <td><i>Profit before income tax</i></td> <td>6,094</td> <td>6,658</td> <td>3,101</td> <td>2,603</td> </tr> </tbody> </table>	Statement of financial position (in EUR '000)	31 Dec 2013	31 Dec 2014	Six months ended 30 June (unaudited)		2014	2015	<i>Total assets</i>	8,170,610	8,081,802	10,367,333	9,480,695	<i>Total liabilities and equity</i>	8,170,610	8,081,802	10,367,333	9,480,695	Statement of comprehensive income (in EUR '000)	31 Dec 2013	31 Dec 2014	Six months ended 30 June (unaudited)		2014	2015	<i>Net gains/ (losses) on financial instruments classified as held for trading</i>	509,271	185,570	428,918	309,733	<i>Net gains/ (losses) on financial instruments designated at fair value through profit or loss</i>	(509,271)	(185,570)	(428,918)	(309,733)	<i>Profit before income tax</i>	6,094	6,658	3,101	2,603
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B.13	Recent Events materially relevant to evaluation of solvency of the Issuer:	Not Applicable. MSBV considers that no event particular to itself and which is to a material extent relevant to the evaluation of its solvency has taken place since the publication of its last annual financial statements.					
B.14	Dependence upon other entities within the group:	See Element B.5 for the group and the Issuer's position within the group. MSBV is ultimately controlled by Morgan Stanley.					
B.15	The Issuer's principal activities:	MSBV's principal activity is the issuance of financial instruments and the hedging of obligations arising pursuant to such issuances.					
B.16	Controlling Persons:	MSBV is ultimately controlled by Morgan Stanley.					
B.18	Nature and scope of the Guarantee:	The payment obligations of MSBV in respect of the Notes are unconditionally and irrevocably guaranteed by Morgan Stanley pursuant to a guarantee dated as of 17 July 2013 (the “ Guarantee ”) which is governed by New York law. The Guarantor's obligations under the Guarantee constitute direct, general and unsecured obligations of the Guarantor which rank without preference among themselves and <i>pari passu</i> with all other outstanding, unsecured and unsubordinated obligations of the Guarantor, present and future, but in the event of insolvency, only to the extent permitted by laws relating to creditors' rights.					
B.19	Information about the Guarantor:	See item B.19 (B.2) below.					
B.19 (B.1)	Legal name and commercial name of the Guarantor:	Morgan Stanley					
B.19 (B.2)	Domicile and legal form of the Guarantor, the legislation under which the Guarantor operates and its country of incorporation:	Morgan Stanley is incorporated under the laws of the State of Delaware. As a financial holding company, it is regulated by the Board of Governors of the Federal Reserve System under the Bank Holding Company Act of 1956, as amended. Morgan Stanley has its registered office in Delaware, U.S.A.					
B.19 (B.4b)	Trends:	The business of Morgan Stanley in the past has been, and in the future may continue to be, materially affected by many factors, including: the effect of economic and political conditions and geopolitical events; sovereign risk; the effect of market conditions, particularly in the global equity, fixed income, currency, credit and commodities markets, including corporate and mortgage (commercial and residential) lending and commercial real estate markets and energy markets; the impact of current, pending and future legislation (including the Dodd-Frank Act), regulation (including capital, leverage and liquidity requirements), policies (including fiscal and monetary), and legal and regulatory actions in the U.S. and					

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B.19 (B.5)	The group and the Guarantor's position within the group:	Morgan Stanley is the ultimate parent undertaking of the group comprising Morgan Stanley and its consolidated subsidiaries (the " Morgan Stanley Group ").																																											
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B.19 (B.13)	Recent Events materially relevant to evaluation of solvency of the Guarantor:	Not Applicable. Morgan Stanley considers that no event particular to itself which is to a material extent relevant to the evaluation of its solvency has taken place since the publication of its last annual financial statements.
B.19 (B.14)	Dependence upon other entities within the group:	<p>See Element B.19 (B.5) above for the group and the Guarantor's position within Morgan Stanley Group.</p> <p>Morgan Stanley is a holding company and depends on payments from its subsidiaries to fund dividend payments and to fund all payments on its obligations, including debt obligations.</p>
B.19 (B.15)	The Guarantor's principal activities:	Morgan Stanley, a financial holding company, is a global financial services firm that, through its subsidiaries and affiliates, provides a wide variety of products and services to a large and diversified group of clients and customers, including corporations, governments, financial institutions and individuals. It maintains significant market positions in each of its business segments — Institutional Securities, Wealth Management and Investment Management.
B.19 (B.16)	Controlling Persons:	Not applicable; Morgan Stanley is a publicly-held company listed on the New York Stock Exchange and not directly or indirectly owned or controlled by any individual shareholder or affiliated group of shareholders.
		Section C - The Notes
C.1	Type and class of the Notes and ISIN number:	<p>ISIN: XS1322383677.</p> <p>The Notes are not Notes in respect of which physical settlement may apply or may be elected to apply (“Cash Settlement Notes”).</p> <p>Interest is payable on the notes, as further described in Element C.8 below calculated by reference to the value or performance of equity indices (“Equity Linked Interest Notes”).</p> <p>Redemption amounts payable in respect of the Notes are linked to the value or performance of equity indices (“Equity-Linked Redemption Notes”).</p>
C.2	Currency of Issue:	Notes are denominated in Euro (EUR).
C.5	Restrictions on free transferability:	<p>The Notes cannot be offered or sold in the U.S. or to U.S. persons, nor held in the U.S. or by U.S. Persons at any time. The Notes may not be acquired or held by, or acquired with the assets of, any employee benefit plan subject to Title I of the United States Employee Retirement Income Security Act of 1974, as amended (“ERISA”), any individual retirement account or plan subject to Section 4975 of the United States Internal Revenue Code of 1986, or any entity whose underlying assets include “plan assets” within the meaning of Section 3(42) of ERISA by reason of any such employee benefit plan's account's or plan's investment therein.</p> <p>THE NOTES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE “SECURITIES ACT”), OR THE SECURITIES LAWS OF ANY STATE IN THE UNITED STATES, AND ARE SUBJECT TO U.S. TAX LAW REQUIREMENTS. THE NOTES MAY NOT BE OFFERED, SOLD OR DELIVERED AT ANY TIME, DIRECTLY OR INDIRECTLY, WITHIN</p>

		<p>THE UNITED STATES (WHICH TERM INCLUDES THE TERRITORIES, THE POSSESSIONS AND ALL OTHER AREAS SUBJECT TO THE JURISDICTION OF THE UNITED STATES) OR TO OR FOR THE ACCOUNT OR BENEFIT OF U.S. PERSONS (AS DEFINED IN REGULATIONS UNDER THE SECURITIES ACT).</p>
C.8	<p>Rights attached to the Notes, Ranking and Limitations to those Rights:</p>	<p>Rights attached to the Notes:</p> <p>Interest: See below for interest payable in respect of the Notes.</p> <p>Redemption: See below for the redemption amount payable on the Maturity Date.</p> <p>Governing Law: The Notes will be governed by and construed in accordance with English law. The Guarantee will be governed by and construed in accordance with New York Law.</p> <p>Events of Default: If an Event of Default occurs, the Notes may be redeemed prior to their Maturity Date at the Early Redemption Amount if the Noteholders of not less than 25% in aggregate principal amount of the Notes give written notice to the Issuer declaring the Notes to be immediately due and payable.</p> <p>The Early Redemption Amount will be determined by the Determination Agent to be the amount a qualified financial institution (being a financial institution organised under the laws of any jurisdiction in the USA, European Union or Japan and which satisfies certain credit ratings requirements, which the Determination Agent selects for this purposes at the time when the Early Redemption Amount is to be determined) would charge to assume all of the Issuer's obligations in respect of the Notes or to undertake obligations that would have the effect of preserving the economic equivalent of any payments by the Issuer to the Noteholder with respect to the Notes.</p> <p>The Events of Default applicable to the Notes are as follows:</p> <ol style="list-style-type: none"> (1) non-payment by the Issuer or the Guarantor of any amount of principal (within 7 days of the due date) or any amount of interest (within 30 days of the due date) in respect of the Notes; (2) default in the performance or observance by the Issuer or the Guarantor in respect of any of their other (non-payment) obligations under or in respect of the Notes and such default remains unremedied for 60 days (after written notice to the Issuer by Noteholders of not less than 25% in aggregate principal amount of the relevant Series); and (3) the Issuer becomes insolvent or is unable to pay its debts as they fall due, or an administrator or liquidator of the Issuer or the whole or a substantial part of the undertaking, assets and revenues of the Issuer is appointed (otherwise than for the purposes of or pursuant to an amalgamation, reorganisation or restructuring whilst solvent), or the Issuer takes any action for a composition with or for the benefit of its creditors generally, or an order is made or an effective resolution is passed for the winding up, liquidation or dissolution of the Issuer (otherwise than for the purposes of or pursuant to an amalgamation, reorganisation or restructuring whilst solvent). <p>Yield: Not applicable. The Notes are not Fixed Rate Notes.</p> <p>Repayment procedure: While in global form, payments in respect of the Notes shall be made against the presentation and surrender of the global note certificate at the specified office of or to the order of a paying agent. All payments will be made subject to the fiscal laws in force in the place of presentation and payment.</p> <p>Representation: Not applicable. No representatives of debt security holders are appointed.</p> <p>Status of the Notes:</p> <p>The Notes constitute direct and general obligations of the Issuer ranking <i>pari passu</i> among themselves.</p> <p>Limitations to the rights:</p>

Prescription. Claims for principal and interest on redemption in respect of the Notes shall become void unless the relevant Note Certificates are surrendered for payment within ten years of the due date for payment.

AUTOCALL NOTES (AUTOCALL 2)

If, on any Automatic Early Redemption Determination Date, the Determination Agent determines that the Knock-in Value is greater than or equal to the Autocall Barrier Value in respect of such Automatic Early Redemption Determination Date, the Notes will be redeemed on the immediately succeeding Automatic Early Redemption Date at an amount per Calculation Amount equal to the product of (i) the Calculation Amount and (ii) the Automatic Early Redemption Rate

Where:

Initial Reference Value means the Relevant Underlying Value as of the Strike Date;

Final Reference Value (Autocall) is the Relevant Underlying Value as of the relevant Automatic Early Redemption Determination Date'

Knock-in Value means the Relevant Underlying Value of the Worst Performing Basket Component, determined according to the Value Determination Terms specified below'

Relevant Underlying Value is the value of the Relevant Underlying, determined according to the Valuation Determination Terms specified below;

Worst Performing Basket Component means the Basket Component determined by the Determination Agent by numbering the Basket Components in order according to the respective values for each Basket Component determined by dividing the Final Reference Value (Autocall) for such Basket Component by its Initial Reference Value, starting with the Basket Component with the lowest such value (Basket Component 1) and ending with the Basket Component with the highest such value (and so that, if more than one Basket Component has the same value, the order of the relevant Basket Components shall be as determined by the Determination Agent) and by selecting the Basket Component with the lowest such value (Basket Component 1); and

Automatic Early Redemption Determination Dates and the corresponding Autocall Barrier Values are as set out in the table below:

Automatic Early Redemption Determination Dates	Autocall Barrier Value
9 June 2016	100% of Initial Reference Value
9 December 2016	100% of Initial Reference Value
9 June 2017	100% of Initial Reference Value
11 December 2017	100% of Initial Reference Value
11 June 2018	100% of Initial Reference Value

VALUE DETERMINATION TERMS

For determining Initial Reference Value, Final Reference Value (Autocall) and Relevant Underlying Value:

The Determination Agent will determine the value of the Relevant Underlying as of the time at which the official closing level of the Index is calculated and published by the Index Sponsor.

AUTOCALLABLE NOTES (SINGLE BARRIER FINAL REDEMPTION)

If, on the Determination Date, the Determination Agent determines that the Knock-in Value is greater than or equal to the Final Redemption Barrier Value, the Issuer will pay an amount per Calculation Amount equal to the product of the Calculation Amount and the Specified Rate 1.

In all other cases, the Issuer will pay an amount per Calculation Amount equal to the product of the Calculation Amount and the sum of (A) the Specified Rate 2 and (B) the product of the Participation Rate and the value which is the Final Reference Value of the Worst Performing Basket Component divided by the Initial Reference Value of the Worst Performing Basket Component.

Where:

Final Redemption Barrier Value: 65% of the Initial Reference Value;

Specified Rate 1 is 100%;

Specified Rate 2 is 0%;

Participation Rate is 0%;

Final Reference Value is the Relevant Underlying Value as of the Determination Date;

Knock-in Value means the Relevant Underlying Value of the Worst Performing Basket Component, determined according to the Value Determination Terms specified below;

Determination Date is 10 December 2018;

Initial Reference Value is the Relevant Underlying Value as of the Strike Date;

Strike Date is 23 December 2015;

Relevant Underlying Value is the value of the Relevant Underlying, determined according to the Value Determination Terms specified below; and

Worst Performing Basket Component means the Basket Component determined by the Determination Agent by numbering the Basket Components in order according to the respective values for each Basket Component determined by dividing the Final Reference Value for such Basket Component by its Initial Reference Value, starting with the Basket Component with the lowest such value (Basket Component 1) and ending with the Basket Component with the highest such value (and so that, if more than one Basket Component has the same value, the order of the relevant Basket Components shall be as determined by the Determination Agent) and by selecting the Basket Component with the lowest such value (Basket Component 1).

VALUE DETERMINATION TERMS

For determining Initial Reference Value, Final Reference Value and Relevant Underlying Value:

The Determination Agent will determine the value of the Relevant Underlying as of

the time at which the official closing level of the Index is calculated and published by the Index Sponsor.

AUTOCALLABLE NOTES (BARRIER CONDITIONAL COUPON)

On each Barrier Observation Date relating to an Interest Determination Date, if the Determination Agent determines that the Knock-in Value is greater than or equal to the Coupon Barrier Value in respect of that Interest Determination Date, the Issuer will pay the Coupon Amount on the immediately succeeding Interest Payment Date. No interest will otherwise be paid by the Issuer.

The Coupon Amount, if payable, will be an amount per Calculation Amount calculated by the Determination Agent by multiplying the Coupon Rate in respect of that Interest Determination Date and the Calculation Amount.

Where:

Coupon Rate is 2.5%;

Initial Reference Value is the Relevant Underlying Value as of the Strike Date;

Strike Date: 23 December 2015;

Knock-in Value means the Relevant Underlying Value of the Worst Performing Basket Component, determined according to the Value Determination Terms specified below;

Coupon Barrier Value is 65% of Initial Reference Value;

Final Reference Value (Coupon) is the Relevant Underlying Value as of each Interest Determination Date;

Relevant Underlying Value is the value of the Relevant Underlying, determined according to the Value Determination Terms specified below;

Interest Payment Dates means: 23 June 2016, 23 December 2016, 23 June 2017, 27 December 2017, 25 June 2018 and 24 December 2018;

Worst Performing Basket Component means the Basket Component determined by the Determination Agent by numbering the Basket Components in order according to the respective values for each Basket Component determined by dividing the Final Reference Value (Coupon) by the Initial Reference Value;

Barrier Observation Dates means as specified in Barrier Observation Period; and Interest Determination Dates and the corresponding Barrier Observation Periods are as set out in the table below:

Interest Determination Date	Barrier Observation Period
9 June 2016	Each Scheduled Trading Day beginning on (and excluding) 23 December 2015 and ending on (but including) 9 June 2016
9 December 2016	Each Scheduled Trading Day beginning on (and excluding) 9 June 2016 and ending on (but including) 9 December 2016
9 June 2017	Each Scheduled Trading Day beginning on (and excluding) 9 December 2016 and ending on (but including) 9 June 2017

		<p>11 December 2017 Each Scheduled Trading Day beginning on (and excluding) 9 June 2017 and ending on (but including) 11 December 2017</p> <p>11 June 2018 Each Scheduled Trading Day beginning on (and excluding) 11 December 2017 and ending on (but including) 11 June 2018</p> <p>10 December 2018 Each Scheduled Trading Day beginning on (and excluding) 11 June 2018 and ending on (but including) 10 December 2018</p> <p>VALUE DETERMINATION TERMS</p> <p>For determining Initial Reference Value and Relevant Underlying Value:</p> <p>The Determination Agent will determine the value of the Relevant Underlying as of the time at which the official closing level of the Index is calculated and published by the Index Sponsor.</p> <p>The following disruption events apply in relation to the Relevant Underlying: Change in Law / Hedging Disruption and Increased Cost of Hedging (“Disruption Events”).</p> <p>Disruption Events can affect the Relevant Underlying and lead to adjustments and/or early redemption of the Notes. The Determination Agent shall determine whether the Notes or any exchanges or price sources are affected by such events on a relevant date of valuation, and may make adjustments to the Notes, or take any other appropriate action, to account for relevant adjustments or events in relation to the Relevant Underlying. In addition, in certain circumstances, the Issuer may redeem or terminate the Notes early following any such event. In this case, in relation to each Note, the Issuer will pay an amount (which amount may, in certain circumstances, be the fair market value of the Notes which may be less than the nominal value or face value).</p>
C.11	Admission to Trading:	<p>Application will be made by the Issuer (or on its behalf) to the Luxembourg Stock Exchange for the Notes to be admitted to trading on its regulated market with effect from the Issue Date.</p> <p>No assurances can be given that such application for admission to trading will be granted (or, if granted, will be granted by the Issue Date).</p>
C.15	How the value of the investment is affected by the Relevant Underlying (unless the securities have a denomination of at least EUR100,000):	<p>The market price or value of the Notes at any time is expected to be affected by changes in the value of the Relevant Underlying to which the Notes are linked.</p> <p>The interest and redemption amounts payable on the Notes are dependent on the value or performance of the Relevant Underlying Value reaching a threshold or barrier and a small increase or decrease in the value or performance of the Relevant Underlying near to the threshold or barrier may lead to a significant increase or decrease in the return of the Notes.</p> <p>While the interest amount payable on the Notes is linked to the value or performance of the Relevant Underlying on a daily basis, the redemption amount payable on the Notes is linked to the value or performance of the Relevant Underlying as of one or more predefined dates and, irrespective of the level of the Relevant Underlying between these dates, the values or performance of the Relevant Underlying on these dates will affect the value of the Notes more than any other factor.</p>

		<p>The value of the Notes is linked to the positive or negative performance of the Indices.</p> <p>An increase in the level of the Indices will have a positive effect on the value of the Notes, and a decrease in the level of the Indices will have a negative effect on the value of the Notes.</p> <p>The Final Redemption Amount payable on the Notes is linked to a specified percentage of the performance of the Relevant Underlying and Noteholders may not receive the amount initially invested, and may receive a significantly lesser amount.</p>						
C.16	Expiration/ maturity date of the derivative securities – the exercise date/final reference date:	<p>Unless previously redeemed, the Notes will be redeemed on the Maturity Date (being 24 December 2018) at their Final Redemption Amount. The value or performance of a Relevant Underlying in respect of the Final Redemption Amount will be determined as of the Determination Date.</p>						
C.17	Settlement procedure of the derivative securities:	<p>The Notes are Cash Settlement Notes and will be redeemed by the payment of the Final Redemption Amount.</p> <p>On the relevant date for redemption of the Notes, the Issuer shall pay the relevant redemption amount per Calculation Amount to the Noteholders through the relevant clearing systems, and such amounts shall be credited to the relevant Noteholders' respective accounts held either with such clearing systems or with a financial intermediary that is a member of such clearing systems.</p>						
C.18	How the return on the derivative securities takes place:	<p>The Notes are not ordinary debt securities and the redemption amount is linked to the performance of the equity indices identified as the Relevant Underlying.</p> <table border="1" data-bbox="533 1088 1264 1312"> <thead> <tr> <th>Relevant Underlying (each a 'Basket Component' and together the 'Basket')</th> <th>Bloomberg Code</th> </tr> </thead> <tbody> <tr> <td>S&P 500® Index</td> <td>SPX Index</td> </tr> <tr> <td>the Eurostoxx 50® Index</td> <td>SX5E Index</td> </tr> </tbody> </table> <p>See also Elements C.8 and C.15.</p>	Relevant Underlying (each a 'Basket Component' and together the 'Basket')	Bloomberg Code	S&P 500® Index	SPX Index	the Eurostoxx 50® Index	SX5E Index
Relevant Underlying (each a 'Basket Component' and together the 'Basket')	Bloomberg Code							
S&P 500® Index	SPX Index							
the Eurostoxx 50® Index	SX5E Index							
C.19	Exercise price/final reference price of the underlying:	<p>The Final Reference Value for the purpose of determining the performance of a Relevant Underlying will be determined by the Determination Agent by reference to the level of the worst performing equity index.</p>						
C.20	Type of underlying and where information on the underlying can be found:	<p>The Notes are Equity-Linked Interest Notes.</p> <p>The Notes are Equity-Linked Redemption Notes.</p> <p>“Relevant Underlying” means the Basket Components as set out in the table above at C.18.</p> <p>Weighting applicable to each Basket Component: Not Applicable</p> <p>Information about the past and the further performance of the Relevant Information about the past and the further performance of the Relevant Underlying and its volatility can be obtained from:</p> <ul style="list-style-type: none"> (i) in respect of the S&P 500® Index, Bloomberg Code SPX and http://www.spindices.com/indices/equity/sp-500; and (ii) in respect of the Eurostoxx 50® Index Bloomberg Code SX5E and https://www.stoxx.com/index-details?symbol=sx5e. 						

