

## FIFTH BASE PROSPECTUS SUPPLEMENT

# Morgan Stanley

*(incorporated 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 SERIES 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 13 July 2020 of Morgan Stanley (as supplemented by the first base prospectus supplement dated 29 July 2020 (the “**First Base Prospectus Supplement**”), the second base prospectus supplement dated 18 August 2020 (the “**Second Base Prospectus Supplement**”), the third base prospectus supplement dated 23 October 2020 (the “**Third Base Prospectus Supplement**”) and the fourth base prospectus supplement dated 17 November 2020 (the “**Fourth Base Prospectus Supplement**”)) (the “**Base Prospectus**”) 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 of the Current Report on Form 8-K of Morgan Stanley dated 20 January 2021, which includes, without limitation, the earnings press release of Morgan Stanley for the quarter and year ended 31 December 2020, as filed with the United States Securities and Exchange Commission (the “**Morgan Stanley January 2021 Form 8-K**”);
- (b) incorporate the Morgan Stanley January 2021 Form 8-K by reference into the Base Prospectus, as set out in “Part A” of this Fifth Base Prospectus Supplement;
- (c) incorporate the Registration Document of Morgan Stanley, Morgan Stanley & Co. International plc, Morgan Stanley B.V. and Morgan Stanley Finance LLC dated 11 December 2020 (the “**2020 Registration Document**”) as set out in “Part A” of the Fifth Base Prospectus Supplement;
- (d) make certain consequential amendments to the “*Risk Factors Relating to the Notes*” section in the Base Prospectus, as set out in “Part B” of this Fifth Base Prospectus Supplement

- (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 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 two 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 10 February 2021.

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 that 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, the Morgan Stanley January 2021 Form 8-K and the 2020 Registration Document are 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](http://www.bourse.lu).

The Morgan Stanley January 2021 Form 8-K is available on Morgan Stanley’s website at <https://sp.morganstanley.com/EU/Download/GeneralDocument?documentID=20934d02-f872-4847-9fb2-958aa70e9150> and on the website of the Luxembourg Stock Exchange at [www.bourse.lu](http://www.bourse.lu).

The 2020 Registration Document is available on Morgan Stanley’s website at <https://sp.morganstanley.com/EU/Download/GeneralDocument?documentID=bf996df4-ce34-49d2-baa1-6d7064217bdd>.

8 February 2021

**MORGAN STANLEY**

## CONTENTS

	<b>Page</b>
<b>PART A - INCORPORATION BY REFERENCE .....</b>	<b>4</b>
<b>PART B – AMENDMENTS TO THE “RISK RELATING TO THE NOTES” SECTION.....</b>	<b>5</b>
<b>PART C – AMENDMENTS TO THE "GENERAL INFORMATION" SECTION.....</b>	<b>7</b>

## PART A - INCORPORATION BY REFERENCE

This Fifth Base Prospectus Supplement incorporates by reference the Morgan Stanley January 2021 Form 8-K and the 2020 Registration Document and supplements the section entitled “*Incorporation by Reference*” contained on pages 32-37 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 32-37 of the Base Prospectus.

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

Documents filed	Information incorporated by reference	Reference
<b>Morgan Stanley</b>		
Morgan Stanley January 2021 Form 8-K	(1) Results of Operations and Financial Condition	Item 2.02 (Page 3)
<a href="https://sp.morganstanley.com/EU/Download/GeneralDocument?documentID=20934d02-f872-4847-9fb2-958aa70e9150">https://sp.morganstanley.com/EU/Download/GeneralDocument?documentID=20934d02-f872-4847-9fb2-958aa70e9150</a>	(2) Regulation FD Disclosure	Item 7.01 (Page 3)
	(3) Financial Statements and Exhibits	Item 9.01 (Page 3)
	(4) Press release of Morgan Stanley, dated 20 January 2021 , containing financial information for the quarter and year ended 31 December 2020.	Exhibit 99.1 (Pages 5-16)
	(5) Financial Data Supplement of Morgan Stanley for the quarter and year ended 31 December 2020.	Exhibit 99.2 (Pages 17-34)
	(6) Morgan Stanley Presentation, dated 20 January 2021	Exhibit 99.3 (Pages 35-62)
Registration Document of Morgan Stanley, Morgan Stanley & Co. International plc, Morgan Stanley B.V. and Morgan Stanley Finance LLC dated 11 December 2020 (the “ <b>2020 Registration Document</b> ”)	(1) Risk Factors (excluding the sections headed “Risks relating to MSBV, MSFL & MSI plc” and the Risk Factors headed ““Morgan Stanley’s results of operations have been, and will likely continue to be, adversely affected by the COVID-19 pandemic” and “The United Kingdom’s withdrawal from the European Union could adversely affect Morgan Stanley”)	Pages 3-21
<a href="https://sp.morganstanley.com/EU/Download/GeneralDocument?documentID=bf996df4-ce34-49d2-baa1-6d7064217bdd">https://sp.morganstanley.com/EU/Download/GeneralDocument?documentID=bf996df4-ce34-49d2-baa1-6d7064217bdd</a>	(2) Description of Morgan Stanley	Pages 33-66
	(3) Index of Defined Terms	Page 83

Any non-incorporated parts of the documents referred to herein, which for the avoidance of doubt are not listed in the cross-reference list above, are either deemed not relevant for an investor or are otherwise covered elsewhere in the Base Prospectus.

