

THIS DOCUMENT IS A FREE NON BINDING TRANSLATION, FOR INFORMATION PURPOSES ONLY, OF THE FRENCH LANGUAGE *SIXIEME SUPPLEMENT AU PROSPECTUS DE BASE* DATED 29 OCTOBER 2018 WHICH RECEIVED VISA NO.18-499 FROM THE *AUTORITE DES MARCHES FINANCIERS* ON 29 OCTOBER 2018 (THE “**SIXTH BASE PROSPECTUS SUPPLEMENT**”), WHICH SUPPLEMENTS THE FRENCH LANGUAGE *PROSPECTUS DE BASE* DATED 7 DECEMBER 2017 WHICH RECEIVED VISA NO.17-627 FROM THE *AUTORITE DES MARCHES FINANCIERS* ON 7 DECEMBER 2017, AS SUPPLEMENTED BY THE FRENCH LANGUAGE *PREMIER SUPPLEMENT AU PROSPECTUS DE BASE* DATED 28 FEBRUARY 2018 WHICH RECEIVED VISA NO.18-067 FROM THE *AUTORITE DES MARCHES FINANCIERS* ON 28 FEBRUARY 2018 (THE “**FIRST BASE PROSPECTUS SUPPLEMENT**”), THE FRENCH LANGUAGE *DEUXIEME SUPPLEMENT AU PROSPECTUS DE BASE* DATED 24 APRIL 2018 WHICH RECEIVED VISA NO. 18-148 FROM THE *AUTORITE DES MARCHES FINANCIERS* ON 24 APRIL 2018 (THE “**SECOND BASE PROSPECTUS SUPPLEMENT**”), THE FRENCH LANGUAGE *TROISIEME SUPPLEMENT AU PROSPECTUS DE BASE* DATED 24 MAY 2018 WHICH RECEIVED VISA NO. 18-195 FROM THE *AUTORITE DES MARCHES FINANCIERS* ON 24 MAY 2018 (THE “**THIRD BASE PROSPECTUS SUPPLEMENT**”), THE FRENCH LANGUAGE *QUATRIEME SUPPLEMENT AU PROSPECTUS DE BASE* DATED 27 JUNE 2018 WHICH RECEIVED VISA NO. 18-267 FROM THE *AUTORITE DES MARCHES FINANCIERS* ON 27 JUNE 2018 (THE “**FOURTH BASE PROSPECTUS SUPPLEMENT**”), AND BY THE *CINQUIEME SUPPLEMENT AU PROSPECTUS DE BASE* DATED 20 SEPTEMBER 2018 WHICH RECEIVED VISA NO.18-442 FROM THE *AUTORITE DES MARCHES FINANCIERS* ON 20 SEPTEMBER 2018 (THE “**FIFTH BASE PROSPECTUS SUPPLEMENT**”) (THE “**BASE PROSPECTUS**”). ONLY THE FRENCH LANGUAGE *PROSPECTUS DE BASE*, THE FRENCH LANGUAGE *PREMIER SUPPLEMENT AU PROSPECTUS DE BASE*, THE FRENCH LANGUAGE *DEUXIEME SUPPLEMENT AU PROSPECTUS DE BASE*, THE FRENCH LANGUAGE *TROISIEME SUPPLEMENT AU PROSPECTUS DE BASE*, THE FRENCH LANGUAGE *QUATRIEME SUPPLEMENT AU PROSPECTUS DE BASE* AND THE FRENCH LANGUAGE *CINQUIEME SUPPLEMENT AU PROSPECTUS DE BASE* WERE GRANTED A VISA BY THE *AUTORITE DES MARCHES FINANCIERS*. IN THE EVENT OF ANY AMBIGUITY OR CONFLICT BETWEEN CORRESPONDING STATEMENTS OR OTHER ITEMS CONTAINED IN THE *SIXTH BASE PROSPECTUS SUPPLEMENT* AND THIS DOCUMENT, THE RELEVANT STATEMENTS OR ITEMS OF THE FRENCH LANGUAGE *SIXIEME SUPPLEMENT AU PROSPECTUS DE BASE* SHALL PREVAIL. FOR THE AVOIDANCE OF DOUBT, REFERENCES IN THIS DOCUMENT TO THE “**BASE PROSPECTUS**” AND TO THE “**SIXTH BASE PROSPECTUS SUPPLEMENT**” ARE RESPECTIVELY TO THE FRENCH LANGUAGE “*PROSPECTUS DE BASE*” AS SUPPLEMENTED BY THE FRENCH LANGUAGE “*SIXIEME SUPPLEMENT AU PROSPECTUS DE BASE*” AND DO NOT INCLUDE THEIR ENGLISH TRANSLATION, HOWEVER FOR EASE OF REFERENCE THE PAGE NUMBERS SET OUT BELOW REFER TO THE PAGES IN THE ENGLISH TRANSLATION OF THE *PROSPECTUS DE BASE*.