		Section D – Risks
D.2	<p>Key Risks Specific to the Issuers and the Guarantor:</p>	<p>The following key risks affect Morgan Stanley and, since Morgan Stanley is the ultimate holding company of MSBV, also impact MSBV:</p> <p>Market Risk: Morgan Stanley's results of operations may be materially affected by market fluctuations and by global and economic conditions and other factors. Morgan Stanley may experience declines in the value of its financial instruments and other losses related to volatile and illiquid market conditions. Holding large and concentrated positions may expose Morgan Stanley to losses. These factors may result in losses for a position or portfolio owned by Morgan Stanley.</p> <p>Credit Risk: Morgan Stanley is exposed to the risk that third parties that are indebted to it will not perform their obligations, as well as that a default by a large financial institution could adversely affect financial markets generally. Such factors give rise to the risk of loss arising when a borrower, counterparty or issuer does not meet its financial obligations to Morgan Stanley.</p> <p>Operational Risk: Morgan Stanley is subject to the risk of loss, or of damage to its reputation, resulting from inadequate or failed processes, people and systems or from external events (e.g. fraud, theft, legal and compliance risks or damage to physical assets). Morgan Stanley may incur operational risk across the full scope of its business activities, including revenue-generating activities (e.g. sales and trading) and support and control groups (e.g. information technology and trade processing).</p> <p>Liquidity and Funding Risk: Liquidity is essential to Morgan Stanley's businesses and Morgan Stanley relies on external sources to finance a significant portion of its operations. Morgan Stanley's borrowing costs and access to the debt capital markets depend significantly on its credit ratings. Morgan Stanley is a holding company and depends on payments from its subsidiaries. Further, Morgan Stanley's liquidity and financial condition have in the past been, and in the future could be, adversely affected by U.S. and international markets and economic conditions. As a result of the foregoing, there is a risk that Morgan Stanley will be unable to finance its operations due to a loss of access to the capital markets or difficulty in liquidating its assets.</p> <p>Legal, Regulatory and Compliance Risk: Morgan Stanley is subject to the risk of legal or regulatory sanctions, material financial loss including fines, penalties, judgments, damages and/or settlements, or loss to reputation as a result of its failure to comply with laws, regulations, rules, related self-regulatory organization standards and codes of conduct applicable to its business activities. This risk also includes contractual and commercial risk such as the risk that a counterparty's performance obligations will be unenforceable. Further, in today's environment of rapid and possibly transformational regulatory change, Morgan Stanley also views regulatory change as a component of legal, regulatory and compliance risk.</p> <p>Risk Management: Morgan Stanley's risk management strategies may not be fully effective in mitigating its risk exposure in all market environments or against all types of risk.</p> <p>Competitive Environment: Morgan Stanley faces strong competition from other financial services firms, which could lead to pricing pressures that could materially adversely affect its revenue and profitability. Further, automated trading markets may adversely affect Morgan Stanley's business and may increase competition (for example, by putting increased pressure on bid-offer spreads, commissions, markups or comparable fees). Finally, Morgan Stanley's ability to retain and attract qualified employees is critical to the success of its business and the failure to do so may materially adversely affect its performance.</p> <p>International Risk: Morgan Stanley is subject to numerous political, economic, legal, operational, franchise and other risks as a result of its international operations (including risks of possible nationalization, expropriation, price controls, capital controls, exchange controls, increased taxes and levies and other restrictive governmental actions, as well as the outbreak of hostilities or political and governmental instability) which could adversely impact its businesses in many</p>

		<p>ways.</p> <p>Acquisition, Divestiture and Joint Venture Risk: Morgan Stanley may be unable to fully capture the expected value from acquisitions, divestitures, joint ventures, minority stakes and strategic alliances.</p> <p>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. Should such companies prospects be impaired, holders of securities issued by MSBV may also be exposed to a risk of loss.</p>
D.6	<p>Key information on the key risks that are specific to the Notes and risk warning to the effect that investors may lose the value of their entire investment or part of it:</p>	<p>WARNING: INVESTORS IN NOTES CONSTITUTING DERIVATIVE SECURITIES UNDER REGULATION EC/809/2004, AS AMENDED, MAY LOSE THE VALUE OF THEIR ENTIRE INVESTMENT, OR PART OF IT.</p> <p>The securities are subject to the following risks:</p> <ul style="list-style-type: none"> • THE NOTES ARE NOT BANK DEPOSITS AND ARE NOT INSURED BY THE U.S. FEDERAL DEPOSIT INSURANCE CORPORATION, THE UK FINANCIAL SERVICES COMPENSATION SCHEME, OR ANY OTHER GOVERNMENTAL AGENCY, NOR ARE THEY OBLIGATIONS OF, OR GUARANTEED BY, A BANK. • Investors may receive no or a limited amount of interest. • Payments may occur at a different time than expected. • Investors may lose all or a substantial portion of their investment if the value / performance of the Relevant Underlying does not move in the anticipated direction. • The terms of the Notes differ from those of ordinary debt securities because the Notes may not pay interest and, on maturity, depending on the performance of the Relevant Underlying, may return less than the amount invested or nothing, or may return assets or securities of an issuer that is not affiliated with the Issuer, the value of which is less than the amount invested. • Any person intending to use the Notes as a hedge instrument should recognise that the Notes may not hedge exactly a Relevant Underlying or portfolio of which a Relevant Underlying forms a part. • Secondary trading of the Notes may be limited. Further, if the Notes are traded via one or more electronic trading systems and these systems become partially or completely unavailable, this would effect the investor's ability to trade the Notes. • Potential conflicts of interest may exist between the investor and the Determination Agent, who, under the terms of the Notes, may make such adjustments as it considers appropriate as a consequence of certain events affecting the Relevant Underlying, and in doing so, is entitled to exercise substantial discretion. • Because the Global Note Certificates may be held by or on behalf of a clearing system investors will have to rely on such clearing system's procedures for transfer, payment and communication with the relevant Issuer. • The terms and conditions applicable to the Notes permit defined majorities to bind all holders of the Notes, including those who did not attend and vote at the relevant meeting. • The Issuer may enter into distribution agreements with various financial institutions and other intermediaries as determined by the Issuer, (i) to whom a periodic fee may be payable and (ii) who may sell the Notes to investors at a price different from the price at which they purchase the

		<p>Notes.</p> <ul style="list-style-type: none"> • U.S. federal tax rules commonly referred to as “FATCA“ may impose a withholding tax of 30 per cent. on payments made on the Notes (including payments made by financial intermediaries), unless various U.S. information reporting and due diligence requirements have been satisfied. If withholding is so required, none of the Issuer, Guarantor nor any intermediary will be required to pay any additional amounts with respect to the amounts so withheld. • U.S. federal tax law may impose a withholding tax of up to 30% on payments or deemed payments made to non-U.S. persons that are contingent upon or determined directly or indirectly by reference to U.S.-source dividends. If withholding is so required, none of the Issuer, the Guarantor nor any intermediary will be required to pay any additional amounts with respect to the amounts so withheld. • The Notes may be redeemed early if the Issuer or Guarantor is obliged to increase the amounts payable in respect of any of the Notes due to any withholding or deduction for or on account of, any present or future taxes or such levies. • If an event of default occurs in respect of the Issuer or the Guarantor, investor would have an unsecured claim against the Issuer or the Guarantor (as applicable) for the amount due on the early redemption of the Notes. • An Issuer may amend the terms and condition of the Notes, the Guarantee and the deed of covenant dated 17 July 2013 (as amended or supplemented from time to time) in relation to, amongst others, the Notes, without Noteholder consent if, in its opinion, such amendments are not materially prejudicial to Noteholders. • The market price of the Notes may be very volatile. Further, investors in Notes may receive no interest and payment or payment of principal or interest, if applicable, may occur at a different time or in a different currency than expected. The Relevant Underlying may be subject to significant fluctuations that may not correlate with changes in interest rates, currencies or other indices. The timing of changes in a Relevant Underlying may affect the actual yield to investors, even if the average level is consistent with their expectations. In general, the earlier the change in the Relevant Underlying the greater the effect on yield. • It is impossible to predict how the level of the Relevant Underlying will vary over time. The historical performance value (if any) of the Relevant Underlying does not indicate the future performance of the Relevant Underlying. Factors such as volatility, interest rates, remaining term of the Notes or exchange rates will influence the price investors will receive if an investor sells its Notes prior to maturity. • The Issuer's and/or its affiliates' hedging costs tend to be higher the less liquidity the Relevant Underlying has or the greater the difference between the “buy” and “sell” prices for the Relevant Underlying or derivatives contracts referenced to the Relevant Underlying, and this may impact payments on the Notes. • General exchange rate and exchange control risks, including the risk that exchange rates will affect an investment in the Notes, the risk of the Issuer's lack of any control over exchange rates and the risk that some currencies may become unavailable and of an alternative payment method used if the payment currency becomes unavailable. • The Determination Agent may determine that a Disruption Event has occurred and such events can affect the Relevant Underlying and lead to adjustments and/or early redemption of the Notes. • Indices are comprised of a synthetic portfolio of other assets, and its
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		<p>performance may be dependent on the performance of such assets. Returns on the Notes do not reflect a direct investment in underlying shares or other assets comprising the Index. A change in the composition or discontinuance of an Index could adversely affect the market value of the Notes. Notes are not sold or promoted by an Index or the sponsor of such Index. The Issuer or its affiliates are not liable for the actions or omissions of the sponsor of an Index, any information concerning an Index, the performance of such Index or use thereof in connection with the Notes.</p> <ul style="list-style-type: none"> • The investors will bear the risk of the performance of each of the Basket Components. A high correlation of Basket Components may have a significant effect on amounts payable. The negative performance of a single Basket Component may outweigh a positive performance of one or more other Basket Components. • Amounts payable in respect of the Notes are linked to the value / performance of the worst performing Basket Component, irrespective on the value / performance of the other Basket Components. • Payment of interest and redemption and early redemption amounts on the Notes is conditional on the value or performance of the Relevant Underlying being greater than or equal to a specified barrier value, and if such condition (a “barrier condition”) is not satisfied, then the amount of interest payable will be zero. Further, the barrier condition needs to be satisfied by the value / performance of the worst performing Basket Component, irrespective of the performance of the other Basket Components. • The Notes will be redeemed early if the Relevant Underlying Value of the worst performing Basket Component on any Automatic Early Redemption Valuation Date is greater than or equal to a specified barrier value. • An investment in the Notes bears the risk that the Issuer or the Guarantor is not able to fulfil its obligations in respect of such Notes at maturity or before maturity of the Notes. In certain circumstances holders may lose all or a substantial portion of their principal or investment.
		Section E – Offer
E.2b	Reasons for the Offer and Use of Proceeds:	The net proceeds of the issue of the Notes will be used by the Issuer for general corporate purposes and/or in connection with hedging its obligations under the Notes.
E.3	Terms and Conditions of the Offer:	<p><i>Conditions, offer statistics, expected timetable and action required to apply for the offer</i></p> <p>The total amount of the offer is up to EUR 50,000,000.</p> <p>Offers of the Notes are conditional upon their issue.</p> <p>The Offer Period is the period from, and including, 30 November 2015 to, and including, 18 December 2015.</p> <p><i>Description of the method and time limits for paying up the securities and for delivery of the securities</i></p> <p>The Notes will be issued on the Issue Date against payment to the Issuer of the net subscription amount.</p> <p><i>Plan of distribution and allotment</i></p> <p>The Notes are offered exclusively to Banco BPI, S.A. in its capacity as Distributor.</p> <p><i>Pricing</i></p> <p>The Notes will be offered at the Issue Price, being 100 per cent.</p> <p><i>Placing and Underwriting</i></p>

		Determination Agent: Morgan Stanley & Co. International plc
E.4	Interests Material to the Issue:	Subject to potential conflicts between the investor and the Determination Agent when MSI plc and other affiliates or subsidiaries of Morgan Stanley carry out hedging activities or trades, each of Morgan Stanley, MSBV and Morgan Stanley & Co International plc do not have interests material to the issue.
E.7	Estimated Expenses charged to the investor by the Issuer or the Offeror:	There are no estimated expenses charged to the investor by the Issuer or the Authorised Offeror.

RISK FACTORS

Prospective investors should read the entire Prospectus. Words and expressions defined elsewhere in this Prospectus have the same meanings in this section.

Prospective investors should consider (i) the section entitled “Risk Factors” at pages 1 to 14 in the Registration Document in respect of the Issuer and the Guarantor and (ii) applicable risk factors in the section entitled “Risk Factors relating to the Notes” from the Base Prospectus incorporated by reference in this Prospectus (see “Incorporation by Reference” below), (iii) the sub-section below headed “Additional Risk Factor”, and (iv) the sub-section below headed “Investment Considerations”, and consult with their own professional advisors if they consider it necessary. The Issuer believes that such factors represent the principal risks inherent in investing in the Notes but the inability of the Issuer to pay interest, principal or other amounts on or in connection with the Notes may occur for other reasons, which may not be considered significant risks by the Issuer based on information currently available to it or which it may not currently be able to anticipate.

The Issuer, the Guarantor and MSI plc (as Distribution Agent) shall have no responsibility to advise prospective purchasers of any matters arising under the laws of the country in which they reside that may affect the purchase of, or holding of, or the receipt of payments on the Notes. These persons should consult their own legal and financial advisors concerning these matters. This section describes generally the most significant risks of investing in Notes. Each investor should carefully consider whether the Notes, as described herein, are suited to its particular circumstances before deciding to purchase the Notes.

Additional Risk Factor

An insolvency of Morgan Stanley, as Guarantor of the Notes, will not constitute an Event of Default in relation to the Notes

The insolvency, appointment of an administrator or liquidator, or actions in connection with the winding up, liquidation or dissolution (or other similar events) of Morgan Stanley (as Guarantor of the Notes), will not entitle holders of the Notes to declare an Event of Default thereunder and, for the avoidance of doubt, the Notes will not become immediately due and repayable nor will there be any other acceleration of payment. Instead, holders will need to wait until the earlier of (i) an Event of Default by MSBV (as Issuer) itself or (ii) the final maturity of the Notes. As a result, holders of the Notes may suffer loss or realise a lower return on the Notes without the ability to declare an Event of Default in the event of insolvency of the Guarantor.

Investment Considerations

The Notes may not be a suitable investment for all investors

An investment in the Notes entails certain risks.

Each potential investor should determine whether an investment in the Notes is appropriate in such potential investor's particular circumstances. An investment in the Notes requires a thorough understanding of the nature of the transaction. Potential investors should be experienced with respect to an investment in the Notes and be aware of the related risks.

An investment in the Notes is only suitable for potential investors who:

- have the requisite knowledge and experience in financial and business matters to evaluate the merits and risks of an investment in the Notes and the information contained in, or incorporated by reference into, this Prospectus;
- have access to, and knowledge of, appropriate analytical tools to evaluate such merits and risks in the context of the potential investor's particular financial situation and to evaluate the impact the Notes will have on their overall investment portfolio;
- understand thoroughly the terms of the Notes and are familiar with the behaviour of the Relevant Underlying (as defined in the “Contractual Terms” below) and financial markets;
- are capable of bearing the economic risk of an investment in the Notes until the maturity date of the Notes;

- recognise that it may not be possible to dispose of the Notes for a substantial period of time, if at all before the maturity date; and
- are familiar with the behaviour of the Relevant Underlying and relevant financial markets and be able to evaluate (either alone or with the help of a financial and legal adviser) possible scenarios for economic, interest rate and other factors that may affect the potential investor's investment and its ability to bear the applicable risks.

The Notes are complex financial instruments. Sophisticated investors generally do not purchase complex financial instruments as stand alone investments. They purchase complex financial instruments as a way to reduce risk or enhance yield with an understood, measured, appropriate addition of risk to their overall portfolios. A potential investor should not invest in the Notes unless such potential investor has the expertise (either alone or with a financial and legal adviser) to evaluate how the Notes will perform under changing conditions, the resulting effects on the value of the Notes and the impact this investment the Notes will have on the potential investor's overall investment portfolio.

