

THIRD OFFERING CIRCULAR SUPPLEMENT

Morgan Stanley

*as issuer and guarantor
(incorporated under the laws of the State of Delaware in the United States of America)*

MORGAN STANLEY FINANCE LLC

*as issuer
(formed under the laws of the State of Delaware in the United States of America)*

Regulation S Program for the Issuance of Notes, Series A and B, Warrants and Certificates

Morgan Stanley (“**Morgan Stanley**”) and Morgan Stanley Finance LLC, a wholly-owned finance subsidiary of Morgan Stanley (“**MSFL**”, together with Morgan Stanley, the “**Issuers**”), and Morgan Stanley, in its capacity as guarantor (in such capacity, the “**Guarantor**”) have prepared this third offering circular supplement (the “**Third Offering Circular Supplement**”) to supplement and be read in conjunction with the offering circular for non-principal protected securities dated 10 April 2017 (the “**Offering Circular**”) as supplemented by the first supplement to the Offering Circular dated 18 May 2017 (the “**First Offering Circular Supplement**”) and the second supplement to the Offering Circular dated 12 June 2017 (the “**Second Offering Circular Supplement**”) published in relation to the Issuers’ Regulation S Program for the Issuance of Notes, Series A and B, Warrants and Certificates.

This Third Offering Circular Supplement has been approved by:

- (i) the Irish Stock Exchange as supplementary listing particulars, pursuant to the listing and admission to trading rules of the Irish Stock Exchange, for the purpose of providing information with regard to the Issuers and the Guarantor for the purposes of admitting Program Securities to the Official List of the Irish Stock Exchange and trading on its Global Exchange Market. The Global Exchange Market is the exchange regulated market of the Irish Stock Exchange and is not a regulated market for the purposes of Directive 2004/39/EC;
- (ii) the SIX Swiss Exchange pursuant to points 12 et seq. of the directive of the SIX Swiss Exchange on the listing of notes for the purpose of giving certain information with regard to the Issuers and the Guarantor; and
- (iii) the Luxembourg Stock Exchange pursuant to Regulation 809/2004 (as amended) of the European Commission and the appendices to the Rules and Regulations of the Luxembourg Stock Exchange, to be admitted to trading on the Luxembourg Stock Exchange’s Euro MTF market and to the Official List of the Luxembourg Stock Exchange, for the purpose of providing information with regard to the Issuers and the Guarantor. The Luxembourg Stock Exchange’s Euro MTF market is not a regulated market for the purposes of Directive 2004/39/EC.

Warning: This Third Offering Circular Supplement does not constitute a “supplement” for the purposes of Directive 2003/71/EC (as amended by Directive 2010/73/EU, the “**Prospectus Directive**”), and this Third Offering Circular Supplement, the Second Offering Circular Supplement and the Offering Circular have been prepared on the basis that no prospectus shall be required under the Prospectus Directive for any Program Securities to be offered and sold under the Offering Circular. The Offering Circular, the First Offering Circular Supplement, the Second Offering Circular Supplement, and this Third Offering Circular Supplement have not been approved or reviewed by any regulator which is a competent authority under the Prospectus Directive in the European Economic Area (the “**EEA**”).

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

The purpose of this Third Offering Circular Supplement is to:

- (a) disclose the publication by Morgan Stanley of its Quarterly Report on Form 10-Q for the quarterly period ended 30 June 2017 (the “**Morgan Stanley June 2017 10-Q**”) and incorporate by reference, as set out in “Part A” of this Third Offering Circular Supplement;
- (b) disclose the publication of the first supplement to the Registration Document of Morgan Stanley, Morgan Stanley & Co. International plc, Morgan Stanley B.V. and Morgan Stanley Finance LLC dated 25 August 2017 (the “**First Registration Document Supplement**”) and incorporate by reference certain sections of the First Registration Document Supplement as set out in “Part A” of this Third Offering Circular Supplement; and; and
- (c) make certain consequential amendments to the Offering Circular (as supplemented by the First Offering Circular Supplement and the Second Offering Circular Supplement) pursuant to the publication of the Morgan Stanley June 2017 10-Q and the First Registration Document Supplement as set out in “Part B” of this Third Offering Circular Supplement.

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

Each of the Responsible Persons confirms that save as disclosed in this Third Offering Circular Supplement, no significant new factor, material mistake or inaccuracy relating to information included in the Offering Circular has arisen since the publication of the Offering Circular (as supplemented by the First Offering Circular Supplement and the Second Offering Circular Supplement).

Any information or documents incorporated by reference into the Morgan Stanley June 2017 10-Q does not form part of this Third Offering Circular Supplement and any information or documents which are not incorporated by reference are either not relevant for the investor or covered in another part of this Third Offering Circular Supplement.

This Third Offering Circular Supplement, the Morgan Stanley June 2017 10-Q and the First Registration Document Supplement are available for viewing and copies may be obtained from the offices of the Issuers and the Paying Agents.

This Third Offering Circular Supplement and the First Registration Document Supplement are 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.

The Morgan Stanley June 2017 10-Q is available on Morgan Stanley's website at <http://www.morganstanley.com/about-us-ir> and on the website of the Luxembourg Stock Exchange at www.bourse.lu.

