

## THIRD BASE PROSPECTUS SUPPLEMENT

Morgan Stanley

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

### BASE PROSPECTUS FOR THE ISSUANCE OF NOTES, SERIES A AND SERIES B UNDER THE REGULATION S PROGRAM FOR THE ISSUANCE OF NOTES, SERIES A AND B, WARRANTS AND CERTIFICATES

Morgan Stanley (“**Morgan Stanley**” or the “**Issuer**”), has prepared this third base prospectus supplement (the “**Third Base Prospectus Supplement**”) to supplement and be read in conjunction with the base prospectus dated 19 July 2022 of Morgan Stanley (the “**Base Prospectus**”) as supplemented by the first supplement to the Base Prospectus dated 24 August 2022 and the second supplement to the Base Prospectus dated 3 November 2022) relating to the Regulation S Program for the Issuance of Notes, Series A and Series B, Warrants and Certificates.

This Third Base Prospectus Supplement has been approved by the Luxembourg *Commission de Surveillance du Secteur Financier* (the “**CSSF**”), as competent authority under Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”) and constitutes a supplement for the purposes of Article 23(1) of the Prospectus Regulation.

The CSSF only approves this Third Base Prospectus Supplement as meeting the standard of completeness, comprehensibility and consistency imposed by the Prospectus Regulation and the CSSF gives no undertaking as to the economic and financial soundness of any transaction or the quality or solvency of the Issuer. Such approval should not be considered as an endorsement of the Issuers or the quality of the Notes that are the subject of this Third Base Prospectus Supplement.

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

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

The purpose of this Third Base Prospectus Supplement is to:

- (a) disclose the publication by Morgan Stanley of its Quarterly Report on Form 10-Q for the quarterly period ended 30 September 2022 (the “**Morgan Stanley September 2022 Form 10-Q**”);
- (b) incorporate the Morgan Stanley September 2022 Form 10-Q by reference into the Base Prospectus, as set out in “Part A” of this Third Base Prospectus Supplement;
- (c) incorporate the tenth supplement to the Registration Document of Morgan Stanley, Morgan Stanley & Co. International plc, Morgan Stanley B.V. and Morgan Stanley Finance LLC dated 16 November 2022 (the “**Tenth Supplement to the Registration Document**”) by reference into the Base Prospectus, as set out in “Part A” of this Third Base Prospectus Supplement;
- (d) make certain amendments to the “*Selected Financial Information of Morgan Stanley*” section in the Base Prospectus pursuant to the publication of the Morgan Stanley September 2022 Form 10-Q, as set out in “Part B” of this Third Base Prospectus Supplement; and

- (e) make certain amendments to the “*General Information*” section in the Base Prospectus pursuant to the publication of the Morgan Stanley September 2022 Form 10-Q, as set out in “Part C” of this Third Base Prospectus Supplement.

In accordance with Article 23.2(a) of the Prospectus Regulation, investors who have agreed to purchase or subscribe for, or have applied to purchase or subscribe for, any Notes prior to the publication of this Third Base Prospectus Supplement and where Securities had not yet been delivered to the investors at the time when the significant new factor, material mistake or material inaccuracy arose or was noted, shall have the right, exercisable within three Business Days following the date of publication of this Third Base Prospectus Supplement, to withdraw their acceptances or applications by notice in writing to the relevant Issuer or Manager, as the case may be. The final date within which such right of withdrawal must be exercised is 22 November 2022.

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

Morgan Stanley accepts responsibility for the information contained in this Third Base Prospectus Supplement. To the best of the knowledge and belief of Morgan Stanley, the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

This Third Base Prospectus Supplement is available for viewing, and copies may be obtained from, the officers of the Issuers and the Paying Agents.

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

The Morgan Stanley September 2022 Form 10-Q is available on Morgan Stanley’s website at <https://sp.morganstanley.com/EU/Download/GeneralDocument?documentID=fb69b8d4-14d7-413d-b86d-c880df10a05f>.

The Tenth Supplement to the Registration Document is available on Morgan Stanley’s website at <https://sp.morganstanley.com/EU/Download/GeneralDocument?documentID=78595ff9-bad1-4a19-bb66-02fe55b2c5c2>.