Each of the Issuer, the Guarantor and MSI plc as Distribution Agent, disclaims any responsibility to advise prospective investors of any matters arising under the law of the country in which they reside that may affect the purchase of, or holding of, or the receipt of payments on, the Notes.

SELECTED FINANCIAL INFORMATION OF MSBV

This section contains selected financial information of MBSV relating to the years ended 31 December 2013 and 31 December 2014 and the six months ended 30 June 2014 and 30 June 2015.

The information in respect of the years ended 31 December 2013 and 31 December 2014 set out below is derived from the financial statements in the audited financial statements included in MSBV's Report and Financial Statements for the years ended 31 December 2013 and 31 December 2014.

The information in respect of the six months ended 30 June 2014 and 30 June 2015 set out below is derived from the unaudited financial statements included in MSBV's Interim Financial Report for the six months ended 30 June 2014 and 30 June 2015.

Statement of financial position (in EUR '000)	31 Dec 2013	31 Dec 2014	Six months ended 30 June (unaudited)	
			2014	2015
<i>Total assets</i>	8,170,610	8,081,802	10,367,333	9,480,695
<i>Total liabilities and equity</i>	8,170,610	8,081,802	10,367,333	9,480,695

Statement of comprehensive income (in EUR '000)	31 Dec 2013	31 Dec 2014	Six months ended 30 June (unaudited)	
			2014	2015
<i>Net gains/ (losses) on financial instruments classified as held for trading</i>	509,271	185,570	428,918	309,733
<i>Net gains/ (losses) on financial instruments designated at fair value through profit or loss</i>	(509,271)	(185,570)	(428,918)	(309,733)
<i>Profit before income tax</i>	6,094	6,658	3,101	2,603
<i>Profit and total comprehensive income for the year/period</i>	4,576	4,993	2,326	1,952

SELECTED FINANCIAL INFORMATION OF MORGAN STANLEY

This section contains selected financial information of Morgan Stanley relating to the years ended 31 December 2013 and 31 December 2014 and the nine months ended 30 September 2014 and 30 September 2015.

The information in respect of the years ended 31 December 2013 and 31 December 2014 set out below is derived from the financial statements in the audited financial statements included in Morgan Stanley's Annual Report on Form 10-K for the years ended 31 December 2013 and 31 December 2014.

The information in respect of the nine months ended 30 September 2014 and 30 September 2015 set out below is derived from the unaudited financial statements included in Morgan Stanley's Quarterly Report on Form 10-Q the quarters ended 30 September 2014 and 30 September 2015.

Balance Sheet (\$ in millions)	31 December 2013	31 December 2014	Nine months ended 30 September (unaudited)	
			2014	2015
<i>Total assets</i>	832,702	801,510	814,511	834,113
<i>Total liabilities and equity</i>	832,702	801,510	814,511	834,113

Consolidated Income Statement (\$ in millions)	31 December 2013	31 December 2014	Nine months ended 30 September (unaudited)	
			2014	2015
<i>Net revenues</i>	32,493	34,275	26,511	27,417
<i>Income from continuing operations before tax</i>	4,558	3,591	6,522	7,056
<i>Net income</i>	3,613	3,667	5,253	5,343

WHERE THE INVESTOR CAN FIND MORE INFORMATION ABOUT MORGAN STANLEY

Morgan Stanley files annual, quarterly and current reports, proxy statements and other information with the United States Securities and Exchange Commission (the “SEC”). Investors may read and copy any document that Morgan Stanley files with the SEC at the SEC's public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at +1-800-SEC-0330 for information on the public reference room. The SEC maintains an internet site that contains annual, quarterly and current reports, proxy and information statements and other information that issuers (including Morgan Stanley) file electronically with the SEC. Morgan Stanley's electronic SEC filings are available to the public at the SEC's internet site www.sec.gov. The information contained on this website, and any information available at the SEC's public reference room, shall not form part of this Prospectus, unless such information has been expressly incorporated herein by way of a supplement to this Prospectus.

INCORPORATION BY REFERENCE

This following documents and/or information shall be incorporated by reference into this Prospectus. The table below sets out the relevant page references for the information incorporated into this Prospectus by reference.

The Luxembourg Stock Exchange will publish such documents on its website at www.bourse.lu.

Information incorporated by reference	Page reference
The Base Prospectus dated 16 December 2014 approved by the CSSF relating to the Program (the “Base Prospectus”)	
Risk Factors Relating to the Notes	Pages 55-85
Terms and Conditions of the Notes	Page 105
General Terms And Conditions (the “General Terms and Conditions”)	Pages 105-203
Additional Terms and Conditions	
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Section 3 – Additional Terms and Conditions for Autocallable Notes	Pages 220-231
Section 7 – Additional Terms and Conditions for Value Determination Terms (each of Section 1, 3 and 7 the “Additional Terms and Conditions”)	Pages 256-265
Forms of Notes	
Registered	Pages 678-679
Benefit Plan Investors	Page 683
Taxation	Pages 684-736
Subscription And Sale	Pages 737-743
No Ownership by U.S Persons	Page 744
Form of Guarantee	Pages 745-746
Important Legal Information	Page 747
General Information	Pages 752-753
Index of Defined Terms	Pages 754-763
The Second Base Prospectus Supplement dated 29 June 2015 approved by the CSSF (the “Second Base Prospectus Supplement”)	
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The Third Base Prospectus Supplement dated 9 November 2015 approved by the CSSF (the “Third Base Prospectus Supplement”)	
Part B, Amendments to the Base Prospectus	Page 7
Morgan Stanley Annual Report on Form 10-K for the year ended 31 December 2013	
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Financial Statements and Supplementary Data	Pages 136-292
Report of Independent Registered Public Accounting Firm	Page 136
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Quantitative and Qualitative Disclosures about Market Risk	Pages 123-150
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Description of Morgan Stanley B.V.	Pages 74-76
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Ratification of Appointment of Morgan Stanley’s Independent Auditor	Pages 58-59
Morgan Stanley Proposal to Approve the Compensation of Executives as disclosed in the Proxy Statement (Non-Binding Advisory Resolution)	Pages 60-61
Morgan Stanley Proposal to Amend the 2007 Equity Incentive Compensation Plan to Increase Shares Available for Grant	Pages 62-70
Shareholder Proposal Regarding Annual Report on Lobbying Expenses	Pages 70-73
Shareholder Proposal Regarding Vote-Counting Bylaw Change	Pages 73-76
Shareholder Proposal Regarding Report on Government Service Vesting	Pages 76-78
Information about the Annual Meeting	Pages 78-81
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Annex A: Morgan Stanley 2007 Equity Incentive Plan (As Proposed to Be Amended)	Pages A-1-A10

For the purposes of Article 28.4 of the Commission Regulation (EU) No 809/2004, any non-incorporated parts of a document referred to herein are either deemed not relevant for an investor or are otherwise covered elsewhere in this Prospectus.

The non-incorporated parts of the documents listed above are as follows:

Document incorporated by reference

Information not incorporated by reference

Morgan Stanley	
Annual Report on Form 10-K for the year ended 31 December 2013	Exhibits
Annual Report on Form 10-K for the year ended 31 December 2014	Exhibits
Quarterly Report on Form 10-Q for the quarter ended 31 March 2015	Exhibits
Quarterly Report on Form 10-Q for the quarter ended 30 June 2015	Exhibits
Quarterly Report on Form 10-Q for the quarter ended 30 September 2015	Exhibits

CONTRACTUAL TERMS

The following “**Contractual Terms**” complete and, where applicable, amend the “General Terms and Conditions” and the “Additional Terms and Conditions” (each as defined in “*Incorporation by Reference*” above, and as set out in the Base Prospectus (as incorporated by reference herein)) to comprise the terms and conditions of the Notes (“**Terms and Conditions of the Notes**”). All references to “Final Terms” in the General Terms and Conditions and Additional Terms and Conditions shall be deemed to be to these Contractual Terms.

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Notes.

1.	(i)	Series Number:	SA026
	(ii)	Series designation:	Series A
	(iii)	Tranche Number:	1
2.		Specified Currency or Currencies:	Euro (“ EUR ”)
3.		Aggregate Nominal Amount of the Notes:	Up to EUR 50,000,000
	(i)	Series:	Up to EUR 50,000,000
	(ii)	Tranche:	Up to EUR 50,000,000
4.		Issue Price	100 per cent. of par per Note
5.	(i)	Specified Denominations (Par):	EUR 1,000
	(ii)	Calculation Amount:	EUR 1,000
6.	(i)	Issue Date:	23 December 2015
	(ii)	Trade Date:	10 November 2015
	(iii)	Interest Commencement Date	Not Applicable
	(iv)	Strike Date:	23 December 2015
	(v)	Determination Date:	10 December 2018
7.		Maturity Date:	Scheduled Maturity Date is 24 December 2018
8.		Specified Day(s):	Applicable Five (5) Business Days
9.		Interest Basis:	Equity-Linked Interest
10.		Redemption/Payment Basis:	Equity-Linked Redemption
11.		Put/Call Options:	
	(i)	Redemption at the option of the Issuer:	Not Applicable
		(General Condition 15.5)	

(ii) Redemption at the option of the Noteholders: Not Applicable

(General Condition 15.7)

12. Method of distribution: Non-syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

13. **Linked Interest Provisions: Relevant Underlying** Applicable

(General Conditions 6.8 and 8)

(A) **Single Share-Linked Interest Notes / Share Basket-Linked Interest Notes:** Not Applicable

(B) **Single Index-Linked Interest Notes / Index Basket-Linked Interest Notes:** Applicable

(i) Types of Notes: Index Basket-Linked Interest Notes

(ii) Index / Indices: S&P 500® Index
Eurostoxx 50® Index

(iii) Exchange[s]:	Index	Exchange
	S&P 500® Index	Multi-Exchange Index
	Eurostoxx 50® Index	Multi-Exchange Index

(iv) Related Exchange[s]: All Exchanges

(v) Determination Agent responsible for calculating Interest Amount; Morgan Stanley & Co International Plc

(vi) Determination Time; As per Condition 9.9

(vii) Additional Disruption Events: Change in Law, Hedging Disruption and Increased Cost of Hedging shall apply
(General Condition 9.6)

(viii) Correction Cut Off Time; within one Settlement Cycle after the original publication and prior to the relevant Interest Payment Date
(General Condition 9.2(c))

(iv) Weighting for each Index comprised in the Basket: Not Applicable

(C) **Single ETF-Linked Notes, ETF Basket Linked Interest Notes:** Not Applicable

(D) **Commodity-Linked Interest Notes** Not Applicable
(General Condition 10)

(E) **Currency Linked Interest Notes** Not Applicable
(General Condition 11)

(F)	Inflation-Linked Interest Notes (General Condition 12)	Not Applicable								
(G)	Fund-Linked Interest Notes (General Condition 13)	Not Applicable								
14.	Linked Interest Provisions: Interest Terms (Condition 6.8 and Section 3 of the Additional Terms and Conditions)	Applicable								
(A)	Autocallable Notes (No Coupon):	Not Applicable								
(B)	Autocallable Notes (Regular Coupon):	Not Applicable								
(C)	Autocallable Notes (Barrier Conditional Coupon):	Applicable								
(i)	Interest Payment Dates:	23 June 2016, 23 December 2016, 23 June 2017, 27 December 2017, 25 June 2018 and 24 December 2018								
(ii)	Memory Barrier Conditional Coupon:	Not Applicable								
(iii)	Coupon Amount is payable if Knock-in Value as of:	each Barrier Observation Date in respect of the relevant Interest Determination Date is greater than or equal to the relevant Coupon Barrier Value								
(iv)	Knock-in Value:	Worst Performance is applicable								
(v)	Coupon Rate:	2.5 per cent.								
(vi)	Coupon Barrier Value:	65 per cent. of Initial Reference Value								
(vii)	Interest Determination Date(s):	9 June 2016, 9 December 2016, 9 June 2017, 11 December 2017, 11 June 2018 and 10 December 2018								
(viii)	Barrier Observation Dates in respect of each Interest Determination Date:	As specified in Barrier Observation Period								
(ix)	Barrier Observation Period in respect of each Interest Determination Date:	<table border="0" style="width: 100%;"> <thead> <tr> <th style="text-align: left;">Interest Determination Date</th> <th style="text-align: left;">Barrier Observation Period</th> </tr> </thead> <tbody> <tr> <td style="vertical-align: top;">9 June 2016</td> <td style="vertical-align: top;">Each Scheduled Trading Day beginning on (and excluding) 23 December 2015 and ending on (but including) 9 June 2016</td> </tr> <tr> <td style="vertical-align: top;">9 December 2016</td> <td style="vertical-align: top;">Each Scheduled Trading Day beginning on (and excluding) 9 June 2016 and ending on (but including) 9 December 2016</td> </tr> <tr> <td style="vertical-align: top;">9 June 2017</td> <td style="vertical-align: top;">Each Scheduled Trading Day beginning on (and excluding) 9 December 2016 and ending on (but including) 9 June 2017</td> </tr> </tbody> </table>	Interest Determination Date	Barrier Observation Period	9 June 2016	Each Scheduled Trading Day beginning on (and excluding) 23 December 2015 and ending on (but including) 9 June 2016	9 December 2016	Each Scheduled Trading Day beginning on (and excluding) 9 June 2016 and ending on (but including) 9 December 2016	9 June 2017	Each Scheduled Trading Day beginning on (and excluding) 9 December 2016 and ending on (but including) 9 June 2017
Interest Determination Date	Barrier Observation Period									
9 June 2016	Each Scheduled Trading Day beginning on (and excluding) 23 December 2015 and ending on (but including) 9 June 2016									
9 December 2016	Each Scheduled Trading Day beginning on (and excluding) 9 June 2016 and ending on (but including) 9 December 2016									
9 June 2017	Each Scheduled Trading Day beginning on (and excluding) 9 December 2016 and ending on (but including) 9 June 2017									

	11 December 2017	Each Scheduled Trading Day beginning on (and excluding) 9 June 2017 and ending on (but including) 11 December 2017
	11 June 2018	Each Scheduled Trading Day beginning on (and excluding) 11 December 2017 and ending on (but including) 11 June 2018
	10 December 2018	Each Scheduled Trading Day beginning on (and excluding) 11 June 2018 and ending on (but including) 10 December 2018
(x)	Business Day Convention:	Following Business Day Convention
(xi)	Initial Reference Value:	Determined in accordance with the Value Determination Terms specified below
(xii)	Value Determination Terms for Initial Reference Value: (Section 7 of the Additional Conditions)	Closing Value
(xiii)	Value Determination Terms for Final Reference Value (Coupon): (Section 7 of the Additional Conditions)	Closing Value
(xiv)	Value Determination Terms for Relevant Underlying Value: (Section 7 of the Additional Conditions)	Closing Value

PROVISIONS RELATING TO REDEMPTION

15.	Call Option (General Condition 15.5)	Not Applicable
16.	Put Option (General Condition 15.7)	Not Applicable
17.	Final Redemption Amount of each Note (General Condition 15.1)	As determined in accordance with paragraph 19 (<i>Linked Redemption Provisions: Final Redemption Amount</i>) below.

18.	Linked Redemption Provisions: Relevant Underlying	Applicable						
	(General Condition 8 and 15)							
(A)	Single Share-Linked Redemption Notes, Share Basket-Linked Redemption Notes:	Not Applicable						
	(General Condition 8)							
(B)	Single Index-Linked Redemption Notes/ Index Basket-Linked Redemption Notes:	Applicable						
	(General Condition 8)							
(i)	Types of Notes:	Index Basket-Linked Redemption Notes						
(ii)	Index / Indices:	S&P 500® Index and Eurostoxx 50® Index						
(iii)	Exchange[s]:	<table border="0" style="margin-left: 40px;"> <thead> <tr> <th style="text-align: left;">Index</th> <th style="text-align: left;">Exchange</th> </tr> </thead> <tbody> <tr> <td>S&P 500® Index</td> <td>Multi-Exchange Index</td> </tr> <tr> <td>Eurostoxx 50® Index</td> <td>Multi-Exchange Index</td> </tr> </tbody> </table>	Index	Exchange	S&P 500® Index	Multi-Exchange Index	Eurostoxx 50® Index	Multi-Exchange Index
Index	Exchange							
S&P 500® Index	Multi-Exchange Index							
Eurostoxx 50® Index	Multi-Exchange Index							
(iv)	Related Exchange[s]:	All Exchanges						
(v)	Determination Agent responsible for calculating Interest Amount;	Morgan Stanley & Co International Plc						
(vi)	Determination Time;	As per Condition 9.9						
(vii)	Additional Disruption Events:	Change in Law, Hedging Disruption and Increased Cost of Hedging shall apply						
(viii)	Correction Cut Off Time; (Condition 9.2(c))	within one Settlement Cycle after the original publication and prior to the relevant Interest Payment Date						
(ix)	Weighting for each Index:	Not Applicable						
(C)	Single ETF-Linked Redemption Notes/ ETF Basket-Linked Redemption Notes:	Not Applicable						
(D)	Commodity-Linked Redemption Notes (General Condition 10)	Not Applicable						
(E)	Currency-Linked Redemption Notes (General Condition 11)	Not Applicable						
(F)	Inflation-Linked Redemption Provisions (General Condition 12)	Not Applicable						

(G) **Fund-Linked Redemption Provisions** Not Applicable
(General Condition 13)

19. **Linked Redemption Provisions: Final Redemption Amount**

(General Condition 15 and Section 3 of the Additional Conditions)

(i) Autocallable Notes (Fixed Redemption): Not Applicable
(Paragraph 3.1 of Section 3 of the Additional Conditions)

(ii) Autocallable Notes (Capitalised Non-Memory Redemption): Not Applicable
(Paragraph 3.2 of Section 3 of the Additional Conditions)

(iii) Autocallable Notes (Capitalised Memory Redemption): Not Applicable
(Paragraph 3.3 of the Additional Conditions)

(iv) Autocallable Notes (Basic Performance Linked Redemption): Not Applicable
(Paragraph 3.4 of the Additional Conditions)

(v) Autocallable Notes (Single Barrier Final Redemption): Applicable
(Paragraph 3.5 of the Additional Conditions)

- Knock-in Value: Worst Performance is applicable
- Elections for Paragraph 3.5(a) of Section 3 of Part 2 of the Terms and Conditions: If the Determination Agent determines that the Knock-in Value as of the Determination Date is greater than or equal to the Final Redemption Barrier Value, Fixed Redemption shall apply.
- Elections for Paragraph 3.5(b) of Section 3 of Part 2 of the Terms and Conditions: Worst-of Basket Performance-Linked Redemption 1
- Elections for Paragraph 3.5(c) of Section 3 of Part 2 of the Terms and Conditions: Not Applicable
- Final Redemption Barrier Value: 65 per cent of Initial Reference Value
- Final Redemption Rate: Not Applicable.
- Specified Rate 1: 100 per cent.
- Specified Rate 2: 0 per cent.