**SIXTH SUPPLEMENT DATED 29 OCTOBER 2018
TO THE BASE PROSPECTUS DATED 7 DECEMBER 2017**

Morgan Stanley

*as issuer and guarantor of the Notes issued by Morgan Stanley B.V.
(incorporated under the laws of the State of Delaware in the United States of America)*

MORGAN STANLEY & CO. INTERNATIONAL plc
*as issuer and guarantor of the Notes issued by Morgan Stanley B.V. where the Notes are offered to the
public in France
(incorporated with limited liability in England and Wales)*

MORGAN STANLEY B.V.
*as issuer
(incorporated with limited liability in The Netherlands)*

€2,000,000,000

FRENCH LAW PROGRAMME FOR THE ISSUANCE OF NOTES

This supplement (the “**Sixth Base Prospectus Supplement**”) supplements and must be read in conjunction with the base prospectus dated 7 December 2017 submitted to the *Autorité des marchés financiers* (the “**AMF**”) and granted visa No. 17-627 on 7 December 2017, in connection with the Euro 2,000,000,000 Programme for the issuance of notes (the “**Programme**”) of Morgan Stanley (“**Morgan Stanley**”), Morgan Stanley & Co. International plc (“**MSIP**”) and Morgan Stanley B.V. (“**MSBV**” and, together with Morgan Stanley and MSIP, the “**Issuers**” and each, an “**Issuer**”) with Morgan Stanley acting in its capacity as guarantor of the Notes issued by MSBV and MSIP acting in its capacity as guarantor in the case of public offers of Notes issued by MSBV in France only, as supplemented by the first supplement to the Base Prospectus dated 28 February 2018 submitted to the AMF and granted visa No.18-067 on 28 February 2018 (the “**First Base Prospectus Supplement**”), by the second supplement to the Base Prospectus dated 24 April 2018 submitted to the AMF and granted visa No. 18-148 on 24 April 2018 (the “**Second Base Prospectus Supplement**”), by the third supplement to the Base Prospectus dated 24 May 2018 submitted to the AMF and granted visa No. 18-195 on 24 May 2018 (the “**Third Base Prospectus Supplement**”), by the fourth supplement to the Base Prospectus dated 27 June 2018 submitted to the AMF and granted visa No. 18-267 on 27 June 2018 (the “**Fourth Base Prospectus Supplement**”) and by the fifth supplement to the Base Prospectus dated 20 September 2018 submitted to the AMF and granted visa No. 18-442 on 20 September 2018 (the “**Fifth Base Prospectus Supplement**” and such base prospectus, as supplemented by the First Base Prospectus Supplement, the Second Base Prospectus Supplement, the Third Base Prospectus Supplement, the Fourth Base Prospectus Supplement and the Fifth Base Prospectus Supplement, the “**Base Prospectus**”). Terms defined in the Base Prospectus have the same meaning when used in this Sixth Base Prospectus Supplement.

The Base Prospectus and this Sixth Base Prospectus Supplement constitute a base prospectus for the purposes of the Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 on the prospectus to be published when securities are offered to the public or admitted to trading, as amended (the “**Prospectus Directive**”).

Application has been made to the AMF in its capacity as competent authority pursuant to Article 212-2 of its *Règlement Général*.

This Sixth Base Prospectus Supplement has been prepared pursuant to Article 16.1 of the Prospectus Directive and Article 212-25 of the *Règlement Général* of the AMF.

