

FOURTH SUPPLEMENT TO THE REGISTRATION DOCUMENT

Morgan Stanley

MORGAN STANLEY

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

MORGAN STANLEY & CO. INTERNATIONAL PLC

(incorporated with limited liability in England and Wales)

MORGAN STANLEY B.V.

(incorporated with limited liability in the Netherlands)

and

MORGAN STANLEY FINANCE LLC

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

Morgan Stanley, Morgan Stanley & Co. International plc (“**MSI plc**”), Morgan Stanley B.V. (“**MSBV**”) and Morgan Stanley Finance LLC (“**MSFL**”) have prepared this fourth supplement to the registration document (the “**Fourth Registration Document Supplement**”) to supplement and be read in conjunction with the registration document dated 10 December 2021 (as supplemented by the first supplement to the Registration Document dated 8 February 2022, the second supplement to the Registration Document dated 3 March 2022, and the third supplement to the Registration Document dated 21 March 2022, the “**Registration Document**”).

This Fourth Registration Document 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**”), as a supplement to the Registration Document issued in compliance with Article 10(1) of the Prospectus Regulation for the purposes of providing information concerning certain risk factors with regard to Morgan Stanley, MSI plc, MSBV and MSFL as issuers or obligors in respect of debt or derivative securities.

The CSSF only approves this Fourth Registration Document 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 issuers. Such approval should not be considered as an endorsement of the issuers that are the subject of this Fourth Registration Document Supplement.

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

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

The Registration Document is intended to form part of a prospectus prepared in compliance with the Prospectus Regulation and should be read and construed with this Fourth Registration Document Supplement, and any supplement hereto, together with all documents incorporated by reference into it, the other parts of such relevant prospectus or, as the case may be, securities note containing disclosure in relation to any issue of debt or derivative securities by any of Morgan Stanley, MSI plc, MSBV or MSFL (or for which any of Morgan Stanley, MSI plc, MSBV or MSFL is an obligor) and, where appropriate, the final terms containing information with respect to such debt or derivative securities. This includes, without limitation: (i) the Regulation S Program for the Issuance of Notes, Series A and B, Warrants and Certificates pursuant to an offering circular dated 25 June 2021; (ii) the Base Prospectus for Fixed Income Notes under the €2,000,000,000 German Programme for Medium Term Securities dated 15 July 2021; (iii) the €2,500,000,000 French Law Programme for the Issuance of Notes pursuant to a base prospectus dated 12 July 2021; (iv) the Regulation S Program for the Issuance of Notes, Series A and B, Warrants and Certificates pursuant to a base prospectus dated 16 July 2021; (v) the 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 pursuant to a base prospectus dated 19 July 2021; and (vi) the up to U.S.\$20,000,000,000 Program for the Issuance of Notes, Certificates and Warrants pursuant to a base prospectus dated 20 July 2021.

The purpose of this Fourth Registration Document Supplement is to:

- (a) disclose the publication by Morgan Stanley of its Current Report on Form 8-K dated 14 April 2022, which includes, without limitation, the earnings press release of Morgan Stanley for the quarter ended 31 March 2022, as filed with the United States Securities and Exchange Commission (the “**Morgan Stanley April 2022 Form 8-K**”);
- (b) disclose the publication by Morgan Stanley of its Proxy Statement dated 8 April 2022 (the “**Morgan Stanley 2022 Proxy Statement**”); and
- (c) incorporate the Morgan Stanley April 2022 Form 8-K and the Morgan Stanley 2022 Proxy Statement by reference into the Registration Document, as set out in “Part A” of this Fourth Registration Document Supplement.

Each Responsible Person (as defined below) accepts responsibility for the information contained in the relevant document and confirms that, to the best of its knowledge, having taken all reasonable care to ensure that such is the case, the information contained in the relevant document in accordance with the facts and does not omit anything likely to affect the import of such information.