•	Participation Rate:	0 per cent.
•	Knock-in Barrier Value:	Not Applicable
(vi)	Autocallable Notes (Dual Barrier Final Redemption 1): (Paragraph 3.6 of Section 3 of the Additional Conditions)	Not Applicable
(vii)	Autocallable Notes (Dual Barrier Final Redemption 2): (Paragraph 3.7 of Section 3 of the Additional Conditions)	Not Applicable
(viii)	Autocallable Notes (Dual Barrier Final Redemption 3): (Paragraph 3.8 of Section 3 of the Additional Conditions)	Not Applicable
(ix)	Determination Date:	10 December 2018
(x)	Final Redemption Observation Date(s):	Not Applicable
(xi)	Barrier Observation Period:	Not Applicable
(xii)	Initial Reference Value:	Determined in accordance with the Value Determination Terms specified below
(xiii)	Value Determination Terms for Initial Reference Value as of Strike Date: (Section 7 of the Additional Conditions)	Closing Value
(xiv)	Value Determination Terms for Final Reference Value as of the Determination Date	Closing Value
(xv)	Value Determination Terms for Relevant Underlying Value as of the relevant date or period: (Section 7 of the Additional Conditions)	Closing Value

20. **Early Redemption**

(A)	Autocallable Notes (Autocall 1): (Paragraph 2.1 of Section 3 of the Additional Conditions)	Not Applicable
(B)	Autocallable Notes (Autocall 2): (Paragraph 2.2 of Section 3 of the Additional Conditions)	Applicable

(i)	Knock-in Value:	Worst Performance
(ii)	Automatic Early Redemption Event occurs if:	the Knock-in Value as of each Automatic Early Redemption Determination Date is greater than or equal to the Autocall Barrier Value in respect of such Automatic Early Redemption Determination Date.
(iii)	Automatic Early Redemption Determination Date(s):	9 June 2016, 9 December 2016, 9 June 2017, 11 December 2017 and 11 June 2018
(iv)	Barrier Observation Date(s):	Not Applicable
(v)	Barrier Observation Period:	Not Applicable
(vi)	Automatic Early Redemption Date(s):	23 June 2016, 23 December 2016, 23 June 2017, 27 December 2017 and 25 June 2018
(vii)	Automatic Early Redemption Specified Day(s):	Not Applicable
(viii)	Autocall Barrier Value:	100 per cent. of the Initial Reference Value
(ix)	Specified Automatic Early Redemption Determination Dates:	Not Applicable.
(x)	Automatic Early Redemption Rate:	100 per cent.
(xi)	Initial Reference Value:	Determined in accordance with the Value Determination Terms specified below
(xii)	Value Determination Terms for Initial Reference Value as of Strike Date: (Section 7 of the Additional Conditions)	Closing Value
(xiii)	Value Determination Terms for determining Final Reference Value (Autocall):	Closing Value
(xi)	Value Determination Terms for Relevant Underlying Value as of the relevant date or period: (Section 7 of Additional Conditions)	Closing Value
(C)	Autocallable Notes (Autocall 3): (Paragraph 2.3 of Section 3 of the Additional Conditions)	Not Applicable
(D)	Early Redemption Amount upon Event of Default (Condition 20):	Qualified Financial Institution Determination. The Determination Agent will determine the amount a Qualified Financial Institution would charge to assume all of the Issuer's payment and other obligations with respect to such Notes as if no such Event of Default had occurred or to undertake obligations that would have the effect of preserving the economic equivalent of any payment by the

Issuer to the Noteholder with respect to the Notes.

(E) **Inconvertibility Provisions:** **Event** Not Applicable

(Condition 31)

GENERAL PROVISIONS APPLICABLE TO THE NOTES

21. Form of Notes:
(Condition 3) Registered Notes
Global Note Certificate registered in the name of a nominee for a common depository for Euroclear and Clearstream, Luxembourg, exchangeable for Individual Note Certificates in the limited circumstances described in the Global Note Certificate.
22. Additional Business Centre(s) or other special provisions relating to Payment Dates: Not Applicable
23. Record Date: As set out in the Conditions
24. Redenomination, renominatisation and reconventioning provisions: The provisions in Condition 31 (*Redenomination, Renominatisation and Reconventioning*) apply
25. **Taxation:**
- (i) Condition 19.1: “Additional Amounts” is Not Applicable
- (ii) Condition 19.3: Implementation of Financial Transaction Tax Event is Applicable
26. **Events of Default**
General Condition 20(c) Insolvency, etc. shall be deemed to be deleted in its entirety and replaced with the following:
(i) the Issuer becomes insolvent or is unable to pay its debts as they fall due, (ii) an administrator or liquidator of the Issuer or the whole or a substantial part of the undertaking, assets and revenues of the Issuer is appointed (otherwise than for the purposes of or pursuant to an amalgamation, reorganisation or restructuring whilst solvent), (iii) the Issuer takes any action for a composition with or for the benefit of its creditors generally, or (iv) an order is made or an effective resolution is passed for the winding up, liquidation or dissolution of the Issuer (otherwise than for the purposes of or pursuant to an amalgamation, reorganisation or restructuring whilst solvent).

DISTRIBUTION

27. (i) If syndicated, names and addresses of Managers: Not Applicable
- (ii) Date of Subscription Agreement: Not Applicable
- (iii) Stabilising Manager(s) (if any): Not Applicable

28. If non-syndicated, name and address of Dealer: Morgan Stanley & Co. International plc
25 Cabot Square
London E14 4QA
Not Applicable
29. Non-exempt offer: The Issuer consents to the use of this Prospectus in connection with any Non-exempt Offer of the Notes in the Public Offer Jurisdiction during the period from (and including) 30 November 2015 to (and including) 18 December 2015 (“**Offer Period**”) by Banco BPI, S.A. (an “**Authorised Offeror**”).
See further paragraph 7 of “*Other Information*” below.
30. Total commission and concession: In connection with the offer and sale of the Notes, the Issuer or Morgan Stanley & Co. International plc will pay Banco BPI, S.A. a one time or recurring distribution fee. The total distribution fees payable will not exceed 3%. No fees will be paid by the Issuer or Morgan Stanley & Co. International plc, directly or indirectly, in connection with any advised sale of Notes

OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

Listing and admission to Trading:

Application will be made by the Issuer (or on its behalf) to the Luxembourg Stock Exchange for the Notes to be listed on its Official List and to be admitted to trading on its regulated market with effect from the Issue Date.

No assurances can be given that such application for listing and admission to trading will be granted (or, if granted, will be granted by the Issue Date).

Last day of Trading:

Determination Date

2. RATINGS

Ratings:

The Notes will not be rated

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save as discussed in “*Subscription and Sale*” of the Base Prospectus dated 16 December 2014, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer”.

4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- | | |
|---------------------------------|--|
| (i) Reasons for the offer: | The net proceeds from the sale of the Notes will be used by the Issuer for general corporate purposes, in connection with hedging the Issuer’s obligations under the Notes, or both. |
| (ii) Estimate net proceeds: | Up to EUR 50,000,000 |
| (iii) Estimated total expenses: | Not Applicable |

5. PERFORMANCE OF INDEX/ EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE UNDERLYING

The market price or value of the Notes at any time is expected to be affected by changes in the value of the Relevant Underlying to which the Notes are linked.

The interest and redemption amounts payable on the Notes are dependent on the value or performance of the Relevant Underlying reaching a threshold or barrier and a small increase or decrease in the value or performance of the Relevant Underlying near to the threshold or barrier may lead to a significant increase or decrease in the return of the Notes and Noteholders may receive no interest at all.

While the interest amount payable on the Notes is linked to the value or performance of the Relevant Underlying on a daily basis, the redemption amount payable on the Notes is linked to the value or performance of the Relevant Underlying as of one or more predefined dates and, irrespective of the level of the Relevant Underlying between these dates, the values or performance of the Relevant Underlying on these dates will affect the value of the Notes more than any other factor.

The value of the Notes is linked to the positive or negative performance of the Indices.

An increase in the level of the Indices will have a positive effect on the value of the Notes, and a decrease in the level of the Indices will have a negative effect on the value of the Notes.

The Final Redemption Amount payable on the Notes is linked to a specified percentage of the performance of the Relevant Underlying and Noteholders may not receive the amount initially invested, and may receive a significantly lesser amount.

Information about the past and the further performance of the Relevant Underlying and its volatility can be obtained from:

- (iii) in respect of the S&P 500® Index, Bloomberg Code SPX and <http://www.spindices.com/indices/equity/sp-500>; and
- (iv) in respect of the Eurostoxx 50® Index Bloomberg Code SX5E and <https://www.stoxx.com/index-details?symbol=sx5e>.

The Issuer does not intend to provide post-issuance information except if required by any applicable laws and regulations.

6. OPERATIONAL INFORMATION

ISIN Code:	XS1322383677
Common Code:	132238367
Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking <i>société anonyme</i> and the relevant identification number(s):	Not Applicable
Delivery:	Delivery free of payment
Names and addresses of initial Paying Agent(s):	Bank of New York Mellon One Canada Square London E14 5AL United Kingdom
Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
Intended to be held in a manner which would allow Eurosystem eligibility:	No

7. TERMS AND CONDITIONS OF THE OFFER

Offer Price:	Issue Price
Conditions to which the offer is subject:	Offers of the Notes are conditional upon their issue
Description of the application process:	A prospective investor should contact the Distributor (as defined below) during the Subscription Period. The Distributor has the right to close the Subscription Period early. A prospective investor will acquire the Notes in accordance with the arrangements existing between the Distributor and its customers relating to the subscription of securities generally and not directly with the Issuer or the Dealer. Persons interested in purchasing Notes should contact their financial adviser. If an investor in any jurisdiction other than Portugal wishes to purchase the Notes, such investor should (a) be aware that sales in the relevant jurisdiction may not be permitted; and (b) contact its financial adviser, bank or financial intermediary for more information.
Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:	Not Applicable
Details of the minimum and/or maximum amount of application:	Not Applicable

Details of the method and time limited for paying up and delivering the Notes:	The Notes will be issued on the Issue Date against payment to the Issuer of the net subscription moneys
Manner in and date on which results of the offer are to be made public:	The Issuer will arrange for the results of the offer to be published on the website of the Luxembourg Stock Exchange (www.bourse.lu) on or around the Issue Date
Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:	Not Applicable
Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:	Not Applicable
Amount of any expenses and taxes specifically charged to the subscriber or purchaser:	Not Applicable
Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place.	Distributor: Banco BPI, S.A. Rua Tenente Valadim 284 4100-476 Porto Portugal

8. **PLACING AND UNDERWRITING**

Name and address of the co-ordinator(s) of the global offer and of single parts of the offer and, to the extent known to the issuer or to the offeror, of the placers in the various countries where the offer takes place:	Not Applicable
Name and address of any paying agents and depository agents in each country:	Bank of New York Mellon One Canada Square London E14 5AL United Kingdom
Entities agreeing to underwrite the issue on a firm commitment basis, and entities agreeing to place the issue without a firm commitment or under “best efforts” agreements. Where not all of the issue is underwritten, a statement of the portion not covered:	Not Applicable

9. **OTHER MARKETS**

All the regulated markets or equivalent markets on which, to the knowledge of the issuer, securities of the same class of securities to be offered or admitted to trading are already admitted to trading:	None
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SUBSCRIPTION AND SALE

United States of America

The Notes and the Guarantee have not been and will not be registered under the Securities Act and may not be offered, sold, pledged, assigned, delivered or otherwise transferred, exercised or redeemed, at any time, within the United States or to, or for the account or benefit of, U.S. Persons. The Notes and any Guarantee in respect thereof have not been and will not be registered under the Securities Act or any securities laws of any state or other jurisdiction in the United States, and are not being offered, sold or delivered, and may not be offered, sold or delivered at any time, directly or indirectly, within the United States or to or for the account or benefit of U.S. Persons (as defined in Regulation S under the Securities Act). No persons on whose behalf or for whose account or benefit the Notes are being acquired may be a U.S. Person and no such person may be located in the United States nor be solicited to purchase Notes while present in the United States. The Notes may not be offered, sold or delivered, directly or indirectly, in the United States (which term includes the territories, the possessions and all other areas subject to the jurisdiction of the United States) or to, or for the account or benefit of, any U.S. Person and hedging transactions involving any “equity securities” of “domestic issuers” (as such terms are defined in the Securities Act and regulations thereunder) may only be conducted in accordance with the Securities Act.

The Notes may not be offered or sold and any Guarantee in respect thereof may not be offered or sold at any time except in accordance with Rule 903 of Regulation S under the Securities Act.

European Economic Area

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a “**Relevant Member State**”), with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the “**Relevant Implementation Date**”) the Notes may not be offered to the public in that Relevant Member State (other than in the Public Offer Jurisdiction by the Authorised Offeror during the Offer Period) except that the Notes may, with effect from and including the Relevant Implementation Date, be offered to the public in that Relevant Member State:

- (a) at any time to any legal entity which is a qualified investor as defined in the Prospectus Directive;
- (b) at any time to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive), subject to obtaining the prior consent of the Distribution Agent; or
- (c) at any time in any other circumstances falling within Article 3(2) of the Prospectus Directive.

For the purposes of this provision, the expression an “**offer of Notes to the public**” in relation to any Notes in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe the Notes, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State, the expression “**Prospectus Directive**” means Directive 2003/71/EC (as amended, including by Directive 2010/73/EU), and includes any relevant implementing measure in the Relevant Member State.

Portugal

The Notes may not be and will not be offered to the public in Portugal or under circumstances which are deemed to be a public offer under the Portuguese Securities Code (“*Código dos Valores Mobiliários*”) enacted by Decree-Law no. 486/99 of 13 November, 1999, as amended, unless the requirements and provisions applicable to the public offerings in Portugal are met and the registration, filing, approval or recognition procedure with the Portuguese Securities Exchange Commission (“*Comissão do Mercado de Valores Mobiliários*”, “CMVM”) is made. In particular, the offer of new securities might be made through a private placement (“*oferta particular*”), in accordance with the relevant provisions of the Portuguese Securities Code, exclusively to qualified investors (“*investidores qualificados*”) within the meaning of Article 30 of the Portuguese Securities Code, and/or to 149 or fewer non-qualified investors. No action may be taken as to directly or indirectly offer, advertise, market, invite to subscribe, gather investment intentions, sell, re-sell, re-offer or deliver any of the Notes in circumstances which could qualify as a public offer (“*oferta pública*”) of securities pursuant to the Portuguese Securities Code, notably in circumstances which could qualify as a public offer addressed to individuals or entities resident in Portugal or having permanent establishment located in Portuguese territory, as the case may be. No action may be taken to distribute, make available or cause to be distributed the Prospectus or any other offering material relating to the Notes to the public in Portugal, other than in compliance with all applicable provisions of the Portuguese Securities Code, the Prospectus Regulation implementing the Prospectus

Directive (Commission Regulation (EC) 809/2004, as amended), any applicable CMVM regulations and all relevant Portuguese securities laws and regulations, in any such case that may be applicable to it in respect of any offer or sale of Notes in Portugal or to individuals or entities resident in Portugal or having permanent establishment located in Portuguese territory, as the case may be, including the rules and regulations that require the publication of a prospectus, when applicable, and that any placement of the Notes shall only be authorized and performed to the extent that there is full compliance with such laws and regulations.

No Ownership by U.S. Persons

The Notes may not be legally or beneficially owned by U.S. Persons at any time. Each holder and each beneficial owner of a Note hereby represents, as a condition to purchasing or owning the Note or any beneficial interest therein, that neither it nor any person for whose account or benefit the Notes are being purchased is located in the United States, is a U.S. Person or was solicited to purchase the Notes while present in the United States. Each holder and each beneficial owner of a Note hereby agrees not to offer, sell or deliver any of the Notes, at any time, directly or indirectly in the U.S. or to any U.S. Person. The term “U.S. Person” will have the meaning ascribed to it in Regulation S under the Securities Act.

PORTUGUESE TAXATION

The following is a general description of current law and practice in Portugal as in effect on the date of this Prospectus in relation to certain current relevant aspects to Portuguese taxation of the Notes and is subject to changes in such laws, including changes that could have a retroactive effect. The following description is intended as a general guide only and is not exhaustive. It is not intended to be, nor should it be considered to be, legal or tax advice to any holder of the Notes. It does not take into account or discuss the tax laws of any country other than Portugal and relates only to the position of persons who are absolute beneficial owners of the Notes.

Prospective investors are advised to consult their own tax advisers as to the Portuguese or other tax consequences of the purchase, ownership and disposal of the Notes.

The reference to "**interest**", "**other investment income**" and "**capital gains**" in the paragraphs below means "interest", "other investment income" and "capital gains" as understood in Portuguese tax law. The statements below do not take any account of any different definitions of "interest", "other investment income" or "capital gains" which may prevail under any other law or which may be created by the "Terms and Conditions" of the Notes or any related documentation.

Income generated by the holding (distributions), reimbursement and disposal of the Notes should be generally subject to the Portuguese tax regime for debt securities ("*obrigações*").

Interest and other investment income obtained by Portuguese resident individuals on the Notes is subject to individual income tax. If the payment of interest or other investment income on the Notes is made available to Portuguese resident individuals through a Portuguese resident entity or a Portuguese branch of a non-resident entity, withholding tax applies currently at a 28% flat rate, which is the final tax on that income unless the individual elects to include it in his taxable income, subject to tax at progressive rates of up to 48%. A surcharge of 3.5% applies in 2015 and is due upon the taxpayers' taxable income exceeding the annual minimum guaranteed remuneration. An additional surcharge of 2.5% applies on annual taxable income in excess of € 80,000 up to € 250,000 and of 5% on annual taxable income in excess of € 250,000 in 2015. In this case, the tax withheld is deemed a payment on account of the final tax due. If the interest on the Notes is not received through an entity located in Portugal it is not subject to Portuguese withholding tax, but an autonomous taxation currently of 28% rate will apply, which is the final tax on that income unless the individual elects to include it in his/her taxable income, subject to tax at the progressive rates mentioned above. Such autonomous taxation occurs by means of submission of the relevant individual income tax return.

