

FIFTH 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 fifth base prospectus supplement (the “**Fifth Base Prospectus Supplement**”) to supplement and be read in conjunction with the base prospectus dated 19 July 2021 of Morgan Stanley (the “**Base Prospectus**”) as supplemented by the first supplement to the Base Prospectus dated 17 August 2021, the second supplement to the Base Prospectus dated 29 October 2021, the third supplement to the Base Prospectus dated 12 November 2021 and the fourth supplement to the Base Prospectus dated 9 February 2022 relating to the Regulation S Program for the Issuance of Notes, Series A and Series B, Warrants and Certificates.

This Fifth 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 Fifth 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 Fifth Base Prospectus Supplement.

This Fifth 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 Fifth Base Prospectus Supplement in connection with the issue of any Exempt Notes.**

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

The purpose of this Fifth Base Prospectus Supplement is to:

- (a) disclose the publication by Morgan Stanley of its Annual Report on Form 10-K for the year ended 31 December 2021 (the “**Morgan Stanley 2021 Form 10-K**”);
- (b) incorporate the Morgan Stanley 2021 Form 10-K by reference into the Base Prospectus, as set out in “Part A” of this Fifth Base Prospectus Supplement;
- (c) incorporate the second supplement to the Registration Document of Morgan Stanley, Morgan Stanley & Co. International plc, Morgan Stanley B.V. and Morgan Stanley Finance LLC dated 3 March 2022 (the “**Second Supplement to the Registration Document**”) by reference into the Base Prospectus, as set out in “Part A” of this Fifth Base Prospectus Supplement;
- (d) make certain amendments to the “*Selected Financial Information of Morgan Stanley*” section in the Base Prospectus, as set out in “Part B” of this Fifth Base Prospectus Supplement; and
- (e) make certain consequential amendments to the “*General Information*” section in the Base Prospectus, as set out in “Part C” of this Fifth 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 Fifth 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 Fifth 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 8 March 2022.

Save as disclosed in this Fifth 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 Fifth 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 Fifth Base Prospectus Supplement is available for viewing, and copies may be obtained from, the officers of the Issuers and the Paying Agents.

This Fifth 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.

The Morgan Stanley 2021 Form 10-K is available on Morgan Stanley's website at <https://www.morganstanley.com/content/dam/msdotcom/en/about-us-ir/shareholder/10k2021/10k1221.pdf>.

The Second Supplement to the Registration Document is available on Morgan Stanley's website at <http://sp.morganstanley.com/EU/Documents>.

3 March 2022

MORGAN STANLEY

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PART A – INCORPORATION BY REFERENCE

This Fifth Base Prospectus Supplement incorporates by reference the Morgan Stanley 2021 Form 10-K and the Second Supplement to the Registration Document, and supplements the section entitled “*Incorporation by Reference*” contained on pages 33-40 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 33-40 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 |
|---|---|---------|
| Annual Report on Form 10-K for the year ended 31 December 2021 | (1) Business | |
| https://www.morganstanley.com/content/dam/msdotcom/en/about-us-ir/shareholder/10k2021/10k1221.pdf | | 1-8 |
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Second Supplement to the Registration Document of Morgan Stanley, Morgan Stanley & Co. International plc, Morgan Stanley B.V. and Morgan Stanley Finance LLC dated 3 March 2022

<http://sp.morganstanley.com/EU/Documents>

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Documents filed

Information not incorporated by reference

Annual Report on Form 10-K for the year ended 31 December 2021

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| (1) | Risk Factors | 9-20 |
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<https://www.morganstanley.com/content/dam/msdotcom/en/about-us-ir/shareholder/10k2021/10k1221.pdf>

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| (2) | Disclosure Regarding Foreign Jurisdictions that Prevent Inspections | 145 |
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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.

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

1. The Section entitled “*Selected Financial Information of Morgan Stanley*” on page 30 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 2020 and 31 December 2021 and the six months ended 30 September 2020 and 30 September 2021, respectively.

The information in respect of the years ended 31 December 2020 and 31 December 2021 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 six months ended 30 September 2020 and 30 September 2021 set out below is derived from the unaudited financial statements included in Morgan Stanley’s Quarterly Report on Form 10-Q for the quarterly period ended 30 September 2021 only.

| Consolidated Balance Sheets (U.S.\$ in millions) | At 31 December 2021 | At 31 December 2020 | At 30 September 2021 (unaudited) | At 30 September 2020 (unaudited) |
|--|---------------------|---------------------|----------------------------------|----------------------------------|
| <i>Total assets</i> | 1,188,140 | 1,115,862 | 1,190,476 | 955,940 |
| <i>Total liabilities and equity</i> | 1,188,140 | 1,115,862 | 1,190,476 | 955,940 |

| Consolidated Income Statement (in U.S.\$ millions) | 2021 | 2020 | Nine months ended 30 September 2021 (unaudited) | Nine months ended 30 September 2020 (unaudited) |
|--|--------|--------|---|---|
| <i>Net revenues</i> | 59,755 | 48,757 | 45,231 | 35,160 |
| <i>Income before provision for income taxes</i> | 19,668 | 14,418 | 14,784 | 9,988 |
| <i>Net Income</i> | 15,120 | 11,179 | 11,404 | 7,767 |

PART C – AMENDMENTS TO THE “GENERAL INFORMATION” SECTION

1. Sub-paragraph (d) set out on page 203 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 and Morgan Stanley’s Proxy Statement dated 1 April 2021.”

2. The section titled “*No material adverse change in prospects and no significant change in the financial performance and financial position*” set out on page 204 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 31 December 2021, the date of the latest published annual audited financial statements of Morgan Stanley.”

3. Sub-paragraph (a) under the section titled “*Legal and arbitration proceedings*” set out on page 204 of the Base Prospectus shall be deemed to be deleted in its entirety and the following substituted therefor:

“(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 117-118 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;”