31 August 2017

MORGAN STANLEY

MORGAN STANLEY FINANCE LLC

PART A - INCORPORATION BY REFERENCE

This Third Offering Circular Supplement incorporates by reference the Morgan Stanley June 2017 10-Q and the First Registration Document Supplement and supplements the section entitled “*Incorporation by Reference*” contained on pages 28-31 of the Offering Circular.

This Third Offering Circular Supplement and the First Registration Document Supplement are 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.

The Morgan Stanley June 2017 10-Q is available on Morgan Stanley's website at <http://www.morganstanley.com/about-us-ir> and on the website of the Luxembourg Stock Exchange at www.bourse.lu.

The information incorporated by reference must be read in conjunction with the cross-reference table below which supplements the table of information incorporated by reference in the section entitled “*Incorporation by Reference*” contained on pages contained on pages 28-31 of the Offering Circular.

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

Document filed	Information incorporated by reference	Page(s)
Morgan Stanley		
Quarterly Report on Form 10-Q for the quarterly period ended 30 June 2017	(1) Management's Discussion and Analysis of Financial Condition and Results of Operations	1-30
	(2) Quantitative and Qualitative Disclosures about Market Risk	31-40
	(3) Controls and Procedures	41
	(4) Report of Independent Registered Public Accounting Firm	42
	(5) Consolidated Financial Statements and Notes	43-92
	(6) Consolidated Income Statements (Unaudited)	43
	(7) Consolidated Comprehensive Income Statements (Unaudited)	44
	(8) Consolidated Balance Sheets (Unaudited at 30 June 2017)	45
	(9) Consolidated Statements of Changes in Total Equity (Unaudited)	46
	(10) Consolidated Cash Flow Statements (Unaudited)	47
	(11) Notes to Consolidated Financial Statements (Unaudited)	48-92
	(12) Financial Data Supplement (Unaudited)	93-95
	(13) Legal Proceedings	96-97
	(14) Unregistered Sales of Equity Securities and Use of Proceeds	98

(15) Signatures	99
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Morgan Stanley

First Registration Document Supplement of Morgan Stanley, Morgan Stanley & Co. International plc, Morgan Stanley B.V. and Morgan Stanley Finance LLC dated 25 August 2017	(1) Part B – Consequential Amendments to the Registration Document	3-4
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Any non-incorporated parts of a document referred to herein are either deemed not relevant for an investor or are otherwise covered elsewhere in the Offering Circular.

PART B – OTHER CONSEQUENTIAL AMENDMENTS TO THE OFFERING CIRCULAR

The Offering Circular is hereby amended as follows:

- The section entitled “*Selected financial information of Morgan Stanley*” on pages 1-2 of the Offering Circular under “*Summary*” shall be deemed to be deleted in its entirety and replaced by the following:

Selected financial information of Morgan Stanley:

Consolidated Balance Sheets (U.S.\$ in millions)	At 31 December 2015	At 31 December 2016	At 30 June (unaudited)	
			2016	2017
<i>Total assets</i>	787,465	814,949	828,873	841,016
<i>Total liabilities and equity</i>	787,465	814,949	828,873	841,016

Consolidated Income Statements (U.S.\$ in millions)	2015	2016	Six months ended 30 June (unaudited)	
			2016	2017
<i>Net revenues</i>	35,155	34,631	16,701	19,248
<i>Income from continuing operations before income taxes</i>	8,495	8,848	4,221	5,450
<i>Net income</i>	6,279	6,123	2,803	3,762

- On page 289 of the Offering Circular, paragraph 2(a) under the heading “*No significant change in the financial or trading position*” shall be deemed to be deleted in its entirety and replaced by the following:

“(a) *Morgan Stanley, since 30 June 2017, the date of the latest published interim (unaudited) financial statements of Morgan Stanley; and*”

- The first paragraph in the subsection titled “*Legal and arbitration proceedings*” set out on 289 of the Offering Circular shall be deemed to be deleted in its entirety and replaced with the following:

“*Legal and arbitration proceedings*”

Save as disclosed in:

- the section entitled "Legal Proceedings" in Part I - Item 3 at pages 23-28 and in the paragraphs beginning with "Legal" under the heading "Contingencies" under the heading "Commitments, Guarantees and Contingencies" in "Notes to Consolidated Financial Statements" in Part II – Item 8 (Note 12) at pages 156-160 of Morgan Stanley's Annual Report on Form 10-K for the year ended 31 December 2016 (the "Form 10-K");*

- (b) the paragraphs beginning with "Legal" under the heading "Contingencies" under the heading "Commitments, Guarantees and Contingencies" in "Notes to Consolidated Financial Statements (Unaudited)" at pages 75-78 and the section entitled "Legal Proceedings" at page 91 of Morgan Stanley's Quarterly Report on Form 10-Q for the quarterly period ended 31 March 2017;*
- (c) the Registration Document dated 9 June 2017 (as supplemented by the First Registration Document Supplement dated 25 August 2017); and*
- (d) the paragraphs beginning with "Legal" under the heading "Contingencies" under the heading "Commitments, Guarantees and Contingencies" in "Notes to Consolidated Financial Statements (Unaudited)" at pages 78-81 and the section entitled "Legal Proceedings" at pages 96-97 of Morgan Stanley's Quarterly Report on Form 10-Q for the quarterly period ended 30 June 2017;*

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 or the Morgan Stanley Group."