Interest and other investment income paid or made available ("*colocado à disposição*") on the Notes by non-resident entities without a permanent establishment in the Portuguese territory and domiciled in jurisdictions with a more favourable tax regime, as listed in Ministerial Order 150/2004, of February 13 as amended by Ministerial Order 292/2011, of November 8, through Portuguese resident entities or Portuguese branch of a non-resident entity mandated for such purpose, to Portuguese resident individuals are subject to a final withholding tax rate of 35%. If the interest on the Notes is not received through an entity located in Portugal, it is not subject to Portuguese withholding tax, but an autonomous taxation currently of 35% will apply, which is the final tax on that income.

Interest and other investment income paid or made available ("*colocado à disposição*") to accounts opened in the name of one or more accountholders acting on behalf of undisclosed third parties is subject to a final withholding tax at 35%, unless the beneficial owner of the income is disclosed, in which case the general rules will apply.

Gains obtained on the reimbursement and disposal of the Notes by individuals resident for tax purposes in Portugal are subject to tax currently at a 28% rate levied on the positive difference between gains and losses of each year. Such tax is the final tax on that income unless the individual elects to include it in his/her taxable income, subject to tax at progressive rates of up to 48%. A surcharge of 3.5% applies in 2015 and is due upon the taxpayers' taxable income exceeding the annual minimum guaranteed remuneration. An additional surcharge of 2.5% applies on annual taxable income in excess of € 80,000 up to € 250,000 and of 5% on annual taxable income in excess of € 250,000 in 2015. Accrued interest qualifies as interest for tax purposes.

Interest and other investment income as well as capital gains derived from the Notes by legal persons resident for tax purposes in Portugal and by non-resident legal persons with a permanent establishment in Portugal to which the income or gains are attributable are included in their taxable income and subject to corporate income tax at 21%, to which may be added a municipal surcharge ("*derrama*") of up to 1.5%. A state surcharge ("*derrama estadual*") rate currently of 3% will be due on the part of taxable income between €1,500,000 up to € 7,500,000, a rate of 5% on the part of the taxable income between € 7,500,000 up to € 35,000,000 and a rate of 7% on the part of the taxable income exceeding € 35,000,000.

No Portuguese Stamp Tax applies to gratuitous acquisition of the Notes (both by gift or inheritance) by an individual resident for tax purposes in Portugal, as such gratuitous acquisition falls outside the territorial scope of Stamp tax (i.e., no connection with the Portuguese territory exists as the debtor of the patrimonial or credit rights has its domicile, head office, place of effective management or permanent establishment outside the Portuguese territory).

The gratuitous acquisition of the Notes (both by gift or inheritance) by a Portuguese resident legal person or a non-resident acting through a Portuguese permanent establishment is subject to corporate income tax at 21% applicable on taxable income, to which may be added a municipal surcharge ("*derrama*") of up to 1.5%. A state surcharge ("*derrama estadual*") rate currently of 3% will be due on the part of taxable income between €1,500,000 up to € 7,500,000, a rate of 5% on the part of the taxable income between € 7,500,000 up to € 35,000,000 and a rate of 7% on the part of the income exceeding € 35,000,000.

There is neither wealth nor estate tax in Portugal.

Payments made by the Issuer of interest, other investment income or principal on Notes issued by it to an individual or legal person non-resident in Portugal for tax purposes without a Portuguese permanent establishment to which income may be attributable are not subject to Portuguese tax.

Capital gains realised on the Notes by a holder who is neither resident nor engaged in business through a permanent establishment in Portugal to which that gain is attributable are not subject to Portuguese tax.

EU Savings Directive

Portugal has implemented EC Council Directive 2003/48/EC of 3 June 2003 on taxation of savings income (the "Savings Directive") into Portuguese law through Decree-Law no 62/2005, of 11 March 2005, as amended by Law no 39-A/2005, of 29 July 2005 and Law no 37/2010, of September 2, under which Portugal is required to provide to the tax authorities of another Member State details of payments of interest or other similar income paid by a paying agent – as defined in the Savings Directive – within its jurisdiction to an individual resident in that other Member State.

On 10 November 2015, the European Council has adopted EC Council Directive 2015/2060/EU that repeals the Savings Directive with effects as of 1 January 2016, safeguarding, however, acquired rights and exception regimes.

GENERAL INFORMATION

1. Authorisations

The Program was authorised by Morgan Stanley pursuant to resolutions adopted at a meeting of the Board of Directors of Morgan Stanley held on 17 June 2003, as amended and updated pursuant to resolutions adopted at a meeting of the Board of Directors of Morgan Stanley held on 14 December 2004, 20 September 2005, 12 December 2006, 19 June 2007, 17 September 2007 and 16 June 2008.

The role of MSBV as issuer under the Program was authorised by resolutions of the management board of MSBV passed on 16 April 2004, 20 June 2007, 17 June 2008, 16 June 2009, 14 June 2010, 9 June 2011, 23 May 2012, 17 July 2013, 31 October 2013 and 12 December 2014.

2. No material adverse change in prospects and no significant change in the financial or trading position

MSBV

There has been no material adverse change in the prospects of MSBV since 31 December 2014, the date of the last published annual audited accounts of MSBV.

There has been no significant change in the financial or trading position of MSBV since 30 June 2015, the date of the latest published interim financial statements of MSBV.

Morgan Stanley

There has been no material adverse change in the prospects of Morgan Stanley since 31 December 2014, the date of the last published annual audited accounts of Morgan Stanley.

There has been no significant change in the financial or trading position of Morgan Stanley since 30 September 2015, the date of the latest published interim financial statements of Morgan Stanley.

3. Legal and arbitration proceedings

Save as disclosed in:

- (i) the section entitled “Legal Proceedings” in Part I - Item 3 at pages 37-49 and in the paragraphs beginning with “Legal” under the heading “Contingencies” in “Notes to Consolidated Financial Statements” in Part II - Item 8 at pages 255-259 of Morgan Stanley’s Annual Report on Form 10-K for the year ended 31 December 2014;
- (ii) the paragraphs beginning with “Legal” under the heading “Contingencies” in “Notes to Condensed Consolidated Financial Statements” in Part I – Item 1 at pages 69-73 and Part II – Item 1 at pages 161-162 of Morgan Stanley’s Quarterly Report on Form 10-Q for the quarter ending 31 March 2015;
- (iii) the paragraphs beginning with “Legal” under the heading “Contingencies” in “Notes to Condensed Consolidated Financial Statements” in Part I – Item 1 at pages 68-71 and Part II – Item 1 at pages 164-166 of Morgan Stanley’s Quarterly Report on Form 10-Q for the quarter ending 30 June 2015;
- (iv) the paragraphs beginning with “Legal” under the heading “Contingencies” in “Notes to Condensed Consolidated Financial Statements” in Part I – Item 1 at pages 61-65 and Part II – Item 1 at pages 164-165 of Morgan Stanley’s Quarterly Report on Form 10-Q for the quarter ending 30 September 2015; and
- (v) the section entitled “Legal Proceedings” under the section “Description of Morgan Stanley” on pages 40 to 60 of the Registration Document,

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

4. Documents for inspection

For so long as this Prospectus remains in effect or the Notes remain outstanding, the following documents will be available from the date hereof in physical or electronic form, during usual business hours on any weekday, for inspection at The Bank of New York Mellon, One Canada Square, London E14 5AL and also at the principal executive offices of Morgan Stanley and the registered office of MSBV:

- (a) copies of the Distribution Agreement, the Issue and Paying Agency Agreement, the accession agreement dated as of 16 April 2004 relating to MSBV, the Morgan Stanley Deed of Covenant, the MSBV Deed of Covenant, the Guarantee, all of MSBV's future published financial statements and all of Morgan Stanley's future Annual, Quarterly and Current Reports;
- (b) the Certificate of Incorporation and Amended and Restated By-laws of Morgan Stanley;
- (c) the Deed of Incorporation of MSBV;
- (d) a copy of this Prospectus and any document incorporated by reference herein; and
- (e) The Registration Document, the Base Prospectus, the First Base Prospectus Supplement, the Second Base Prospectus Supplement and the Third Base Prospectus Supplement.

5. Responsibility statement

MSBV accepts responsibility for information contained in this Prospectus. To the best of the knowledge and belief of MSBV (which has taken all reasonable care to ensure that such is the case), the information for which it accepts responsibility as aforesaid is in accordance with the facts and does not omit anything likely to affect the import of such information.

6. Hyper-links to websites

For the avoidance of doubt, the content of any website to which a hyper-link is provided shall not form part of this Prospectus.

7. Ratings

The Notes are not rated.

As of the date of this Prospectus, Morgan Stanley's short-term and long-term debt has been respectively rated (i) R-1 (middle) and A (high), with a stable outlook, by Dominion Bond Rating Service Limited. ("**DBRS**"), (ii) F1 and A, with a stable outlook, by Fitch Ratings, Inc. ("**Fitch**"), (iii) P-2 and A3, with a stable outlook, by Moody's Investors Service, Inc. ("**Moody's**"), (iv) a-1 and A-, with a stable outlook, by Ratings and Investment Information, Inc. ("**R&I**") and (v) A-2 and A-, on negative watch, by Standard & Poor's Financial Services LLC through its business unit Standard & Poor's Ratings Services ("**S&P**").

DBRS is not established in the European Economic Area ("**EEA**") but the ratings it has assigned to Morgan Stanley may be endorsed by DBRS Ratings Limited, which is established in the EEA and registered under Regulation 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies as amended from time to time (the "**CRA Regulation**") by the relevant competent authority.

Fitch is not established in the EEA but the rating it has assigned to Morgan Stanley is endorsed by Fitch Ratings Limited, a rating agency established in the EEA and registered under the CRA Regulation by the relevant competent authority.

Moody's is not established in the EEA but the rating it has assigned to Morgan Stanley is endorsed by Moody's Investors Service Limited, which is established in the EEA and registered under the CRA Regulation by the relevant competent authority.

R&I is not incorporated in the EEA and is not registered under the CRA Regulation in the EU.

S&P is not established in the EEA but the rating it has assigned to Morgan Stanley is, with effect from 9 April 2012, endorsed by Standard and Poor's Credit Market Services Europe Limited, a rating agency established in the EEA and registered under the CRA Regulation by the relevant competent authority.

8. Indices Disclaimers

S&P 500® Index

The Notes are not sponsored, endorsed, sold or promoted by Standard & Poor's, a division of McGraw-Hill, Inc. ("S&P"). S&P makes no representation or warranty, express or implied, to the holders of the Notes or any member of the public regarding the advisability of investing in securities generally or in the Notes particularly or the ability of the S&P 500® Index to track general stock market performance. S&P's only relationship to the Issuer is the licensing of certain trademarks and trade names of S&P and of the S&P 500® Index which is determined, composed and calculated by S&P without regard to the Issuer or the Notes. S&P has no obligation to take the needs of the Issuer or the holders of the Notes into consideration in determining, composing or calculating the S&P 500® Index. S&P is not responsible for and has not participated in the determination of the timing of, prices at, or quantities of the Notes to be issued or in the determination or calculation of the equation by which the Notes are to be converted into cash. S&P has no obligation or liability in connection with the administration, marketing or trading of the Notes.

S&P DOES NOT GUARANTEE THE ACCURACY AND/OR THE COMPLETENESS OF THE S&P 500® INDEX OR ANY DATA INCLUDED THEREIN AND S&P SHALL HAVE NO LIABILITY FOR ANY ERRORS, OMISSIONS, OR INTERRUPTIONS THEREIN. S&P MAKES NO WARRANTY, EXPRESS OR IMPLIED, AS TO RESULTS TO BE OBTAINED BY THE ISSUER, HOLDERS OF THE NOTES, OR ANY OTHER PERSON OR ENTITY FROM THE USE OF THE S&P 500® INDEX OR ANY DATA INCLUDED THEREIN. S&P MAKES NO EXPRESS OR IMPLIED WARRANTIES, AND EXPRESSLY DISCLAIMS ALL WARRANTIES OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE WITH RESPECT TO THE S&P 500® INDEX OR ANY DATA INCLUDED THEREIN. WITHOUT LIMITING ANY OF THE FOREGOING, IN NO EVENT SHALL S&P HAVE ANY LIABILITY FOR ANY SPECIAL, PUNITIVE, INDIRECT, OR CONSEQUENTIAL DAMAGES (INCLUDING LOST PROFITS), EVEN IF NOTIFIED OF THE POSSIBILITY OF SUCH DAMAGES.

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 - c. THE MERCHANTABILITY AND THE FITNESS FOR A PARTICULAR PURPOSE OR USE OF THE INDEX AND ITS DATA;
- STOXX WILL HAVE NO LIABILITY FOR ANY ERRORS, OMISSIONS OR INTERRUPTIONS IN THE INDEX OR ITS DATA;
- UNDER NO CIRCUMSTANCES WILL STOXX BE LIABLE FOR ANY LOST PROFITS OR INDIRECT, PUNITIVE, SPECIAL OR CONSEQUENTIAL DAMAGES OR LOSSES, EVEN IF STOXX KNOWS THAT THEY MIGHT OCCUR.

THE LICENSING AGREEMENT BETWEEN THE ISSUER AND STOXX IS SOLELY FOR THEIR BENEFIT AND NOT FOR THE BENEFIT OF THE OWNERS OF THE NOTES OR ANY OTHER THIRD PARTIES.

9. **Consent given in accordance with Article 3.2 of the Prospectus Directive**

This Prospectus has been prepared for the purpose of providing information with regard to the Issuer, the Guarantor and the Notes. The Issuer accepts responsibility for the information contained in this Prospectus. To the best of the knowledge and belief of the Issuer (having taken all reasonable care to ensure that such is the case) the information contained in this Prospectus is in accordance with the facts and does not omit anything likely to affect the import of such information. In addition, in the context of any Non-exempt Offer of Notes, the Issuer accepts responsibility in Portugal (the “**Public Offer Jurisdiction**”), for the content of this Prospectus in relation to any person (an “**Investor**”) who purchases any Notes in a Non-exempt Offer made by the Authorised Offeror (as defined below), where that offer is made during the Offer Period (as defined below).

Except in the circumstances described below, the Issuer has not authorised the making of any offer by any offeror and the Issuer has not consented to the use of this Prospectus by any other person in connection with any offer of the Notes in any jurisdiction. Any offer made without the consent of the Issuer is unauthorised and none of the Issuer, the Guarantor nor, for the avoidance of doubt MSI plc (as Distribution Agent) accepts any responsibility or liability in relation to such offer or for the actions of the persons making any such unauthorised offer.

If, in the context of a Non-exempt Offer, an Investor is offered Notes by a person which is not the Authorised Offeror, the Investor should check with such person whether anyone is responsible for this Prospectus for the purpose of the relevant Non-exempt Offer and, if so, who that person is. If an Investor is in any doubt about whether it can rely on this Prospectus and/or who is responsible for its contents, the Investor should take legal advice.

The Issuer consents to the use of this Prospectus in connection with any Non-exempt Offer of Notes in the Public Offer Jurisdiction during the period commencing from (and including) 30 November 2015 to (and including) 18 December 2015 (the “**Offer Period**”) by Banco BPI, S.A. (an “**Authorised Offeror**”).

The Issuer may after the date of this Prospectus appoint further financial intermediaries as Authorised Offerors in respect of the Non-exempt Offer which is the subject of this Prospectus. In such cases, the name of any such further financial intermediary appointed as an Authorised Offeror will be published on the website of the Luxembourg Stock Exchange (www.bourse.lu) by way of an announcement identifying such financial intermediary as an Authorised Offeror.

10. **Arrangements between an Investor and the Authorised Offeror who will distribute the Notes**

None of the Issuer, the Guarantor nor, for the avoidance of doubt, MSI plc (as Distribution Agent) has any responsibility for any of the actions of an Authorised Offeror, including compliance by an Authorised Offeror with applicable conduct of business rules or other local regulatory requirements or other securities law requirements in relation to such offer.

AN INVESTOR INTENDING TO ACQUIRE OR ACQUIRING ANY NOTES FROM AN AUTHORISED OFFEROR WILL DO SO, AND OFFERS AND SALES OF THE NOTES TO SUCH INVESTOR BY AN AUTHORISED OFFEROR WILL BE MADE, IN ACCORDANCE WITH ANY TERMS AND OTHER ARRANGEMENTS IN PLACE BETWEEN THAT AUTHORISED OFFEROR AND SUCH INVESTOR INCLUDING AS TO PRICE, ALLOCATIONS AND SETTLEMENT ARRANGEMENTS (THE “TERMS AND CONDITIONS OF THE NON-EXEMPT OFFER”). THE ISSUER WILL NOT BE A PARTY TO ANY SUCH ARRANGEMENTS WITH SUCH INVESTOR AND, ACCORDINGLY, THIS PROSPECTUS DOES NOT CONTAIN SUCH INFORMATION. THE TERMS AND CONDITIONS OF THE NON-EXEMPT OFFER SHALL BE PROVIDED TO SUCH INVESTOR BY THE RELEVANT AUTHORISED OFFEROR AT THE TIME THE OFFER IS MADE. NEITHER THE ISSUER NOR THE DISTRIBUTION AGENT HAS ANY RESPONSIBILITY OR LIABILITY FOR SUCH INFORMATION.

ANY AUTHORISED OFFEROR USING THIS PROSPECTUS WILL STATE ON ITS WEBSITE THAT IT HAS USED THIS PROSPECTUS IN ACCORDANCE WITH THE TERMS OF THE CONSENT GRANTED TO IT BY THE ISSUER.

PRINCIPAL EXECUTIVE OFFICES OF MORGAN STANLEY

1585 Broadway
New York, New York 10036
United States of America

REGISTERED OFFICE OF MORGAN STANLEY IN DELAWARE

The Corporation Trust Center
1209 Orange Street
Wilmington, Delaware 19801
United States of America

REGISTERED OFFICE OF MORGAN STANLEY B.V.

Luna Arena
Herikerbergweg 238
1101 CM Amsterdam Zuidoost
The Netherlands

PAYING AGENT

Bank of New York Mellon
One Canada Square
London E14 5 AL
United Kingdom

DISTRIBUTOR

Banco BPI, S.A.
Rua Tenente Valadim 284
4100 476 Porto
Portugal

AUDITORS OF MORGAN STANLEY B.V.

Deloitte Accountants B.V.
Gustav Mahlerlaan 2970
1081 LA Amsterdam
The Netherlands

AUDITORS OF MORGAN STANLEY

Deloitte & Touche LLP
30 Rockefeller Plaza
New York, New York 10112-0015
United States of America

SUMÁRIO

Os Sumários são elaborados com base em requisitos de divulgação denominados “Elementos”. Tais elementos são numerados em secções de A – E (A.1-E.7).

O presente Sumário contém todos os Elementos que devem ser incluídos num Sumário para o tipo de valores mobiliários e emitente em causa. A numeração dos Elementos poderá não ser sequencial uma vez que há Elementos cuja inclusão não é, neste caso, exigível.