The purpose of this Sixth Base Prospectus Supplement is to:

- (a) disclose the publication by MSI plc of its Interim Financial Report for the six months ended 30 June 2018 (the “**MSIP June 2018 Interim Financial Report**”), by MSBV of its Interim Financial Report for the six months ended 30 June 2018 (the “**MSBV June 2018 Interim Financial Report**”) and of the second supplement to the Registration Document of Morgan Stanley, MSI plc and MSBV, approved by the Luxembourg *Commission de Surveillance du Secteur Financier* dated 4 October 2018 (the “**Second Registration Document Supplement**”) and to incorporate them by reference, as set out in “Part A” of this Sixth Base Prospectus Supplement;
- (b) make certain consequential amendments to the summary in the Base Prospectus and to the Issue Specific Summary pursuant to the publication of the MSIP June 2018 Interim Financial Report, the MSBV June 2018 Interim Financial Report and the Second Registration Document Supplement as set out in “Part B” of this Sixth Base Prospectus Supplement;
- (c) make consequential amendments to the section entitled “Description of the Issuers” as set out in “Part C” of this Sixth Base Prospectus Supplement; and

- (d) make consequential amendments to the section entitled “General Information” as set out in “Part D” of this Sixth Base Prospectus Supplement.

This Sixth Base Prospectus Supplement must be read and interpreted in conjunction with the MSIP June 2018 Interim Financial Report, the MSBV June 2018 Interim Financial Report and the Second Registration Document Supplement (in English language). Morgan Stanley's Second Quarterly Report for 2018 and the First Registration Document Supplement are incorporated by reference into and shall be deemed to form part of this Sixth Base Prospectus Supplement.

A copy of this Sixth Base Prospectus Supplement shall be available on the websites of (i) the AMF (www.amf-france.org) and (ii) the Issuers (<http://sp.morganstanley.com/EU/Documents>) and copies will be available in physical or electronic form, during usual business hours on any weekday, for inspection at the principal executive offices of Morgan Stanley, the registered offices of MSIP and MSBV and at the specified offices of the Paying Agents.

The MSIP June 2018 Interim Financial Report, the MSBV June 2018 Interim Financial Report and the Second Registration Document Supplement incorporated by reference in this Sixth Base Prospectus Supplement (i) are available on the website of the Guarantor (<http://sp.morganstanley.com/EU/Documents>), (ii) on the website of the Luxembourg Stock Exchange (www.bourse.lu), and (iii) may be obtained, without charge on request, during normal business days and hours, at the principal executive offices of Morgan Stanley and the registered offices of MSIP and MSBV and at the specified offices of the Paying Agents.

In accordance with Article 16.2 of the Prospectus Directive and Article 212-25 II of the *Règlement Général* of the AMF, investors who have agreed to purchase or subscribe for Notes before this Sixth Base Prospectus Supplement is published have the right to withdraw their acceptance during at least two trading days after the publication of the supplement, i.e. no later than 31 October 2018.

Save as disclosed in this Sixth Base Prospectus Supplement, no new fact, mistake or inaccuracy has occurred or has been observed which is capable of affecting the assessment of the Notes since the publication of the Base Prospectus.

To the extent that there is any inconsistency between any statement in this Sixth Base Prospectus Supplement and any statement in or incorporated by reference into the Base Prospectus, the statements of this Sixth Base Prospectus Supplement shall prevail.

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PART A - DOCUMENTS INCORPORATED BY REFERENCE

This Sixth Base Prospectus Supplement incorporates by reference the MSIP June 2018 Interim Financial Report, the MSBV June 2018 Interim Financial Report and the Second Registration Document Supplement and supplements the section entitled “*Incorporation by Reference*” contained on pages 65 to 79 of the Base Prospectus.

The MSIP June 2018 Interim Financial Report, the MSBV June 2018 Interim Financial Report and the Second 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 section entitled “Documents *Incorporated by Reference*” shall be modified as follows:

1. the Paragraphs (a) to (q) on pages 65 and 66 of the Base Prospectus are deleted and replaced by the following:
 - “(a) the Registration Document of Morgan Stanley, MSIP and MSBV approved by the Luxembourg *Commission de Surveillance du Secteur Financier* dated as of 8 June 2018 (the “**2018 Registration Document**”);
 - (b) the first supplement to the Registration Document of Morgan Stanley, MSI plc and MSBV, approved by the Luxembourg *Commission de Surveillance du Secteur Financier* dated 22 August 2018 (the “**First Registration Document Supplement**”);
 - (c) the second supplement to the Registration Document of Morgan Stanley, MSI plc and MSBV, approved by the Luxembourg *Commission de Surveillance du Secteur Financier* dated 4 October 2018 (the “**Second Registration Document Supplement**”);
 - (d) the annual audited consolidated financial statements of Morgan Stanley for the periods ended 31 December 2016 and 31 December 2017 and the respective auditors' reports thereon, being available as part of the Morgan Stanley Annual Report on Form 10-K for the year ended 31 December 2017 (“**2017 Morgan Stanley Annual Report**”);
 - (e) the unaudited consolidated financial statements of Morgan Stanley for the quarterly period ended 31 March 2018 and the respective auditors' report on Morgan Stanley's Quarterly Report on Form 10-Q for the quarterly period ended 31 March 2018 (“**Morgan Stanley's First Quarterly Report for 2018**”);
 - (f) the unaudited consolidated financial statements of Morgan Stanley for the quarterly period ended 30 June 2018 and the respective auditors' report on Morgan Stanley's Quarterly Report on Form 10-Q for the quarterly period ended 30 June 2018 (“**Morgan Stanley's Second Quarterly Report for 2018**”);
 - (g) the audited consolidated financial statements of MSIP as at, and for the years ended, 31 December 2016 and the auditors' reports thereon, being available as part of the annual reports of MSIP for 2016 (the “**2016 MSIP Annual Report**”);
 - (h) the audited consolidated financial statements of MSIP as at, and for the years ended, 31 December 2017 and the auditors' reports thereon, being available as part of the annual reports of MSIP for 2017 (the “**2017 MSIP Annual Report**”);
 - (i) the unaudited condensed consolidated financial statements of MSIP for the period ended 30 June 2018 and the auditors' report thereon being included in MSIP interim financial report for the period ended 30 June 2018 (“**2018 MSIP Interim Financial Report**”);

- (j) the audited annual financial statements of MSBV as at, and for the year ended, 31 December 2016, and the auditors' report thereon, being available as part of the MSBV Annual Report for 2016 (“**2016 MSBV Annual Report**”);
- (k) the audited annual financial statements of MSBV as at, and for the year ended, 31 December 2017, and the auditors' report thereon, being available as part of the MSBV Annual Report for 2017 (“**2017 MSBV Annual Report**”);
- (l) the unaudited condensed financial statements of MSBV for the period ended 30 June 2018 and the review report thereon being included in MSBV interim financial report for the period ended 30 June 2018 (“**2018 MSBV Interim Financial Report**”);
- (m) the "Terms and Conditions" which are included in pages 65 to 189 of the base prospectus dated 6 January 2015 filed with the AMF under number 15-002, as supplemented, as the case may be, by page 13 of the supplement dated 18 June 2015 filed with the AMF under number 15-283 (the “**2015 Terms and Conditions**”), the "Terms and Conditions" which are included in pages 67 to 210 of the base prospectus dated 12 January 2016 filed with the AMF under number 16-022 (the “**2016 Terms and Conditions**”), and the "Terms and Conditions" which are included in pages 76 to 260 of the base prospectus dated 12 January 2017 filed with the AMF under number 17-014, as amended by the supplement dated 7 November 2017 filed with the AMF under number 17-576 (the “**2017 Terms and Conditions**” and together with the 2015 Terms and Conditions and the 2016 Terms and Conditions, the “**Previous Terms and Conditions**”); and
- (p) the pro-forma final terms included in pages 261 to 416 of the base prospectus dated 12 January 2017 filed with the AMF under number 17-014, the final terms dated 2 October 2017 (Series F0352 – Tranche 1), the final terms dated 5 October 2017 (Series F0365 – Tranche 1), the final terms dated 9 November 2017 (Series F0370 – Tranche 1), the final terms dated 9 November 2017 (Series F0371 – Tranche 1), the final terms dated 9 November 2017 (Series F0372 – Tranche 1), and the final terms dated 16 November 2017 (Series F0381 – Tranche 1).”