17 November 2022

**MORGAN STANLEY**

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## PART A – INCORPORATION BY REFERENCE

This Third Base Prospectus Supplement incorporates by reference the Morgan Stanley September 2022 Form 10-Q and the Tenth Supplement to the Registration Document, and supplements the section entitled “*Incorporation by Reference*” contained on pages 29-39 of the Base Prospectus.

The information incorporated by reference must be read in conjunction with the cross-reference table below which supplements the table of information incorporated by reference in the section entitled “*Incorporation by Reference*” contained on pages 29-39 of the Base Prospectus.

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

Document filed	Information incorporated by reference	Page
Morgan Stanley September 2022 Form 10-Q	(1) Financial Information	1-70
<a href="https://sp.morganstanley.com/EU/Download/GeneralDocument?documentID=fb69b8d4-14d7-413d-b86d-c880df10a05f">https://sp.morganstanley.com/EU/Download/GeneralDocument?documentID=fb69b8d4-14d7-413d-b86d-c880df10a05f</a>	(2) Management's Discussion and Analysis of Financial Condition and Results of Operations	1 – 26
	(3) Quantitative and Qualitative Disclosures about Risk	27 – 34
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	Tenth Supplement to the Registration Document of Morgan Stanley, Morgan Stanley & Co. International plc, Morgan Stanley B.V. and Morgan Stanley Finance LLC dated 16 November 2022	(1) Part B – Amendments to the “Information Incorporated by Reference” Section
<a href="https://sp.morganstanley.com/EU/Download/GeneralDocument?documentID=78595ff9-bad1-4a19-bb66-02fe55b2c5c2">https://sp.morganstanley.com/EU/Download/GeneralDocument?documentID=78595ff9-bad1-4a19-bb66-02fe55b2c5c2</a>	(2) Part C – Amendments to the “Description of Morgan Stanley” Section	6

Any non-incorporated parts of the documents referred to herein are either deemed not relevant for an investor or are otherwise covered elsewhere in the Base Prospectus.

<b>Document filed</b>	<b>Information not incorporated by reference</b>	<b>Page</b>
Morgan Stanley September 2022 Form 10-Q	Available Information	ii
	Risk Factors	72
	Exhibits	73
Tenth Supplement to the Registration Document of Morgan Stanley, Morgan Stanley & Co. International plc, Morgan Stanley B.V. and Morgan Stanley Finance LLC dated 16 November 2022	Part A – Incorporation by Reference	4

**PART B – AMENDMENTS TO THE “SELECTED FINANCIAL INFORMATION OF MORGAN STANLEY” SECTION**

1. The Section entitled “*Selected Financial Information of Morgan Stanley*” on page 26 of the Base Prospectus shall be deemed to be deleted in its entirety and replaced with the following:

**SELECTED FINANCIAL INFORMATION OF MORGAN STANLEY**

*This section contains selected financial information of Morgan Stanley relating to the years ended 31 December 2021 and 31 December 2020 and the nine months ended 30 September 2022 and 30 September 2021.*

*The information in respect of the years ended 31 December 2021 and 31 December 2020 set out below is derived from the audited financial statements included in Morgan Stanley's Annual Report on Form 10-K for the year ended 31 December 2021.*

*The information in respect of the three months ended 30 September 2022 and 30 September 2021 set out below is derived from the unaudited financial statements included in Morgan Stanley's Quarterly Reports on Form 10-Q for the quarterly periods ended 30 September 2022 and 30 September 2021, respectively.*

<i>Consolidated Balance Sheet (U.S.\$ in millions)</i>	<i>At 31 December 2021</i>	<i>At 31 December 2020</i>	<i>At 30 September 2022 (unaudited)</i>	<i>At 30 September 2021 (unaudited)</i>
<i>Total assets</i>	1,188,140	1,115,862	1,160,029	1,190,476
<i>Total liabilities and equity</i>	1,188,140	1,115,862	1,160,029	1,190,476

<i>Consolidated Income Statements (U.S.\$ in millions)</i>	<i>2021</i>	<i>2020</i>	<i>Nine months ended 30 September 2022 (unaudited)</i>	<i>Nine months ended 30 September 2021 (unaudited)</i>
<i>Net revenues</i>	59,755	48,757	40,919	45,231
<i>Income before provisions for income taxes</i>	19,668	14,418	11,295	14,784
<i>Net income</i>	15,120	11,179	8,913	11,404