Ainda que determinado Elemento deva ser inserido no Sumário tendo em conta o tipo de valores mobiliários e emitente, poderá não existir informação relevante a incluir sobre tal Elemento. Neste caso, será incluída no Sumário uma breve descrição do Elemento com a menção “Não Aplicável”.

		Secção A – Introdução e Advertências
A.1	Introdução e Advertências:	O presente sumário deve ser entendido como uma introdução ao Prospeto de Base. Qualquer decisão de investimento nos valores mobiliários deve basear-se numa análise deste Prospeto de Base no seu conjunto pelo investidor. Sempre que for apresentada em tribunal uma queixa relativa à informação contida neste Prospeto de Base, o investidor demandante poderá, nos termos da legislação interna dos Estados-Membros, ter de suportar os custos de tradução deste Prospeto de Base antes do início do processo judicial. Só poderá ser assacada responsabilidade civil às pessoas que tenham apresentado o Sumário, incluindo qualquer tradução do mesmo, mas apenas se o Sumário for enganador, inexato ou incoerente quando lido em conjunto com as outras partes deste Prospeto de Base ou não fornecer, quando lido em conjunto com as outras partes deste Prospeto de Base, as informações fundamentais para ajudar os investidores a decidirem se devem investir nesses valores Mobiliários.
A.2	Consentimento:	O Emitente consente na utilização deste Prospeto Base relativamente a uma oferta ao público dos Valores Mobiliários que não dispense a publicação de prospeto ao abrigo da Diretiva dos Prospetos (Diretiva 2003/71/CE, tal como alterada) (uma “ Oferta Não-isenta ”), em Portugal durante o período de oferta, que se inicia em 30 de Novembro de 2015, inclusive, até 18 de Dezembro de 2015, inclusive, (“ Período de Oferta ”) pelo Banco BPI, S.A. AB (um “ Oferente Autorizado ”). Qualquer Oferente Autorizado que pretenda utilizar o Prospeto de Base relativamente a uma Oferta Não-isenta tal como acima estabelecido, deverá, durante o período da oferta relevante, publicar no seu website que está a utilizar o Prospeto de Base para tal Oferta Não-isenta nos termos do consentimento dado pelo Emitente e com as condições aqui especificadas.
		Secção B – Emitente e Garante
B.1	Denominação jurídica e comercial do Emitente:	Morgan Stanley B.V. (“MSBV”)

B.2	Endereço e forma jurídica do Emitente, legislação ao abrigo da qual o Emitente exerce a sua atividade e país em que está registado:	A MSBV foi constituída como uma sociedade privada de responsabilidade limitada (<i>besloten vennootschap met beperkte aansprakelijkheid</i>) ao abrigo das leis dos Países Baixos. A MSBV está registada no registo comercial da Câmara do Comércio e Indústrias (<i>Kamer van Koophandel</i>) de Amesterdão. Tem a sua sede social em Amesterdão, nos Países Baixos e encontra-se sujeita às leis dos Países Baixos.
B.4b	Tendências:	A atividade da Morgan Stanley, <i>holding</i> final da MSBV, foi no passado e pode continuar a ser no futuro afetada por muitos fatores, como as condições económicas e políticas e acontecimentos geopolíticos; riscos soberanos; as condições de mercado, particularmente nos mercados globais de capital, de rendimento fixo, de crédito e nos mercados de bens, incluindo mercados imobiliários comerciais e dos créditos hipotecários (comercial e residencial); o impacto da legislação atual, pendente e futura (incluindo a Reforma de Wall Street Dodd-Frank e de proteção dos consumidores (a “ Lei Dodd-Frank ”)), da regulação (incluindo necessidades de capital, alavancagem e liquidez), das políticas (fiscais e monetárias) e dos processos judiciais nos Estados Unidos da América (“E.U.A.”) e no mundo; o nível e a volatilidade das ações, o rendimento fixo, e os preços das <i>commodities</i> (incluindo o preço do petróleo), as taxas de juros, taxas de câmbio e outros índices do mercado; a disponibilidade e o custo de crédito e capitais, bem como os ratings atribuídos à dívida de curto e longo prazo da Morgan Stanley; investidores, consumidores e atitude de negócio e confiança nos mercados financeiros; o desempenho das aquisições, desinvestimentos, joint ventures, alianças estratégicas ou outros planos estratégicos da Morgan Stanley; a reputação da Morgan Stanley e a perceção geral da industria dos serviços financeiros; a inflação, os desastres naturais, pandemias e atos de guerra ou terrorismo, as ações e iniciativas de atuais e potenciais concorrentes, bem como dos governos, reguladores e organizações de autorregulação; a eficácia das políticas de gestão do risco da Morgan Stanley; e mudanças tecnológicas e de riscos, nomeadamente riscos de cibersegurança (incluindo ciber-ataques e risco de continuidade da actividade); ou a combinação destes ou outros fatores. Além disso, os desenvolvimentos legislativos, judiciais e regulamentares relacionados com a atividade da Morgan Stanley são suscetíveis de aumentar os custos, afetando assim os resultados das operações. Estes fatores também podem ter um impacto adverso na capacidade da Morgan Stanley para alcançar os seus objetivos estratégicos.
B.5	O grupo e a posição do Emitente no seio do mesmo:	A MSBV não tem subsidiárias. É, em última instância, controlada pela Morgan Stanley.
B.9	Previsão ou estimativa de lucros:	Não aplicável. A MSBV não apresenta previsões ou estimativas de resultados.
B.10	Reservas expressas no relatório de auditoria:	Não aplicável. Não existem reservas expressas no relatório de auditoria da MSBV para os exercícios findos em 31 de dezembro de 201 e 31 de dezembro de 2014].
B.12	Informação	Informação financeira fundamental selecionada relativa à MSBV:

financeira histórica fundamental selecionada:	<i>Demonstração da posição financeira (em milhões de €)</i>	31 Dez. 2013	31 Dez. 2014	Seis meses findos a 30 de junho (não auditada)	
				2014	2015
	<i>Ativo total</i>	8.170.610	8.081.802	10.367.333	9.480.695
	<i>Total do passivo e capital</i>	8.170.610	8.081.802	10.367.333	9.480.695
	<i>Demonstração do rendimento integral (em EUR '000)</i>	31 Dez. 2013	31 Dez. 2014	Seis meses findos a 30 de junho (não auditada)	
				2014	2015
	<i>Resultados (perdas) líquidos dos instrumentos financeiros classificados como detidos para negociação</i>	509.271	185.570	428.918	309.733
	<i>Resultados (perdas) líquidos dos instrumentos financeiros designados pelo justo valor através dos lucros ou perdas</i>	(509.271)	(185.570)	(428.918)	(309.733)
	<i>Resultados antes de impostos</i>	6.094	6.658	3.101	2.603
	<i>Resultados e rendimento integral total para o ano/periodo</i>	4.576	4.993	2.326	1.952
	<p>Não houve alterações materiais e adversas nas projecções da MSBV desde 31 de dezembro de 2014, data das últimas contas anuais auditadas publicadas da MSBV</p> <p>Não aplicável; não houve qualquer alteração significativa na posição financeira ou comercial da MSBV desde 30 de junho de 2015, data da última publicação interna das demonstrações financeiras da MSBV.</p>				
B.13	Acontecimentos recentes com impacto na avaliação da	<p>Não Aplicável. A MSBV considera que nenhum evento em particular e que tenha uma extensão material relevante para a avaliação da sua solvência se verificou desde a publicação das suas últimas demonstrações financeiras anuais publicadas.</p>			

	solvência do Emitente:	
B.14	Dependência de outras entidades do grupo:	Ver o Elemento B.5 para a descrição do grupo e para a posição do Emitente dentro do grupo. A MSBV é, em última instância, controlada pela Morgan Stanley.
B.15	Principais atividades do Emitente:	A atividade principal da MSBV é a emissão de instrumentos financeiros e a cobertura (<i>hedging</i>) de obrigações decorrentes de tais emissões.
B.16	Controlo do Emitente:	A MSBV é controlada, em última instância, pela Morgan Stanley.
B.18	Natureza e âmbito da Garantia:	As obrigações de pagamento da MSBV relativas aos Valores Mobiliários são incondicionalmente e irrevogavelmente garantidas pela Morgan Stanley nos termos da garantia datada de 17 de julho de 2013 (“ Garantia ”) e regida pela lei de Nova Iorque. As obrigações do Garante nos termos da Garantia são obrigações diretas, gerais e sem garantia, que se graduam sem qualquer preferência entre si e, <i>pari passu</i> , com as demais obrigações pendentes, sem garantia e não subordinadas do Garante, presentes e futuras, ainda que, em caso de insolvência, apenas na medida em que seja permitido por lei quanto aos direitos dos credores.
B.19	Informação sobre o Garante:	Ver secção B.19 (B.2) <i>infra</i> .
B.19 (B.1)	Denominação jurídica e comercial do Garante:	Morgan Stanley
B.19 (B.2)	Endereço e forma jurídica do Garante, legislação ao abrigo da qual o Garante exerce a sua atividade e país em que está registado:	A Morgan Stanley foi constituída ao abrigo da lei comercial geral do Estado de Delaware (<i>General Corporation Law of the State of Delaware</i>). Como sociedade financeira <i>holding</i> , é regulada pelo Conselho de Governadores do Sistema da Reserva Federal, ao abrigo do <i>Bank Holding Company Act</i> de 1956, tal como alterado. A Morgan Stanley tem sede social em Delaware, E.U.A.
B.19 (B.4b)	Tendências:	A atividade da Morgan Stanley foi no passado e pode continuar a ser no futuro afetada por muitos fatores, como as condições económicas e políticas e acontecimentos geopolíticos; as condições de mercado, particularmente nos mercados globais de capital, de rendimento fixo, moeda corrente, de crédito e nos mercados de bens, incluindo mercados imobiliários comerciais e dos créditos hipotecários (comercial e residencial); mercado imobiliário e crédito à habitação e mercado da energia; o impacto da legislação atual, pendente e futura (incluindo a Reforma de Wall Street Dodd-Frank), da regulação (incluindo necessidades de capital, alavancagem e liquidez), políticas (fiscais e monetárias) e processos judiciais nos E.U.A. e no mundo; o nível e a volatilidade das ações, o rendimento fixo, e os preços das <i>commodities</i> (incluindo o preço do petróleo), as taxas de juros, taxas de câmbio e outros índices do mercado; a disponibilidade e o custo de crédito e capitais, bem como os ratings atribuídos à dívida de curto e longo prazo da Morgan Stanley; os investidores, consumidores e atitude de negócio e confiança nos mercados

		financeiros; o desempenho das aquisições, desinvestimentos, alienações, joint ventures, alianças estratégicas ou outros planos estratégicos da Morgan Stanley; a reputação da Morgan Stanley e a percepção geral da indústria dos serviços financeiros; a inflação, os desastres naturais, pandemias e atos de guerra ou terrorismo, as ações e iniciativas de atuais e potenciais concorrentes, bem como dos governos, reguladores e organizações de autorregulação; a eficácia das políticas de gestão do risco da Morgan Stanley; e mudanças tecnológicas e de riscos, nomeadamente riscos de cibersegurança (incluindo ataques informáticos e risco de continuação da atividade); ou a combinação destes e outros fatores. Além disso, os desenvolvimentos legislativos, judiciais e regulamentares relacionados com a atividade da Morgan Stanley são suscetíveis de aumentar os custos, afetando assim os resultados das operações. Estes fatores também podem ter um impacto adverso na capacidade da Morgan Stanley para alcançar os seus objetivos estratégicos.																																							
B.19 (B.5)	O grupo e a posição do Garante no seio do mesmo:	A Morgan Stanley é a entidade mãe do grupo que compreende a Morgan Stanley e as suas subsidiárias consolidadas (o " Grupo Morgan Stanley ").																																							
B.19 (B.9)	Previsão ou estimativa de lucros:	Não aplicável. A Morgan Stanley não apresenta previsões ou estimativas de resultados.																																							
B.19 (B.10)	Reservas expressas no relatório de auditoria:	Não Aplicável. Não existem reservas expressas nos relatórios de auditoria das demonstrações financeiras da Morgan Stanley para os exercícios findos a 31 de dezembro de 2013 e 31 de dezembro de 2014, conforme consta do Relatório Anual da Morgan Stanley (<i>Morgan Stanley's Annual Report</i>) na <i>Form</i> 10-K para o exercício findo a 31 de dezembro de 2014.																																							
B.19 (B.12)	Informação financeira histórica fundamental selecionada:	<p>Informação financeira fundamental selecionada relativa à Morgan Stanley:</p> <table border="1"> <thead> <tr> <th rowspan="2">Balanço (<i>em milhões de €</i>)</th> <th rowspan="2">31 Dez. 2013</th> <th rowspan="2">31 Dez. 2014</th> <th colspan="2">Nove meses findos a 30 de Setembro (não auditada)</th> </tr> <tr> <th>2014</th> <th>2015</th> </tr> </thead> <tbody> <tr> <td><i>Ativo total</i></td> <td>832.702</td> <td>801.510</td> <td>814.511</td> <td>834.113</td> </tr> <tr> <td><i>Total do passivo e capital</i></td> <td>832.702</td> <td>801.510</td> <td>814.511</td> <td>834.113</td> </tr> <tr> <th rowspan="2">Demonstrações de Resultados Consolidadas (<i>em milhões de €</i>)</th> <th rowspan="2">31 Dez. 2013</th> <th rowspan="2">31 Dez. 2014</th> <th colspan="2">Nove meses findos a 30 de Setembro (não auditada)</th> </tr> <tr> <th>2014</th> <th>2015</th> </tr> <tr> <td><i>Receita Líquida</i></td> <td>32.493</td> <td>34.275</td> <td>26.511</td> <td>27.417</td> </tr> <tr> <td><i>Resultados de operações antes do imposto</i></td> <td>4.558</td> <td>3.591</td> <td>6.522</td> <td>7.056</td> </tr> <tr> <td><i>Resultado Líquido</i></td> <td>3.613</td> <td>3.667</td> <td>5.253</td> <td>5.343</td> </tr> </tbody> </table> <p>Não houve alterações materiais e adversas nas perspetivas da Morgan Stanley desde 31 de dezembro de 2014, data das últimas contas anuais auditadas publicadas da</p>	Balanço (<i>em milhões de €</i>)	31 Dez. 2013	31 Dez. 2014	Nove meses findos a 30 de Setembro (não auditada)		2014	2015	<i>Ativo total</i>	832.702	801.510	814.511	834.113	<i>Total do passivo e capital</i>	832.702	801.510	814.511	834.113	Demonstrações de Resultados Consolidadas (<i>em milhões de €</i>)	31 Dez. 2013	31 Dez. 2014	Nove meses findos a 30 de Setembro (não auditada)		2014	2015	<i>Receita Líquida</i>	32.493	34.275	26.511	27.417	<i>Resultados de operações antes do imposto</i>	4.558	3.591	6.522	7.056	<i>Resultado Líquido</i>	3.613	3.667	5.253	5.343
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		<p>Morgan Stanley.</p> <p>Não houve qualquer alteração significativa na posição financeira ou comercial da Morgan Stanley desde 31 de dezembro de 2015, data das últimas contas anuais auditadas publicadas da Morgan Stanley.</p>
B.19 (B.13)	Acontecimentos recentes com impacto na solvência do Garante:	<p>Não Aplicável. A Morgan Stanley considera que nenhum evento em particular e que tenha uma extensão material relevante para a avaliação da sua solvência se verificou desde a publicação das suas últimas demonstrações financeiras anuais publicadas.</p>
B.19 (B.14)	Dependência de outras entidades do grupo:	<p>Ver o Elemento B.19 (B.5) <i>supra</i> para a descrição do grupo e para a posição do Garante dentro do Grupo Morgan Stanley.</p> <p>A Morgan Stanley é uma sociedade <i>holding</i> e depende dos pagamentos das suas subsidiárias para financiar os pagamentos de dividendos e para financiar todos os pagamentos das suas obrigações, incluindo obrigações de dívida.</p>
B.19 (B.15)	Principais atividades do Garante:	<p>A Morgan Stanley, uma sociedade financeira <i>holding</i>, é uma empresa de serviços financeiros global que, através das suas subsidiárias e participadas, fornece os seus produtos e serviços a um amplo e diversificado grupo de clientes, incluindo sociedades, governos, instituições financeiras e pessoas singulares. Mantém posições de mercado significativas em cada um dos seus segmentos de negócio — Valores Mobiliários Institucionais (<i>Institutional Securities</i>), Gestão de Património (<i>Wealth Management</i>) e Gestão de Investimentos (<i>Investment Management</i>).</p>
B.19 (B.16)	Controlo do Garante:	<p>Não aplicável; a Morgan Stanley é uma sociedade aberta, admitida à negociação no <i>New York Stock Exchange</i> e não é direta ou indiretamente detida ou controlada por nenhum acionista ou grupo de acionistas associados.</p>
Secção C – Os Valores Mobiliários		
C.1	Tipo e categoria dos Valores Mobiliários e identificação ISIN:	<p>ISIN: XS1322383677.</p> <p>Os Valores Mobiliários não são Valores Mobiliários em que se aplica, ou que se possa aplicar, a liquidação física (“Valores Mobiliários Liquidados em Dinheiro” (<i>Cash Settlement Notes</i>)).</p> <p>Os Juros dos Valores Mobiliários são pagos, tal como descrito no Elemento C.8 <i>infra</i>, calculados por referência ao valor ou performance do índice de ações (“Valores Mobiliários com Taxa de Juro Indexada a Ações”).</p> <p>Os montantes de reembolso pagos relativamente aos Valores Mobiliários são indexados ao valor da performance dos índices de ações (“Valores Mobiliários com Reembolso Indexado a Ações”).</p>
C.2	Moeda em que os Valores Mobiliários são emitidos:	<p>A moeda de emissão dos Valores Mobiliários será em Euros (EUR).</p>