2. The section entitled “**Incorporation by Reference Table**” on pages 66 to 73 of the Base Prospectus is updated as follows:

- a) by inserting the following table immediately below the table entitled “**1.2 Registration Document 2018**” inserted by the Fifth Supplement to the Base Prospectus and immediately above the table entitled “**2. Morgan Stanley**”:

Document filed	Information incorporated by reference	Page(s)
1.3 Second Supplement to the 2018 Registration Document	Part B – Consequential Amendments to the Registration Document	7-8

- b) by inserting the following table immediately below the table entitled “**2017 MSIP Annual Report**” inserted by the Third Supplement to the Base Prospectus:

Document filed	Information incorporated by reference	Page(s)
3. Morgan Stanley & Co. International plc		
3.3 2018 MSIP Interim Financial Report	(1) Directors’ Responsibility Statement	18
	(2) Independent Review Report to Morgan Stanley & Co. International plc	19

(3)	Condensed Consolidated Income Statement	20
(4)	Condensed Consolidated Statement of Comprehensive Income	21
(5)	Condensed Consolidated Statement of Changes In Equity	22
(6)	Condensed Consolidated Statement of Financial Position	23
(7)	Condensed Consolidated Statement of Cash Flows	24
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c) by inserting the following table immediately below the table entitled “**2017 MSBV Annual Report**” inserted by the Third Supplement to the Base Prospectus:

Document filed	Information incorporated by reference	Page(s)
4. Morgan Stanley B.V.		
4.1 2018 MSBV Interim Financial Report	(1) Directors’ responsibility statement	7
	(2) Condensed statement of comprehensive income	9
	(3) Condensed statement of changes in equity	10
	(4) Condensed statement of financial position	11
	(5) Condensed statement of cash flows	11
	(6) Notes to the condensed financial statements	12-47
	(7) Review report to the shareholders of Morgan Stanley B.V.	48

PART B – AMENDMENTS TO THE DESCRIPTION OF THE ISSUERS SECTION

1. Element B.12 (*Selected historical key financial information*) of the summary in the Base Prospectus as set out below deletes and replaces the selected key financial information relating to MSIP and MSBV at Element B.12 of the summary in the Base Prospectus set out on pages 11 and 12 of the Base Prospectus:

B.12	Selected historical key financial information:	<p>Selected key financial information relating to MSIP:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th rowspan="2" style="text-align: left; vertical-align: bottom;">Consolidated Balance Sheet (U.S. \$ in millions)</th> <th rowspan="2" style="text-align: center; vertical-align: bottom;">31 Dec 2016</th> <th rowspan="2" style="text-align: center; vertical-align: bottom;">31 Dec 2017</th> <th colspan="2" style="text-align: center; vertical-align: bottom;">Six months ended 30 June (unaudited)</th> </tr> <tr> <th style="text-align: center; vertical-align: bottom;">2017</th> <th style="text-align: center; vertical-align: bottom;">2018</th> </tr> </thead> <tbody> <tr> <td><i>Total assets</i></td> <td style="text-align: right;">423,346</td> <td style="text-align: right;">461,362</td> <td style="text-align: right;">439,296</td> <td style="text-align: right;">467,778</td> </tr> <tr> <td><i>Total liabilities and equity</i></td> <td style="text-align: right;">423,346</td> <td style="text-align: right;">461,362</td> <td style="text-align: right;">439,296</td> <td style="text-align: right;">467,778</td> </tr> </tbody> </table> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th rowspan="2" style="text-align: left; vertical-align: bottom;">Consolidated Statement of Income (U.S. \$ in millions)</th> <th rowspan="2" style="text-align: center; vertical-align: bottom;">31 Dec 2016</th> <th rowspan="2" style="text-align: center; vertical-align: bottom;">31 Dec 2017</th> <th colspan="2" style="text-align: center; vertical-align: bottom;">Six months ended 30 June (unaudited)</th> </tr> <tr> <th style="text-align: center; vertical-align: bottom;">2017</th> <th style="text-align: center; vertical-align: bottom;">2018</th> </tr> </thead> <tbody> <tr> <td><i>Net gains on financial instruments classified as held for trading</i></td> <td style="text-align: right;">3,816</td> <td style="text-align: right;">5,697</td> <td style="text-align: center;">-</td> <td style="text-align: center;">-</td> </tr> <tr> <td><i>Net trading income¹</i></td> <td style="text-align: center;">-</td> <td style="text-align: center;">-</td> <td style="text-align: right;">2,838</td> <td style="text-align: right;">2,945</td> </tr> <tr> <td><i>Profit (loss) before tax</i></td> <td style="text-align: right;">735</td> <td style="text-align: right;">1,278</td> <td style="text-align: right;">999</td> <td style="text-align: right;">970</td> </tr> <tr> <td><i>Profit (loss) for the year/period</i></td> <td style="text-align: right;">451</td> <td style="text-align: right;">864</td> <td style="text-align: right;">695</td> <td style="text-align: right;">662</td> </tr> </tbody> </table> <p>There has been no material adverse change in the prospects of MSIP since 31 December 2017, the date of the latest published annual audited financial statements of MSIP.</p> <p>There has been no significant change in the financial or trading position of the MSIP Group since 30 June 2018, the date of the latest published interim (unaudited) financial statements of MSIP.</p>	Consolidated Balance Sheet (U.S. \$ in millions)	31 Dec 2016	31 Dec 2017	Six months ended 30 June (unaudited)		2017	2018	<i>Total assets</i>	423,346	461,362	439,296	467,778	<i>Total liabilities and equity</i>	423,346	461,362	439,296	467,778	Consolidated Statement of Income (U.S. \$ in millions)	31 Dec 2016	31 Dec 2017	Six months ended 30 June (unaudited)		2017	2018	<i>Net gains on financial instruments classified as held for trading</i>	3,816	5,697	-	-	<i>Net trading income¹</i>	-	-	2,838	2,945	<i>Profit (loss) before tax</i>	735	1,278	999	970	<i>Profit (loss) for the year/period</i>	451	864	695	662
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¹ Representation of ‘Net gains on financial instruments classified as held for trading’ to ‘Net trading income’ from the 2018 MSIP Interim Financial Report is due to new presentation requirements in accordance with IFRS 9 Financial Instruments, which became effective from 1 January 2018.