“**Responsible Person**” means:

- (a) Morgan Stanley with regard to this Fourth Registration Document Supplement which comprises this Fourth Registration Document Supplement;
- (b) MSI plc with regard to this Fourth Registration Document Supplement which comprises this Fourth Registration Document Supplement with the exception of Part A hereto;
- (c) MSBV with regard to this Fourth Registration Document Supplement which comprises this Fourth Registration Document Supplement with the exception of Part A hereto; and
- (d) MSFL with regard to this Fourth Registration Document Supplement which comprises this Fourth Registration Document Supplement with the exception of Part A hereto.

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

Any information or documents incorporated by reference into the Morgan Stanley April 2022 Form 8-K and the Morgan Stanley 2022 Proxy Statement are not incorporated by reference into this Fourth Registration Document Supplement as such information or documents are either not relevant for the investor in any securities issued by Morgan Stanley, MSI plc, MSBV or MSFL (as applicable) or are covered in the relevant prospectus or securities in respect of such securities.

This Fourth Registration Document Supplement is available for viewing, and copies may be obtained from the offices of the Responsible Person and is available on Morgan Stanley’s website at <https://sp.morganstanley.com/EU/Documents> and on the website of the Luxembourg Stock Exchange at www.bourse.lu.

The Morgan Stanley April 2022 Form 8-K is available for viewing, and copies may be obtained from the offices of Morgan Stanley and is available on Morgan Stanley’s website at <https://sp.morganstanley.com/EU/Download/GeneralDocument?documentID=1c4a76fb-e427-4b04-b00f-3f9daa753e82>.

The Morgan Stanley 2022 Proxy Statement is available for viewing, and copies may be obtained from the offices of Morgan Stanley and is available on Morgan Stanley’s website at <https://www.morganstanley.com/about-us-ir/annual-reports>.

26 April 2022

MORGAN STANLEY
MORGAN STANLEY & CO. INTERNATIONAL PLC
MORGAN STANLEY B.V.
MORGAN STANLEY FINANCE LLC

CONTENTS

	Page
PART A – INCORPORATION BY REFERENCE	5

PART A – INCORPORATION BY REFERENCE

This Fourth Registration Document Supplement incorporates by reference the Morgan Stanley April 2022 Form 8-K and the Morgan Stanley 2022 Proxy Statement and supplements the section entitled “Information Incorporated by Reference” at pages 23 to 33 of the Registration Document.

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

Document filed	Information incorporated by reference	Page / Reference
<p>Morgan Stanley April 2022 Form 8-K</p> <p>https://sp.morganstanley.com/EU/Download/GeneralDocument?documentID=1c4a76fb-e427-4b04-b00f-3f9daa753e82</p>	<p>(1) Results of Operations and Financial Condition</p> <p>(2) Financial Statements and Exhibits</p> <p>(3) Press release of Morgan Stanley, dated 14 April 2022, containing financial information for the quarter ended 31 March 2022</p> <p>(4) Financial Data Supplement of Morgan Stanley for the quarter ended 31 March 2022</p>	<p>Item 2.02 (Page 3)</p> <p>Item 9.01 (Page 3)</p> <p>Exhibit 99.1 (Pages 5-13)</p> <p>Exhibit 99.2 (Pages 14-35)</p>
<p>Morgan Stanley 2022 Proxy Statement</p> <p>https://www.morganstanley.com/content/dam/msdotcom/en/about-us-2022ams/2022_Proxy_Statement.pdf</p>	<p>(1) Overview of Voting Items</p> <p>(2) Corporate Governance Matters</p> <p>(3) Audit Matters</p> <p>(4) Compensation Matters</p> <p>(5) Ownership of Our Stock</p> <p>(6) Shareholder Proposal</p> <p>(7) Information about the Annual Meeting</p>	<p>5</p> <p>12</p> <p>47</p> <p>52</p> <p>87</p> <p>91</p> <p>95</p>

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 Registration Document.