C.5	Restrições à livre transmissibilidade:	<p>Os Valores Mobiliários não podem ser oferecidos ou vendidos nos E.U.A. ou a pessoas qualificáveis como <i>US Persons</i> pelas leis dos E.U.A., nem detidas nos E.U.A. ou por <i>US Persons</i> em nenhum momento. Os Valores Mobiliários não podem ser adquiridos ou detidos, ou adquiridos com os ativos de, qualquer plano de benefícios de empregados (<i>employee benefit plan</i>) sujeito ao <i>Title I of the United States Employee Retirement Income Security Act of 1974</i>, tal como alterado ("ERISA"), qualquer conta individual de reforma ou plano sujeito à <i>Section 4975 of the United States Internal Revenue Code of 1986</i>, ou qualquer entidade cujos ativos subjacentes incluam “planos de ativos” (<i>assets plans</i>) ao abrigo da <i>Section 3(42)</i> da ERISA em resultado de contas individuais de reforma ou respetivos planos de investimento.</p> <p>OS VALORES MOBILIÁRIOS NÃO FORAM NEM SERÃO REGISTADOS AO ABRIGO DO UNITED STATES SECURITIES ACT OF 1933, NA SUA REDACÇÃO ACTUALIZADA (O “SECURITIES ACT”), OU AO ABRIGO DAS LEIS RELATIVAS A VALORES MOBILIÁRIOS DE QUALQUER ESTADO DOS ESTADOS UNIDOS DA AMÉRICA, E ESTÃO SUJEITOS AOS REQUISITOS DAS LEIS FISCAIS DOS ESTADOS UNIDOS DA AMÉRICA. OS VALORES MOBILIÁRIOS NÃO PODEM SER OFERECIDOS, VENDIDOS OU ENTREGUES, EM NENHUMA ALTURA, DIRETA OU INDIRETAMENTE, NOS ESTADOS UNIDOS DA AMÉRICA OU POR CONTA OU EM BENEFÍCIO DE U.S. PERSONS (TAL COMO DEFINIDO NA “REGULATION S” DO SECURITIES ACT).</p>
C.8	Direitos associados aos Valores Mobiliários, Classificações e Restrições desses Direitos:	<p>Direitos associados aos Valores Mobiliários:</p> <p>Juros: Ver <i>infra</i> para juros pagos relativamente aos Valores Mobiliários.</p> <p>Reembolso: Ver <i>infra</i> para o montante de reembolso pago na Data de Vencimento.</p> <p>Lei Aplicável: Os Valores Mobiliários serão regidos e interpretados de acordo com a lei inglesa. A Garantia será regida e interpretada de acordo com a lei de Nova Iorque.</p> <p>Situações de Incumprimento: Se ocorrer uma Situação de Incumprimento, os Valores Mobiliários poderão ser reembolsados antes da Data de Vencimento ao Montante de Reembolso Antecipado se os Titulares de Valores Mobiliários de pelo menos 25% do montante nominal global dos Valores Mobiliários notificarem por escrito o Emitente e declararem que os Valores Mobiliários são imediatamente devidos e pagáveis.</p> <p>O Montante do Reembolso Antecipado será determinado pelo Agente de Determinação como sendo o montante que uma instituição de crédito qualificada (sendo uma instituição financeira constituída ao abrigo das leis de qualquer jurisdição nos EUA, da União Europeia ou do Japão e que satisfaça certos requisitos de notação de crédito, que o Agente de Determinação seleccionar para esse fim, no momento em que o Montante de Reembolso Antecipado deva ser determinado) cobraria de modo a assumir todas as obrigações que tenham como efeito a preservação de equivalente económico ou quaisquer pagamentos do Emitente aos Titulares de Valores Mobiliários relativamente aos Valores</p>

As Situações de Incumprimento aplicáveis aos Valores Mobiliários são as seguintes:

- (1) não pagamento pelo Emitente ou pelo Garante de qualquer montante de capital (no prazo de 7 dias após a data de vencimento) ou de qualquer montante de juros (no prazo de 30 dias após a data de vencimento) relativamente aos Valores Mobiliários;
- (2) incumprimento na execução ou observação pelo Emitente ou pelo Garante relativamente a qualquer uma das suas obrigações (que não de pagamento) ao abrigo dos, ou relativamente aos, Valores Mobiliários e que tal incumprimento não seja sanado durante os 60 dias seguintes (após a notificação por escrito dos Titulares de Valores Mobiliários representativos de pelo menos 25% do montante nominal global dos Valores Mobiliários da Série relevante ao Emitente); e
- (3) se o Emitente se tornar insolvente ou incapaz de pagar as suas dívidas quando vencidas, ou um administrador ou liquidatário do Emitente ou da totalidade, ou uma parte substancial, da empresa, dos ativos e receitas do Emitente for nomeado (exceto os que tenham como propósito uma fusão, reorganização ou reestruturação, enquanto solvente), ou o Emitente tomar qualquer medida para a reestruturação com, ou para o benefício, dos seus credores em geral, ou uma ordem seja dada ou uma deliberação eficaz seja aprovada com o propósito de extinção, liquidação ou dissolução do Emitente (exceto os que tenham como propósito uma fusão, reorganização ou reestruturação, enquanto solvente).

Rendimento (Yield): Não Aplicável. Os Valores Mobiliários não são Valores Mobiliários com Taxa de Juro Fixa.

Procedimento de Pagamento: Enquanto estiverem na forma global, os pagamentos relativos aos valores mobiliários devem ser feitos mediante a apresentação e entrega do certificado de valor mobiliários global, no escritório especificado ou à ordem de um agente pagador. Todos os pagamentos serão efectuados em conformidade com as leis fiscais em vigor no local de apresentação e pagamento.

Representação: Não Aplicável. Não serão nomeados nenhuns representantes de titulares de valores mobiliários de dívida.

Estatuto dos Valores Mobiliários:

Os Valores Mobiliários constituem obrigações gerais e diretas do Emitente e terão a mesma prioridade entre si.

Restrições dos Direitos:

Prescrição. As reclamações de capital e de juros no reembolso relativas aos Valores Mobiliários ficarão sem efeito a menos que os certificados dos Valores Mobiliários relevantes sejam entregues para pagamento no prazo de 10 anos após a data de vencimento do pagamento

VALORES MOBILIÁRIOS AUTOMATICAMENTE EXIGÍVEIS (“AUTOCALL NOTES”) (EXIGIBILIDADE AUTOMÁTICA 2)

Se, em alguma Data de Determinação de Reembolso Antecipado Automático, o Agente de Determinação determinar que o Valor de *Knock-in* é superior ou igual ao Valor de Barreira de Exigibilidade Automática relativamente a essa data de Determinação do Reembolso Antecipado Automático, os Valores Mobiliários serão reembolsados na Data de Reembolso Antecipado Automático imediatamente seguinte a um montante por Montante de Cálculo igual ao produto de (i) Montante de Cálculo e (ii) a Taxa de Reembolso Antecipado Automático.

Em que:

Valor Inicial de Referência: valor do Subjacente Relevante a partir da Data de Exercício;

Valor Final de Referência (Exigibilidade Automática): valor do Subjacente Relevante a partir da Data de Determinação de Reembolso Antecipado Automático relevante;

TERMOS DE DETERMINAÇÃO DO VALOR

Para determinar o Valor Inicial de Referência, o Valor Final de Referência (Exigibilidade Automática) e o Valor do Subjacente Relevante:

O Agente de Determinação determinará o valor do Subjacente Relevante a partir do momento em que o nível de encerramento oficial do Índice é calculado e publicado pelo Responsável do Índice.

VALORES MOBILIÁRIOS AUTOMATICAMENTE EXIGÍVEIS (AUTOCALLABLE NOTES) (REEMBOLSO DE BARREIRA SIMPLES FINAL) (SINGLE BARRIER FINAL REDEMPTION)

Se, na Data de Determinação, o Agente de Determinação determinar que o Valor *Knock-in* é superior ou igual ao Valor de Barreira Final de Reembolso, o Emitente pagará um montante por Montante de Cálculo igual ao produto do Montante de Cálculo e da Taxa Especificada 1.

Em quaisquer outros casos, o Emitente pagará um montante por Montante de Cálculo igual ao produto do Montante de Cálculo e pela soma (A) da Taxa Especificada 2 e (B) do produto da Taxa de Participação e do valor resultante do Valor Final de Referência do Componente do Cabaz com pior performance dividido pelo Valor Inicial de Referência do Componente do Cabaz com pior performance.

Em que:

Valor de Barreira Final de Reembolso: 65% do Valor Inicial de Referência;

Taxa Especificada 1 é de 100%;

Taxa Especificada 2 é de 0%;

Taxa de Participação é de 0%;

Valor Final de Referência é o Valor do Subjacente Relevante na Data de Determinação;

Valor *Knock-in* é o Valor do Subjacente Relevante do Componente de Cabaz com pior performance, determinado de acordo com os Termos de Determinação do Valor abaixo especificados;

Data de Determinação: 10 de Dezembro de 2018;

Valor Inicial de Referência é o Valor do Subjacente Relevante na Data de Exercício;

Data de Exercício: 23 de Dezembro de 2015;

Valor do Subjacente Relevante é o valor do Subjacente Relevante determinado

de acordo com os Termos de Determinação do Valor abaixo especificados; e

Componente do Cabaz com pior performance: Componente do Cabaz determinado pelo Agente de Determinação através da numeração por ordem dos Componentes do Cabaz de acordo com os respectivos valores de cada Componente do Cabaz determinado através da divisão do Valor Final de Referência por cada Valor Inicial de Referência do Componente do Cabaz, começando pelo Componente do Cabaz que tiver o menor valor (Componente do Cabaz 1) e terminando pelo Componente do Cabaz que tiver o maior valor (caso mais do que um Componente do Cabaz tenha o mesmo valor, a ordem deve ser determinada pelo Agente de Determinação) e seleccionando o Componente do Cabaz que tiver o menor valor (Componente do Cabaz 1)

TERMOS DE DETERMINAÇÃO DO VALOR

Para determinar o Valor Inicial de Referência, o Valor Final de Referência e o Valor do Subjacente Relevante:

O Agente de Determinação determinará o valor do Subjacente Relevante a partir do momento em que o nível de encerramento oficial do Índice é calculado e publicado pelo Responsável do Índice.

VALORES MOBILIÁRIOS AUTOMATICAMENTE EXIGÍVEIS (AUTOCALLABLE NOTES) (CUPÃO DE BARREIRA CONDICIONAL) (SINGLE BARRIER FINAL REDEMPTION)

Em cada Data de Observação de Barreira relativa a uma Data de Determinação de Juros, se o Agente de Determinação determinar que o Valor de *Knock-in* é superior ou igual ao Valor de Barreira de Cupão relativa a essa Data de Determinação de Juros, o Emitente pagará o Montante de Cupão na Data de Pagamento de Juros imediatamente seguinte. Caso contrário, não serão pagos quaisquer juros pelo Emitente.

O Montante de Cupão, se pagável, será um montante por Montante de Cálculo calculado pelo Agente de Determinação através da multiplicação da Taxa de Cupão relativa a cada Data de Determinação de Juros e o Montante de Cálculo.

Em que:

Taxa de Cupão: 2.5%;

Valor Inicial de Referência é o Valor do Subjacente Relevante na Data de Exercício;

Data de Exercício: 23 de Dezembro de 2015;

Valor *Knock-in* é o Valor do Subjacente Relevante do Componente do Cabaz com pior performance, determinado de acordo com os Termos de Determinação do Valor

abaixo especificados;

Valor de Barreira do Cupão: é 65% do Valor Inicial de Referência;

Valor Final de Referência (Cupão): é o Valor do Subjacente Relevante em cada Data de Determinação de Juros;

Valor do Subjacente Relevante é o valor do Subjacente Relevante, determinado de acordo com os Termos de Determinação do Valor abaixo especificados;

Data de Pagamento dos Juros: 23 de junho de 2016, 23 de Dezembro de 2016, 23 de junho de 2017, 27 de Dezembro de 2017, 25 de junho de 2018 e 24 de Dezembro de 2018;

Componente do Cabaz com pior performance: Componente do Cabaz determinado pelo Agente de Determinação através da numeração dos Componentes do Cabaz de acordo com os respectivos valores de cada Componente do Cabaz determinado através da divisão do Valor Final de Referência (Cupão) pelo Valor Inicial de Referência;

Data de Observação de Barreira: tal como no Período de Observação de Barreira; e

Datas de Determinação de Juro e o correspondente Período de Observação de Barreira estão estabelecidos no quadro abaixo:

Data de Determinação de Juros	Período de Observação de Barreira
9 de junho de 2016	Cada Dia Habitual de Negociação começa em (exclusive) 23 de dezembro de 2015 e termina em (inclusive) 9 de junho de 2016
9 de dezembro de 2016	Cada Dia Habitual de Negociação começa em (exclusive) 9 de junho de 2016 e termina em (inclusive) 9 de Dezembro de 2016
9 de junho de 2017	Cada Dia Habitual de Negociação começa em (exclusive) 9 de dezembro de 2016 e termina em (inclusive) 9 de junho de 2017
11 dezembro de 2017	Cada Dia Habitual de Negociação começa em (exclusive) 9 de junho de 2017 e termina em (inclusive) 11 de dezembro de 2017
11 de junho de 2018	Cada Dia Habitual de Negociação começa em (exclusive) 11 de dezembro de 2017 e termina em (inclusive) 11 de junho de 2018
10 de dezembro de 2018	Cada Dia Habitual de Negociação começa em (exclusive) 11 de junho de 2018 e termina em (inclusive) 10 de dezembro de 2018

TERMOS DE DETERMINAÇÃO DO VALOR

Para determinar o Valor Inicial de Referência e o Valor do Subjacente Relevante:

		<p>O Agente de Determinação determinará o valor do Subjacente Relevante a partir do momento em que o nível de encerramento oficial do Índice é calculado e publicado pelo Responsável do Índice.</p> <p>Os seguintes eventos perturbadores aplicam-se relativamente ao Subjacente Relevante: Alterações Legislativas e Aumento do Custo de Cobertura de Risco ("Eventos Perturbadores").</p> <p>Os Eventos Perturbadores podem afetar o Subjacente Relevante e levar a ajustamentos e/ou ao reembolso antecipado dos Valores Mobiliários. O Agente de Determinação deverá determinar se os Valores Mobiliários ou quaisquer mercados ou fontes de preços são afetados por tais eventos numa data de avaliação relevante, e poderá fazer ajustamentos aos Valores Mobiliários, ou praticar qualquer outro ato apropriado, para acomodar os ajustamentos ou eventos relevantes relativos ao Subjacente Relevante. Adicionalmente, em determinadas circunstâncias, o Emitente poderá reembolsar ou cancelar os Valores Mobiliários logo após o evento. Nessa situação, relativamente a cada Valor Mobiliário, o Emitente pagará um montante (o qual poderá ser, em determinadas circunstâncias, o justo valor de mercado dos Valores Mobiliários que poderá ser inferior ao valor nominal ou à denominação).</p>
C.11	Admissão à Negociação:	<p>Foi apresentado um pedido de admissão à negociação pelo Emitente (ou por alguém em seu nome) no mercado regulamentado do <i>Luxembourg Stock Exchange</i> para os Valores Mobiliários que sejam admitidos à negociação em mercado regulamentado com efeitos desde a Data de Emissão.</p> <p>Não podem ser dadas garantias de que o pedido de admissão à negociação seja deferido (ou, sendo deferido, que o seja pela Data de Emissão).</p>
C.15	Forma como o valor dos investimentos é afetado pelo Subjacente (salvo se os valores mobiliários tiverem um valor nominal de, pelo menos, 100 000 EUR):	<p>O preço ou valor de mercado dos Valores Mobiliários poderá em qualquer altura ser afetado pelas alterações do valor do Subjacente Relevante aos quais os Valores Mobiliários estão indexados.</p> <p>O montante dos juros e do reembolso a pagar pelos Valores Mobiliários estão dependentes de o valor da performance do Subjacente Relevante não alcançar um limite ou barreira, sendo que um pequeno aumento ou diminuição do valor ou da performance do Subjacente Relevante próximo do limite ou da barreira pode conduzir a um significativo aumento ou diminuição do rendimento dos Valores Mobiliários.</p> <p>Enquanto o montante dos juros a pagar pelos Valores Mobiliários está indexado ao valor ou à performance do Subjacente Relevante numa base diária, o montante de reembolso a pagar pelos Valores Mobiliários está indexado ao valor da performance do Subjacente Relevante numa ou em mais datas e, independentemente do nível do Subjacente Relevante entre estas datas, os valores ou a performance do Subjacente Relevante nestas datas afetarão o valor dos Valores Mobiliários mais do que qualquer outro fator.</p> <p>O valor dos Valores Mobiliários está indexado à performance positiva ou negativa dos Índices.</p> <p>Um aumento do nível dos Índices terá o efeito positivo no valor dos Valores Mobiliários, e a diminuição do nível dos Índices terá um efeito negativo no valor dos Valores Mobiliários.</p>

		O Montante Final de Reembolso a pagar dos Valores Mobiliários está indexado a uma específica percentagem da performance do Subjacente Relevante e os Titulares dos Valores Mobiliários podem não receber o montante inicialmente investido, e podem receber um montante significativamente menor.						
C.16	Data de extinção ou de vencimento dos instrumentos derivados – data de exercício/ data final de referência:	Exceto se anteriormente reembolsados, os Valores Mobiliários serão reembolsados na Data de Vencimento (que ocorre em 24 de Dezembro de 2018) pelo seu Montante de Reembolso Final. O valor ou performance do Subjacente Relevante será determinado por referência à Data de Determinação.						
C.17	Procedimento de liquidação dos instrumentos derivados:	Os Valores Mobiliários são Valores Mobiliários Liquidados em Dinheiro (<i>Cash Settlement Notes</i>) e serão reembolsados pelo pagamento do Montante Final de Reembolso. Na data relevante para o reembolso dos Valores Mobiliários, o Emitente deverá pagar o montante de reembolso relevante por Montante de Cálculo aos Titulares de Valores Mobiliários através do sistema de compensação relevante, e tais montantes deverão ser creditados nas contas dos respetivos Titulares de Valores Mobiliários relevantes detidas nesse sistema de compensação ou junto de um intermediário financeiro que seja membro desse sistema de compensação.						
C.18	Forma como tem lugar o retorno dos instrumentos derivados:	Os Valores Mobiliários não são instrumentos de dívida normais e o montante de reembolso está indexado à performance das ações do índice identificadas como Subjacente Relevante. <table border="1" data-bbox="673 1151 1414 1433"> <thead> <tr> <th>Subjacente Relevante (cada 'Componente do Cabaz' and together the 'Cabaz')</th> <th>Código Bloomberg</th> </tr> </thead> <tbody> <tr> <td>S&P 500 Index</td> <td>SPX Index</td> </tr> <tr> <td>Eurostoxx 50 Index</td> <td>SX5E Index</td> </tr> </tbody> </table> <p>Ver também os Elementos C.8 e C.15 <i>supra</i>.</p>	Subjacente Relevante (cada 'Componente do Cabaz' and together the 'Cabaz')	Código Bloomberg	S&P 500 Index	SPX Index	Eurostoxx 50 Index	SX5E Index
Subjacente Relevante (cada 'Componente do Cabaz' and together the 'Cabaz')	Código Bloomberg							
S&P 500 Index	SPX Index							
Eurostoxx 50 Index	SX5E Index							
C.19	Preço do exercício/ preço final de referência do subjacente:	O Valor Final de Referência para efeitos de determinação da performance de um Subjacente Relevante será determinado pelo Agente de Determinação por referência à pior performance ao nível de um índice de ações.						
C.20	Tipo de subjacente e local em que pode ser consultada a informação sobre o subjacente:	Os Valores Mobiliários são Valores Mobiliários com Taxa de Juro Indexada a Ações. Os Valores Mobiliários são Valores Mobiliários com Reembolso Indexado a Ações. "Subjacente Relevante" significa um "Componente do Cabaz" tal como está estabelecido na tabela acima mencionada em C.18. Ponderação aplicável a cada Componente do Cabaz: Não Aplicável. Informação sobre a performance passada e futura sobre a Informação Relevante acerca da performance passada e futura sobre o Subjacente Relevante e a sua						