Selected key financial information relating to MSBV:

Statement of financial position (in EUR '000)	Six months ended 30 June			
	31 Dec 2016	31 Dec 2017	2017	2018
<i>Total assets</i>	9,569,083	9,481,825	10,193,799	8,647,104
<i>Total liabilities and equity</i>	9,569,083	9,481,825	10,193,799	8,647,104

Statement of comprehensive income (in EUR '000)	Six months ended 30 June			
	31 Dec 2016	31 Dec 2017	2017	2018
<i>Net gains/ (losses) on financial instruments classified as held for trading</i>	31,323	452,489	-	-
<i>Net trading income</i>	-	-	359,254	(62,859)
<i>Net gains/ (losses) on financial instruments designated at fair value through profit or loss</i>	(31,323)	(452,489)	-	-
<i>Net income on other financial instruments held at fair value</i>	-	-	(359,254)	62,859
<i>Profit before income tax</i>	5,160	2,060	3,783	671
<i>Profit and total comprehensive income for the year/period</i>	546	1,547	2,837	503

There has been no material adverse change in the prospects of MSBV since 31 December 2017, the date of the latest published annual audited financial statements of MSBV.

There has been no significant change in the financial or trading position of MSBV since 30 June 2018, the date of the latest published interim (unaudited) financial statements of MSBV.

2. Element B.12 (*Selected historical key financial information*) of the Issue Specific Summary in the Base Prospectus as set out below deletes and replaces the selected key financial information relating to MSIP and MSBV at Element B.12 of the summary in the Base Prospectus set out on pages 361 and 362 of the Base Prospectus:

B.12	Selected historical key financial information:	<p>[Selected key financial information relating to MSIP:</p> <table border="1"> <thead> <tr> <th rowspan="2">Consolidated Balance Sheet (U.S. \$ in millions)</th> <th rowspan="2">31 Dec 2016</th> <th rowspan="2">31 Dec 2017</th> <th colspan="2">Six months ended 30 June (unaudited)</th> </tr> <tr> <th>2017</th> <th>2018</th> </tr> </thead> <tbody> <tr> <td><i>Total assets</i></td> <td>423,346</td> <td>461,362</td> <td>439,296</td> <td>467,778</td> </tr> <tr> <td><i>Total liabilities and equity</i></td> <td>423,346</td> <td>461,362</td> <td>439,296</td> <td>467,778</td> </tr> </tbody> </table> <table border="1"> <thead> <tr> <th rowspan="2">Consolidated Statement of Income (U.S. \$ in millions)</th> <th rowspan="2">31 Dec 2016</th> <th rowspan="2">31 Dec 2017</th> <th colspan="2">Six months ended 30 June (unaudited)</th> </tr> <tr> <th>2017</th> <th>2018</th> </tr> </thead> <tbody> <tr> <td><i>Net gains on financial instruments classified as held for trading</i></td> <td>3,816</td> <td>5,697</td> <td>-</td> <td>-</td> </tr> <tr> <td><i>Net trading income²</i></td> <td>-</td> <td>-</td> <td>2,838</td> <td>2,945</td> </tr> <tr> <td><i>Profit (loss) before tax</i></td> <td>735</td> <td>1,278</td> <td>999</td> <td>970</td> </tr> <tr> <td><i>Profit (loss) for the year/period</i></td> <td>451</td> <td>864</td> <td>695</td> <td>662</td> </tr> </tbody> </table> <p>There has been no material adverse change in the prospects of MSIP since 31 December 2017, the date of the latest published annual audited financial statements of MSIP.</p> <p>There has been no significant change in the financial or trading position of the MSIP Group since 30 June 2018, the date of the latest published interim (unaudited) financial statements of MSIP.]</p> <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 2016</th> <th rowspan="2">31 Dec 2017</th> <th colspan="2">Six months ended 30 June</th> </tr> <tr> <th>2017</th> <th>2018</th> </tr> </thead> <tbody> </tbody> </table>	Consolidated Balance Sheet (U.S. \$ in millions)	31 Dec 2016	31 Dec 2017	Six months ended 30 June (unaudited)		2017	2018	<i>Total assets</i>	423,346	461,362	439,296	467,778	<i>Total liabilities and equity</i>	423,346	461,362	439,296	467,778	Consolidated Statement of Income (U.S. \$ in millions)	31 Dec 2016	31 Dec 2017	Six months ended 30 June (unaudited)		2017	2018	<i>Net gains on financial instruments classified as held for trading</i>	3,816	5,697	-	-	<i>Net trading income²</i>	-	-	2,838	2,945	<i>Profit (loss) before tax</i>	735	1,278	999	970	<i>Profit (loss) for the year/period</i>	451	864	695	662	Statement of financial position (in EUR '000)	31 Dec 2016	31 Dec 2017	Six months ended 30 June		2017	2018
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<i>Profit (loss) before tax</i>	735	1,278	999	970																																																	
<i>Profit (loss) for the year/period</i>	451	864	695	662																																																	
Statement of financial position (in EUR '000)	31 Dec 2016	31 Dec 2017	Six months ended 30 June																																																		
			2017	2018																																																	

² Representation of 'Net gains on financial instruments classified as held for trading' to 'Net trading income' from the 2018 MSIP Interim Financial Report is due to new presentation requirements in accordance with IFRS 9 Financial Instruments, which became effective from 1 January 2018.

<i>Total assets</i>	9,569,083	9,481,825	10,193,799	8,647,104
<i>Total liabilities and equity</i>	9,569,083	9,481,825	10,193,799	8,647,104

Statement of comprehensive income (in EUR '000)	31 Dec 2016	31 Dec 2017	Six months ended 30 June	
			2017	2018
<i>Net gains/ (losses) on financial instruments classified as held for trading</i>	31,323	452,489	-	-
<i>Net trading income</i>	-	-	359,254	(62,859)
<i>Net gains/ (losses) on financial instruments designated at fair value through profit or loss</i>	(31,323)	(452,489)	-	-
<i>Net income on other financial instruments held at fair value</i>	-	-	(359,254)	62,859
<i>Profit before income tax</i>	5,160	2,060	3,783	671
<i>Profit and total comprehensive income for the year/period</i>	546	1,547	2,837	503

There has been no material adverse change in the prospects of MSBV since 31 December 2017, the date of the latest published annual audited financial statements of MSBV.

There has been no significant change in the financial or trading position of MSBV since 30 June 2018, the date of the latest published interim (unaudited) financial statements of MSBV.]