## PART C – AMENDMENTS TO THE “GENERAL INFORMATION” SECTION

1. Sub-paragraph (d) under the heading “*Documents available*” set out on page 204 of the Base Prospectus shall be deemed to be deleted in its entirety and the following substituted therefor:

“(d) *Morgan Stanley’s Annual Report on Form 10-K for the year ended 31 December 2021, Morgan Stanley’s Current Reports on Form 8-K dated 19 January 2022, 14 April 2022, 14 July 2022, and 14 October 2022, Morgan Stanley’s Quarterly Reports on Form 10-Q for the quarterly periods ending 31 March 2022, 30 June 2022 and 30 September 2022, and Morgan Stanley’s Proxy Statement dated 8 April 2022;*”

2. The paragraph under the heading titled “*No material adverse change in prospects and no significant change in the financial performance and financial position*” set out on page 205 of the Base Prospectus shall be deemed to be deleted in its entirety and replaced with the following:

***“No material adverse change in prospects and no significant change in the financial performance and financial position***

*There has been no material adverse change in the prospects of Morgan Stanley since 31 December 2021, the date of the last published annual audited financial statements of Morgan Stanley.*

*There has been no significant change in the financial performance and financial position of Morgan Stanley since 30 September 2022, the date of the latest published interim (unaudited) financial statements of Morgan Stanley.”*

3. The paragraph under the heading titled “*Legal and arbitration proceedings*” set out on page 205 of the Base Prospectus shall be deemed to be deleted in its entirety and replaced with the following:

*“Save as disclosed in:*

*(a) the paragraphs beginning with "Legal" under the heading "Contingencies" under the heading "Commitments, Guarantees and Contingencies" in "Notes to Consolidated Financial Statements" at pages 117-119 and the section entitled "Legal Proceedings" at pages 145-148 of Morgan Stanley's Annual Report on Form 10-K for the year ended 31 December 2021;*

*(b) the paragraphs beginning with "Legal" under the heading "Contingencies" under the heading "Commitments, Guarantees and Contingencies" in "Notes to Consolidated Financial Statements (Unaudited)" on pages 54 – 55 and the section entitled “Legal Proceedings” at page 66 of Morgan Stanley's Quarterly Report on Form 10- Q for the quarterly period ended 31 March 2022; and*

*(c) the paragraphs beginning with "Legal" under the heading "Contingencies" under the heading "Commitments, Guarantees and Contingencies" in "Notes to Consolidated Financial Statements (Unaudited)" on page 59, and the section entitled “Legal Proceedings” on page 71, of Morgan Stanley's Quarterly Report on Form 10- Q for the quarterly period ended 30 June 2022;*

*(d) the paragraphs beginning with "Legal" under the heading "Contingencies" under the heading "Commitments, Guarantees and Contingencies" in "Notes to Consolidated Financial Statements (Unaudited)" on pages 59-60, and the section entitled “Legal Proceedings” on page 72, of Morgan Stanley's Quarterly Report on Form 10- Q for the quarterly period ended 30 September 2022; and*

*(e) the sub-section entitled “7. Legal Proceeding and Contingencies” under the section entitled “Description of Morgan Stanley” at pages 57-58 of the Registration Document (as supplemented from time to time),*

*other than those disclosed in the audited financial statements or the interim (unaudited) financial statements, there are no, nor have there been, any governmental, legal or arbitration proceedings involving Morgan Stanley (including any such proceedings which are pending or threatened of which Morgan Stanley is aware) during the 12-month period before the date of this Base Prospectus which may have, or have had in the recent past, a significant effect on the financial position or profitability of Morgan Stanley.”*

4. The fourth paragraph under the sub-section entitled “**Credit Ratings**” set out on page 200 of the Base Prospectus shall be deemed to be deleted in its entirety and replaced with the following:

“The credit rating of Morgan Stanley's short-term and long-term debt is (i) R-1 (middle) and A (high), with a stable outlook, by DBRS, Inc. ("**DBRS**") (ii) F1 and A+, with a stable outlook, by Fitch Ratings, Inc ("**Fitch**"), (iii) P-1 and A1, with a stable outlook, by Moody's Investors Service, Inc. ("**Moody's**"), (iv) a-1 and A, with a stable outlook, by Rating and Investment Information, Inc. ("**R&I**"); and (v) A-2 and A- with a stable outlook, by Standard & Poor's Financial Services LLC through its business unit Standard & Poor's Global Ratings ("**S&P**").