

## FIRST BASE PROSPECTUS SUPPLEMENT

### **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)*

### **Up to U.S.\$20,000,000,000**

### **Program for the Issuance of Notes, Certificates and Warrants**

Morgan Stanley B.V. (“**MSBV**” or the “**Issuer**”) and Morgan Stanley in its capacity as guarantor (the “**Guarantor**”) have prepared this first base prospectus supplement (the “**First Base Prospectus Supplement**”) to supplement and be read in conjunction with the base prospectus dated 02 September 2015 (the “**Base Prospectus**”) in relation to MSBV’s programme for the issuance of notes, certificates and warrants.

This First Base Prospectus Supplement has been approved by the Central Bank of Ireland which is the Irish competent authority for the purpose of Directive 2003/71/EC, as amended (the “**Prospectus Directive**”) and relevant implementing measures in Ireland, as a base prospectus supplement issued in compliance with Article 16.1 of the Prospectus Directive and relevant implementing measures in Ireland. The Central Bank only approves this First Base Prospectus Supplement as meeting the requirements imposed under Irish and EU law pursuant to the Prospectus Directive.

In addition, this First Base Prospectus Supplement has been approved by 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 Issuer and the Guarantor for the purposes of admitting 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.

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

The purpose of this First Base Prospectus Supplement is to:

- (i) disclose the publication of the Registration Document Supplement of Morgan Stanley, MSI plc and MSBV dated 06 November 2015 (the “**First Registration Document Supplement**”);
- (ii) disclose the publication of and incorporate by reference Morgan Stanley’s quarterly report on Form 10-Q for the quarter ending 30 September 2015 (the “**Morgan Stanley September 2015 10-Q**”), as set out in the section of this First Base Prospectus Supplement entitled “Part A - Incorporation by Reference”; and
- (iii) in respect of future issuances only under the Base Prospectus, make amendments to the summary to reflect changes in relation to the credit ratings of Morgan Stanley.

For the avoidance of doubt, the First Registration Document Supplement is not incorporated by reference into and does not form part of this First Base Prospectus Supplement as the information contained in the First Registration Document Supplement is covered elsewhere in this First Base Prospectus Supplement.

In addition, this First Base Prospectus Supplement makes certain consequential amendments to the Base Prospectus as set out in “Part B” of this First Base Prospectus Supplement.

Each of the Issuer and the Guarantor accepts responsibility for the information contained in this First Base Prospectus Supplement. To the best of the knowledge and belief of the Issuer and the Guarantor (each having taken all reasonable care to ensure that such is the case), the information contained in this First Base Prospectus Supplement (including each document incorporated by reference herein) is in accordance with the facts and does not omit anything likely to affect the import of such information.

Save as disclosed in this First 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.

Any information or documents incorporated by reference into the Morgan Stanley September 2015 10-Q does not form part of this First Base Prospectus Supplement and any information or documents which are not incorporated by reference are either not relevant for the investor or covered in another part of this First Base Prospectus Supplement.

This First Base Prospectus Supplement, the First Registration Document Supplement and the Morgan Stanley September 2015 10-Q are available for viewing, and copies may be obtained from, the offices of the Issuer and the Paying Agents and are also available at [www.morganstanley.com/about-us-ir](http://www.morganstanley.com/about-us-ir) or [www.morganstanleyiq.eu](http://www.morganstanleyiq.eu).

30 November 2015

**MORGAN STANLEY B.V.**

**MORGAN STANLEY**

## PART A - INCORPORATION BY REFERENCE

This Base Prospectus Supplement incorporates by reference the Morgan Stanley September 2015 10-Q and supplements the section entitled “*Incorporation by Reference*” contained on pages 31-39 of the Base Prospectus. The Morgan Stanley September 2015 10-Q is available at [www.morganstanley.com/about-us-ir](http://www.morganstanley.com/about-us-ir) or [www.morganstanleyiq.eu](http://www.morganstanleyiq.eu)

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 31-39 of the Base Prospectus.

<b>Morgan Stanley September 2015 10-Q</b>	
Condensed Consolidated Statements of Income (unaudited)	Page 1
Condensed Consolidated Statements of Comprehensive Income (unaudited)	Page 2
Condensed Consolidated Statements of Financial Condition (unaudited)	Page 3
Condensed Consolidated Statements of Changes in Total Equity (unaudited)	Page 4
Condensed Consolidated Statements of Cash Flows (unaudited)	Page 5
Notes to Condensed Consolidated Financial Statements (unaudited)	Pages 6-85
Report of Independent Registered Public Accounting Firm	Page 86
Management’s Discussion and Analyses of Financial Condition and Results of Operations	Pages 87-140
Quantitative and Qualitative Disclosures about Market Risk	Pages 141-156
Controls and Procedures	Page 157
Financial Data Supplement (unaudited)	Pages 158-163
Legal Proceedings	Pages 164-165
Unregistered Sales of Equity Securities and Use of Proceeds	Page 166
Other Information	Page 167
Exhibits	Page 167
Signature	Page 168
Exhibit Index	Page E-1

The Morgan Stanley September 2015 10-Q is available for viewing at <http://www.morganstanley.com/about-us-ir/shareholder/10q0615/10q0615.pdf>

## PART B – OTHER CONSEQUENTIAL AMENDMENTS TO THE BASE PROSPECTUS

The Base Prospectus is hereby amended as follows:

1. All references in the Base Prospectus to the “Registration Document” shall be deemed to be references to the Registration Document of Morgan Stanley, Morgan Stanley & Co. International plc and MSBV dated 12 June 2015, as supplemented by the First Registration Document Supplement, save that item 1 under “*Documents incorporated by reference*” on page 31 of the Base Prospectus shall continue to refer to the Registration Document of Morgan Stanley, Morgan Stanley & Co. International plc and MSBV dated 12 June 2015;
2. Element B.19/B.12 of the Summary on page 5 of the Base Prospectus shall be deemed to be deleted in its entirety and replaced by the following:

B.19  (B.12)	<p><b>Selected key financial information relating to Morgan Stanley:</b></p> <table border="1" style="width: 100%; border-collapse: collapse; margin-bottom: 20px;"> <thead> <tr> <th rowspan="2" style="width: 40%;">Balance Sheet (\$ <i>in millions</i>)</th> <th style="width: 15%; text-align: center;"><b>31 December 2013</b></th> <th style="width: 15%; text-align: center;"><b>31 December 2014</b></th> <th colspan="2" style="width: 30%; text-align: center;"><b>Nine months ended 30 September (unaudited)</b></th> </tr> <tr> <th></th> <th></th> <th style="text-align: center;"><b>2014</b></th> <th style="text-align: center;"><b>2015</b></th> </tr> </thead> <tbody> <tr> <td><i>Total assets</i></td> <td style="text-align: right;">832,702</td> <td style="text-align: right;">801,510</td> <td style="text-align: right;">814,511</td> <td style="text-align: right;">834,113</td> </tr> <tr> <td><i>Total liabilities and equity</i></td> <td style="text-align: right;">832,702</td> <td style="text-align: right;">801,510</td> <td style="text-align: right;">814,511</td> <td style="text-align: right;">834,113</td> </tr> </tbody> </table> <table border="1" style="width: 100%; border-collapse: collapse; margin-bottom: 20px;"> <thead> <tr> <th rowspan="2" style="width: 40%;">Consolidated Income Statement <i>(\$ in millions)</i></th> <th style="width: 15%; text-align: center;"><b>31 December 2013</b></th> <th style="width: 15%; text-align: center;"><b>31 December 2014</b></th> <th colspan="2" style="width: 30%; text-align: center;"><b>Nine months ended 30 September (unaudited)</b></th> </tr> <tr> <th></th> <th></th> <th style="text-align: center;"><b>2014</b></th> <th style="text-align: center;"><b>2015</b></th> </tr> </thead> <tbody> <tr> <td><i>Net revenues</i></td> <td style="text-align: right;">32,493</td> <td style="text-align: right;">34,275</td> <td style="text-align: right;">26,511</td> <td style="text-align: right;">27,417</td> </tr> <tr> <td><i>Income from continuing operations before tax</i></td> <td style="text-align: right;">4,558</td> <td style="text-align: right;">3,591</td> <td style="text-align: right;">6,522</td> <td style="text-align: right;">7,056</td> </tr> <tr> <td><i>Net income</i></td> <td style="text-align: right;">3,613</td> <td style="text-align: right;">3,667</td> <td style="text-align: right;">5,253</td> <td style="text-align: right;">5,343</td> </tr> </tbody> </table> <p>There has been no material adverse change in the prospects of Morgan Stanley since 31 December 2014, the date of the latest published annual audited accounts of Morgan Stanley</p> <p>Not applicable, 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 unaudited financial statements of Morgan Stanley.</p>	Balance Sheet (\$ <i>in millions</i> )	<b>31 December 2013</b>	<b>31 December 2014</b>	<b>Nine months ended 30 September (unaudited)</b>				<b>2014</b>	<b>2015</b>	<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 <i>(\$ in millions)</i>	<b>31 December 2013</b>	<b>31 December 2014</b>	<b>Nine months ended 30 September (unaudited)</b>				<b>2014</b>	<b>2015</b>	<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
Balance Sheet (\$ <i>in millions</i> )	<b>31 December 2013</b>		<b>31 December 2014</b>	<b>Nine months ended 30 September (unaudited)</b>																																								
			<b>2014</b>	<b>2015</b>																																								
<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 <i>(\$ in millions)</i>	<b>31 December 2013</b>	<b>31 December 2014</b>	<b>Nine months ended 30 September (unaudited)</b>																																									
			<b>2014</b>	<b>2015</b>																																								
<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																																								

3. Element B.19/B.17 of the Summary on page 6 of the Base Prospectus shall be deemed to be deleted in its entirety and replaced by the following:

B.19/ B.17	<b>Solicited credit ratings</b>	<p><i>As of 30 November 2015, 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 Ltd. (“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 Rating and Investment Information, Inc. (“R&amp;I”) and (v) A-2 and A-, with a watch negative outlook, by Standard &amp; Poor's Financial Services LLC through its business unit Standard &amp; Poor's Ratings Services (“S&amp;P”).</i></p> <p><i>A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, change or withdrawal at any time by the assigning rating agency.</i></p>
---------------	---------------------------------	---

4. On page 172 of the Base Prospectus, item (vii) of the section entitled “General Information” shall be deemed to be deleted in full and replaced by the following:

“(vii) *Morgan Stanley's Proxy Statement dated 1 April 2015, Quarterly Report on Form 10-Q for the quarter ended 31 March 2015, Quarterly Report on Form 10-Q for the quarter ended 30 June 2015 and Quarterly Report on Form 10-Q for the quarter ended 30 September 2015;*”

5. On page 173 of the Base Prospectus, the fourth paragraph shall be deleted in its entirety and replaced by the following:

“Save as disclosed in:

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

6. On page 174 of the Base Prospectus, the paragraph immediately preceding the title “MSBV” shall be deemed to be deleted in full and replaced by the following:

“*There has been no significant change in the financial or trading position of Morgan Stanley since 30 September 2015.*”