PART C – AMENDMENTS TO THE DESCRIPTION OF THE ISSUERS SECTION

The paragraph under the section entitled “**Description of the Issuers**” on page 426 of the Base Prospectus is deleted and replaced as follows:

“For a description of each Issuer, please refer to the 2018 Registration Document, the First Supplement to the 2018 Registration Document and the Second Supplement to the 2018 Registration Document (see section “Documents Incorporated by Reference”).”

PART D – AMENDMENTS TO THE GENERAL INFORMATION SECTION

- 1 The paragraphs relating to MSIP and MSBV in the sub-section entitled “*Auditors*” on page 431 of the Base Prospectus are deleted and replaced as follows:

“MSIP

The auditors of MSIP are Deloitte LLP of 1 New Street Square, London EC4A 3HQ2, United Kingdom, who have audited MSIP's accounts in accordance with generally accepted auditing standards in the United Kingdom for the year ended 31 December 2016 and the year ended 31 December 2017. In addition, Deloitte LLP has reviewed the interim financial report for the six month period ending 30 June 2018 and an unqualified review report has been reported thereon.

MSBV

Deloitte Accountants B.V., independent auditors and certified public accountants of Gustav Mahlerlaan 2970, 1081, LA Amsterdam, The Netherlands, a member of the Netherlands Institute of Chartered Accountants (*Nederlandse Beroepsorganisatie van Accountants*) have audited the financial statements of MSBV for the year ended 31 December 2016 and the year ended 31 December 2017 and unqualified opinions have been reported thereon. Furthermore, Deloitte Accountants B.V has reviewed the interim financial report for the six month period ending 30 June 2018 and an unqualified review report has been reported thereon.

This document does not contain any other information that has been audited by Deloitte Accountants B.V.

The financial information in respect of MSBV has been prepared in accordance with IFRS as adopted by the European Union for the year ended 31 December 2016, the year ended 31 December 2017 and the six-month period ended 30 June 2018.”

- 2 The paragraphs relating to MSIP and MSBV in the sub-section entitled “*Significant Change*” on page 432 of the Base Prospectus are deleted and replaced as follows:

“Save as disclosed in this Base Prospectus, there has been at the date of this Prospectus no significant change in the financial or trading position of the MSIP Group since 30 June 2018.

Save as disclosed in this Base Prospectus, there has been at the date of this Prospectus no significant change in the financial or trading position of MSBV since 30 June 2018.”

- 3 The sub-section entitled “*Documents Available*” on pages 433 and 434 of the Base Prospectus is amended as follows:

- (a) item (h) is deleted and replaced as follows:

“(h) 2018 Registration Document, the First Supplement to the 2018 Registration Document and the Second Supplement to the 2018 Registration Document;”

- (b) item (j) is deleted and replaced as follows:

“(j) the 2018 MSIP Half Yearly Financial Report, the 2017 MSIP Annual Report and 2016 MSIP Annual Report will be available at the registered office of MSIP;”

- (c) item (k) is deleted and replaced as follows:

“(k) the 2018 MSBV Interim Financial Report, the 2017 MSBV Report and Financial Statements and the 2016 MSBV Report and Financial Statements will be available at the registered office of MSBV;”

PART E - RESPONSIBILITY FOR THE SIXTH BASE PROSPECTUS SUPPLEMENT

Persons responsible for this Sixth Base Prospectus Supplement

We hereby certify, after having taken all reasonable care to ensure that such is the case, that the information contained in this Sixth Base Prospectus Supplement is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import.

Morgan Stanley B.V.
Luna Arena
Herikerbergweg 238
1101 CM Amsterdam Zuidoost
Netherlands

Duly represented by:

TMF Management BV
as Managing Director

Duly represented by:

Linde Rolfes and Sandra Lombert

as authorised representatives of TMF Management BV

on 29 October 2018

We hereby certify, after having taken all reasonable care to ensure that such is the case, that the information contained in this Sixth Base Prospectus Supplement is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import.

Morgan Stanley & Co. International plc

25 Cabot Square
Canary Wharf
London E14 4QA
United Kingdom

Duly represented by:

on 29 October 2018

Edward Sisterson, Managing Director

We hereby certify, after having taken all reasonable care to ensure that such is the case, that the information contained in this Sixth Base Prospectus Supplement is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import.

Morgan Stanley
1585 Broadway
New York, New York 10036
U.S.A.

Duly represented by:

Kevin Sheehan, Assistant Treasurer

on 29 October 2018