		<p>volatilidade pode ser obtida em:</p> <p>(i) Relativamente à S&P 500® Index, Bloomberg Code SPX e http://www.spindices.com/indices/equity/sp-500, e</p> <p>(ii) Relativamente à Eurostoxx 50® Index Bloomberg Code SX5E e https://www.stoxx.com/index-details?symbol=sx5e.</p>
		Secção D – Riscos
D.2	Principais Riscos Específicos do Emitente e do Garante:	<p>Os seguintes fatores de risco afetam a Morgan Stanley e, tendo em conta que a Morgan Stanley é a holding última da MSBV, também têm impacto na MSBV:</p> <p>Risco de Mercado: Os resultados operacionais da Morgan Stanley poderão ser materialmente afetados por flutuações de mercado, pelas condições globais e económicas e outros fatores. A Morgan Stanley pode sofrer reduções de valor adicionais nos seus instrumentos financeiros e outras perdas relacionadas com a volatilidade e iliquidez das condições de mercado. Participações grandes e posições concentradas podem expor a Morgan Stanley a perdas. Estes fatores podem resultar em perdas para a posição ou carteira da Morgan Stanley.</p> <p>Risco de Crédito: A Morgan Stanley está exposta ao risco de terceiros devedores não cumprirem as suas obrigações para com a Morgan Stanley, assim como o incumprimento por parte de uma grande instituição financeira que poderá afetar negativamente os mercados financeiros em geral. Tais fatores têm como consequência o risco de perdas quando um devedor, uma contraparte ou emitente não cumprirem as suas obrigações financeiras para com a Morgan Stanley.</p> <p>Risco Operacional: A Morgan Stanley está exposta a perdas, ou a danos à sua reputação, resultantes de processos inadequados ou falhados, pessoas e sistemas ou a outros eventos externos (por exemplo, fraude, roubo, riscos legais e de <i>compliance</i> ou danos nos seus ativos físicos). A Morgan Stanley pode incorrer em riscos operacionais no âmbito das suas atividades de negócio, incluindo as atividades geradoras de receitas (por exemplo, alienações e negociação) e os grupos de controlo (por exemplo, tecnologias da informação e processamento de transações).</p> <p>Risco de liquidez e financiamento: A liquidez é essencial para os negócios da Morgan Stanley e o financiamento de grande parte das suas operações é provindo de fontes externas. Os custos de endividamento e acesso aos mercados de dívida por parte da Morgan Stanley dependem significativamente das suas notações de crédito. A Morgan Stanley, enquanto sociedade holding, depende dos pagamentos das suas subsidiárias. Adicionalmente, a situação financeira e de liquidez da Morgan Stanley foi no passado, assim como pode vir a ser no futuro, adversamente afetada pelas condições económicas e pelos mercados Norte-Americanos e internacionais. Consequentemente, existe o risco de a Morgan Stanley não conseguir financiar as suas operações devido à perda de acesso aos mercados de capitais ou devido à dificuldade em liquidar os seus ativos.</p> <p>Risco Legal, Regulatório e de Compliance: A Morgan Stanley está sujeita ao risco sanções legais e regulatórias, de perdas financeiras materiais, designadamente multas, penalidades, julgamentos, danos e/ou acordos, ou perdas reputacionais derivadas do não cumprimento dos requisitos legais e regulatórios aplicáveis ou padrões ou de litígios. A Morgan Stanley está sujeita ao risco de inexecutabilidade das obrigações das contrapartes. Adicionalmente, no ambiente atual de rápidas e possíveis alterações regulatórias e potencialmente transformadoras, a Morgan</p>

		<p>Stanley também vê a exposição à mudança regulatória como um risco legal, regulatório e de <i>compliance</i>.</p> <p>Gestão de Risco: As estratégias de cobertura do risco da Morgan Stanley poderão não ser totalmente eficazes a mitigar a sua exposição ao risco em todos os ambientes de mercado ou contra todos os tipos de risco.</p> <p>Ambiente Competitivo: A Morgan Stanley enfrenta uma forte concorrência por parte de outras entidades que prestam serviços financeiros, o que poderá levar a pressões sobre os preços, com efeitos materialmente adversos, afectando, por isso, as suas receitas e rentabilidade. Adicionalmente, os mercados de negociação automatizada podem afectar negativamente o negócio de Morgan Stanley e podem aumentar a concorrência (por exemplo, colocando uma pressão acrescida sobre spreads de compra-venda, comissões, margens de lucro e honorários comparáveis). Por fim, a capacidade da Morgan Stanley para manter e atrair colaboradores qualificados é fundamental para o sucesso de seu negócio e o seu insucesso pode implicar uma afectação material negativa do seu desempenho.</p> <p>Risco Internacional: A Morgan Stanley está sujeita a riscos políticos, económicos, legais, operacionais, de licenciamento, entre outros, resultantes das suas operações internacionais (incluindo riscos de potenciais nacionalizações, expropriações, controlo de preços, controlo de capitais, controlo de câmbios, aumento de impostos e taxas e outros actos governamentais restritivos, bem como situações hostis e instabilidade política e governamental) que poderão ter um impacto negativo no seu desempenho de diversas formas.</p> <p>Risco de Aquisição, de Desinvestimento e de Joint Venture: A Morgan Stanley poderá ser incapaz de obter, na sua totalidade, o valor esperado de aquisições, desinvestimentos, <i>joint ventures</i>, participações minoritárias e alianças estratégicas.</p> <p>Todos os ativos de natureza material da MSBV são obrigações de uma ou mais sociedades do grupo Morgan Stanley e a capacidade da MSBV para cumprir as suas obrigações está dependente de tais sociedades cumprirem as suas obrigações para com a MSBV. No caso das projecções dessas sociedades estejam incorrectas, os detentores de valores mobiliários emitidos pela MSBV estarão, também, expostos ao risco de perdas.</p>
D.6	<p>Prospeto Base com os principais riscos específicos dos Valores Mobiliários e advertência de que os investidores podem perder parte ou a totalidade do seu investimento</p>	<p>ADVERTÊNCIA: OS INVESTIDORES NOS VALORES MOBILIÁRIOS QUE CONSTITUAM VALORES MOBILIÁRIOS DERIVADOS AO ABRIGO DO REGULAMENTO CE/809/2004, NA SUA REDACÇÃO ACTUALIZADA, PODEM PERDER O VALOR TOTAL OU PARCIAL DO SEU INVESTIMENTO.</p> <p>Os valores mobiliários estão sujeitos aos seguintes riscos:</p> <ul style="list-style-type: none"> • OS VALORES MOBILIÁRIOS NÃO SÃO DEPÓSITOS BANCÁRIOS E NÃO ESTÃO GARANTIDOS PELO U.S. FEDERAL DEPOSIT INSURANCE CORPORATION, THE UK FINANCIAL SERVICES COMPENSATIO SCHEME OU QUALQUER OUTRA AGÊNCIA GOVERNAMENTAL, NEM SÃO OBRIGAÇÕES DE, OU GARANTIDAS POR, UM BANCO. • Os investidores podem não receber nenhum, ou receber apenas um limitado montante de juros.

- Os pagamentos podem ocorrer num momento diferente do previsto.
- Os investidores podem perder a totalidade ou uma parte substancial do seu investimento, se o valor/performance do Subjacente Relevante não tiver a evolução esperada.
- Os termos dos Valores Mobiliários diferem dos termos dos valores mobiliários de dívida normais porque os Valores Mobiliários podem não pagar juros e, no vencimento, dependendo da performance do Subjacente Relevante, podem reembolsar um montante inferior ao montante investido, ou nada, ou podem ser reembolsados na forma de ativos e valores mobiliários de um emitente que não seja uma subsidiária do Emitente, e cujo valor pode ser inferior ao montante investido.
- Qualquer pessoa que pretenda usar os Valores Mobiliários como um instrumento de cobertura de risco (*hedge instrument*) deverá compreender que os Valores Mobiliários podem não conferir cobertura de risco (*hedge*) exata a um Subjacente Relevante ou portfolio do qual faça parte o Subjacente Relevante.
- O mercado secundário dos Valores Mobiliários pode ser limitado. Adicionalmente, se os Valores Mobiliários forem negociados em um ou mais sistemas eletrônicos de negociação e estes sistemas se tornarem parcial ou totalmente indisponíveis, isso afetará a capacidade do investidor para negociar os Valores Mobiliários.
- Poderão existir potenciais conflitos de interesse entre o investidor e o Agente de Determinação, que, nos termos dos Valores Mobiliários, pode fazer os ajustamentos que considerar apropriados em consequência de determinados eventos que afetem o Subjacente Relevante, e, ao fazê-lo, pode exercer uma substancial discricionariedade.
- Devido ao fato de os Certificados de Valores Mobiliários Globais (*Global Note Certificates*) poderem ser detidos por, ou por conta de, um sistema de compensação, os investidores terão de confiar nos procedimentos de tal sistema de compensação no que diz respeito às transferências, pagamentos e comunicações com o Emitente relevante.
- Os termos e condições aplicáveis aos Valores Mobiliários permitem que determinadas maiorias vinculem todos os Titulares de Valores Mobiliários, incluindo os que não tenham participado nem votado na assembleia relevante.
- O Emitente poderá celebrar contratos de distribuição com várias instituições

financeiras e outros intermediários conforme determinado pelo Emitente, (i) a quem pode ser paga uma comissão periódica e (ii) que poderão vender os Valores Mobiliários a um preço diferente do preço a que comprem os Valores Mobiliários.

- As normas fiscais federais dos E.U.A. geralmente identificadas como as "FATCA" podem impor uma retenção de imposto na fonte de 30 por cento em pagamentos realizados relativamente aos Valores Mobiliários (incluindo pagamentos feitos pelos intermediários financeiros), exceto se diversas informações e procedimentos de *due diligence* aplicáveis nos E.U.A forem cumpridos. Se a retenção na fonte for necessária, nenhum dos Emitentes, o Garante ou qualquer intermediário será obrigado a pagar quaisquer montantes adicionais relativamente aos montantes assim retidos.
- As normas fiscais federais dos E.U.A. poderão exigir uma retenção de imposto na fonte de até 30% em pagamentos feitos a entidades que não sejam qualificadas como *US Persons* que sejam dependentes ou determinados directa ou indirectamente por referência a dividendos com origem nos E.U.A. Se a retenção na fonte for obrigatória, nenhum Emitente, Garante ou outro intermediário será obrigado a pagar quaisquer montantes adicionais relativamente aos montantes retidos.
- Os Valores Mobiliários podem ser reembolsados antecipadamente se o Emitente ou o Garante forem obrigados a aumentar os montantes a pagar relativos a quaisquer Valores Mobiliários devido a qualquer retenção na fonte ou dedução para, ou por conta de, quaisquer impostos ou taxas presentes ou futuros.
- Se ocorrer uma situação de incumprimento relativa ao Emitente ou ao Garante, o investidor terá um crédito não garantido contra o Emitente ou o Garante (se for o caso) pelo montante devido pelo reembolso antecipado dos Valores Mobiliários.
- Um Emitente poderá alterar os termos e condições dos Valores Mobiliários, da Garantia e do documento de compromissos (*Deed of Covenant*) datado de 17 de julho de 2013 (tal como alterado e aditado ao longo do tempo) relativo aos Valores Mobiliários, entre outros, sem o consentimento dos Titulares de Valores Mobiliários se, na sua opinião, tais alterações não forem materialmente prejudiciais para os Titulares de Valores Mobiliários.
- O preço de mercado dos Valores Mobiliários pode ser muito volátil. Além disso, os investidores dos Valores Mobiliários poderão não receber juros e o pagamento ou o pagamento de capital ou de juros, se aplicável, poderá ocorrer num momento diferente ou numa divisa diferente do esperado. O Subjacente Relevante pode estar sujeito a flutuações significativas que podem não se correlacionar com mudanças nas taxas de juros, divisas ou outros índices. O momento das alterações de um Subjacente Relevante poderá afetar o rendimento real dos investidores, mesmo que o nível médio seja consistente com as suas expectativas. Em geral, quanto mais cedo a alteração no Subjacente Relevante ocorrer, maior o efeito sobre o rendimento.
- É impossível prever a forma como o Subjacente Relevante irá variar ao longo do tempo. O valor da performance passada (se existir) do Subjacente Relevante não indica a performance futura do Subjacente Relevante. Fatores

como a volatilidade, [distribuições aos titulares dos Subjacentes Relevantes,] taxas de juros, prazo remanescente dos Valores Mobiliários ou taxas de câmbio irão influenciar o preço que os investidores irão receber se um investidor vender os seus Valores Mobiliários antes da data do seu vencimento.

- Os custos de cobertura de risco do Emitente ou das suas subsidiárias tendem a ser mais altos quanto menor liquidez tiver o Subjacente Relevante ou quanto maior for a diferença entre o preço de “compra” e o preço de “venda” do Subjacente Relevante ou contratos de derivados relativos ao Subjacente Relevante, o que poderá ter impacto nos pagamentos dos Valores Mobiliários.
- A taxa de câmbio geral e os riscos de controlo de câmbio, incluindo o risco de as taxas de câmbio poderem vir a afetar um investimento nos Valores Mobiliários, o risco de falta de qualquer controlo do Emitente nas taxas de câmbio e do risco de algumas divisas poderem tornar-se indisponíveis e da utilização de um método de pagamento alternativo se a divisa de pagamento se tornar indisponível.
- O Agente de Determinação poderá determinar que um Evento de Perturbação ocorreu e tais eventos podem afetar o Subjacente Relevante e levar a ajustamentos e/ou ao reembolso antecipado dos Valores Mobiliários.
- Os Índices são compostos por uma carteira sintética de outros ativos, e a sua performance pode estar dependente da performance de tais ativos. Os rendimentos dos Valores Mobiliários não refletem um investimento direto em ações subjacentes ou outros ativos que integram o Índice. Uma alteração na composição ou a descontinuação de um Índice poderá afetar de forma negativa o valor de mercado dos Valores Mobiliários. Os Valores Mobiliários não são vendidos ou promovidos por um Índice ou pelo responsável por esse Índice. O Emitente ou as suas subsidiárias não são responsáveis pelas ações ou omissões do responsável de um Índice, por qualquer informação relativa a um Índice, pelo desempenho desse Índice ou pela sua utilização relativamente aos Valores Mobiliários.
- Os investidores assumem o risco da performance de cada um dos Componentes do Cabaz. Uma elevada correlação dos Componentes do Cabaz pode ter um efeito significativo nos montantes a pagar. A performance negativa de um único Componente do Cabaz pode prevalecer sobre a performance positiva de um ou mais Componentes do Cabaz.
- Os montantes a pagar relativos aos Valores Mobiliários estão indexados ao valor / performance do Componente Cabaz com pior performance, independentemente do valor / performance dos outros Componentes do Cabaz.
- O pagamento de montantes de juros, reembolso e reembolso antecipado dos Valores Mobiliários é subordinado ao valor ou performance do Subjacente Relevante ser superior ou igual a um valor de barreira especificado e se tal condição (a “**condição de barreira**”) não estiver satisfeita, então o valor dos juros a pagar será zero. Além disso, a condição de barreira tem de ser satisfeita pelo valor / performance do Componente do Cabaz com pior performance, independentemente do desempenho dos outros Componentes do Cabaz.

		<ul style="list-style-type: none"> Os Valores Mobiliários serão reembolsados antecipadamente se o Valor do Subjacente Relevante do Componente do Cabaz com pior performance, em qualquer Data de Avaliação de Reembolso Antecipado Automático, for superior ou igual ao valor de barreira especificado. Um investimento nos Valores Mobiliários comporta o risco de o Emitente ou de o Garante não ser capaz de cumprir as suas obrigações relativamente aos Valores Mobiliários no momento do vencimento ou antes do vencimento dos Valores Mobiliários. Em determinadas circunstâncias, os titulares podem perder a totalidade ou uma parte substancial do seu capital ou investimento.
		Secção E – Oferta
E.2b	Razões para a Oferta e Afetação de Receitas:	As receitas líquidas de cada emissão de Valores Mobiliários serão utilizadas pelo Emitente para fins societários gerais e/ou no âmbito de cobertura de risco das suas obrigações decorrentes dos Valores Mobiliários.
E.3	Termos e Condições da Oferta:	<p><i>Condições, estatísticas da oferta, calendário previsto e medidas necessárias para participar na oferta</i></p> <p>O montante total da oferta é até € 50.000.000,00.</p> <p>As ofertas de Valores Mobiliários estão subordinadas à sua emissão.</p> <p>O Período de Oferta é o período desde, e inclusive, 30 de Novembro de 2015 a, e inclusive, 18 de Dezembro de 2015.</p> <p><i>Descrição do método e dos limites temporais para o pagamento dos valores mobiliários e para a entrega dos valores mobiliários</i></p> <p>Os Valores Mobiliários serão emitidos na Data de Emissão contra o pagamento ao Emitente do montante líquido de subscrição.</p> <p><i>Plano de distribuição e atribuição</i></p> <p>Os Valores Mobiliários são oferecidos a exclusivamente ao Banco BPI S.A. na sua qualidade de Distribuidor.</p> <p><i>Preço</i></p> <p>Os Valores Mobiliários serão oferecidos ao Preço de Emissão, que é 100%.</p> <p><i>Colocação e Subscrição</i></p> <p>Agente de Determinação: Morgan Stanley & Co. International plc</p>
E.4	Interesses Significativos para a Emissão:	Com sujeição aos potenciais conflitos entre o investidor e o Agente de Determinação, quando a MSI plc e outras participadas e subsidiárias da Morgan Stanley realizam operações de cobertura de risco ou de transações, cada uma da Morgan Stanley, da MSBV e da Morgan Stanley & Co International plc não têm interesses materiais na emissão.
E.7	Despesas estimadas cobradas ao investidor pelo	Não se estima existirem despesas cobradas ao investidor pelo Emitente ou pelo Oferente Autorizado.

	Emitente ou oferente:	
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