## PART B – AMENDMENTS TO THE “RISK FACTORS RELATING TO THE NOTES” SECTION

1. The second paragraph on page 1 of the Base Prospectus shall be deemed to be deleted in its entirety and the following substituted therefor:

*“Prospective investors should consider the section entitled “Risk Factors” (excluding the Risk Factors headed “The United Kingdom’s withdrawal from the European Union could adversely affect Morgan Stanley” and “Morgan Stanley’s results of operations have been, and will likely continue to be, adversely affected by the COVID-19 pandemic”) at pages 3 to 21 of the Registration Document dated 11 December 2020 (the “2020 Registration Document” as supplemented from time to time) referred to in the section entitled “Incorporation by Reference” in this Base Prospectus and the factors described below and consult with their own professional advisers, if they consider it necessary. The Issuer believes that such factors represent the principal risks inherent in investing in Notes issued pursuant to this Base Prospectus but the inability of the Issuer to pay interest, principal or other amounts on or in connection with any Notes may occur for other reasons, which may not be considered significant risks by the Issuer based on information currently available to it or which it may not currently be able to anticipate.”*

2. The risk factor entitled “Morgan Stanley’s results of operations have been, and will likely continue to be, adversely affected by the COVID-19 pandemic” at sub-section 1.2 on pages 2-3 of the Base Prospectus shall be deemed to be deleted in its entirety and the following substituted therefor:

***“Morgan Stanley’s results of operations have been, and will likely continue to be, adversely affected by the COVID-19 pandemic.***

*The coronavirus disease (“COVID-19”) pandemic has, and will likely continue to, severely impact global economic conditions, resulting in substantial volatility in the global financial markets, increased unemployment, and operational challenges such as the temporary closures of businesses, sheltering-in-place directives and increased remote work protocols. Governments and central banks around the world have reacted to the economic crisis caused by the pandemic by implementing stimulus and liquidity programs and cutting interest rates, though it is unclear whether these or future actions will be successful in countering the economic disruption. If the pandemic is prolonged or the actions of governments and central banks are unsuccessful, the adverse impact on the global economy will deepen, and Morgan Stanley’s results of operations and financial condition in future quarters will be adversely affected. Towards the end of the first quarter of 2020 and the second quarter of 2020, the pandemic impacted each of Morgan Stanley’s business segments and such impact will likely be greater in future quarters if conditions persist (e.g., decline and volatility of asset prices, reduction in interest rates, widening of credit spreads, credit deterioration, market volatility and reduced investment banking advisory activity). This resulted in significant decreases in the valuation of its loans and commitments, investments and certain classes of trading assets, an increase in the allowance for credit losses, reduced net interest income, and reduced investment banking advisory fees. For example, during the second quarter of 2020, Morgan Stanley has recognised provisions for credit losses on loans and lending commitments of \$239 million. At the same time, increased revenues for certain products related to high levels of client trading activity, as well as balance sheet growth from increased deposits and derivative assets, may not be replicated in future quarters. Should these global market conditions be prolonged or worsen, or the pandemic lead to additional market disruptions, Morgan Stanley could experience reduced client activity and demand for its products and services, higher credit and valuation losses in its loan and commitment and investment portfolios, impairments of other financial assets and other negative impacts on Morgan Stanley’s financial position, including possible constraints on capital and liquidity, as well as a higher cost of capital, and possible changes or downgrades to Morgan Stanley’s credit ratings. In addition, the sharp decline in interest rates will further decrease interest margins in Morgan Stanley’s lending businesses across Wealth Management and Institutional Securities. A continued slowdown of commercial activity would cause overall investment banking revenues to decline and the decline in assets under management and client balances will also further reduce fee and financing revenues across all of Morgan Stanley’s business segments. Operationally, although Morgan Stanley has initiated a work remotely protocol and restricted business travel of its workforce, if significant portions of its workforce, including key personnel, are unable to work effectively because of illness, government actions, or other restrictions in connection with the pandemic, the impact of the pandemic on Morgan Stanley’s businesses could be exacerbated. While the COVID-19 pandemic negatively impacted Morgan Stanley’s results of operations in the first quarter and second quarter of 2020, the extent to which it, and the related global economic crisis, affect Morgan Stanley’s businesses, results of operations and financial condition, as well as Morgan Stanley’s regulatory capital and liquidity ratios, will depend on future developments that are highly uncertain and*

*cannot be predicted, including the scope and duration of the pandemic and any recovery period, future actions taken by governmental authorities, central banks and other third parties in response to the pandemic, and the effects on Morgan Stanley's customers, counterparties, employees and third-party service providers. Moreover, the effects of the COVID-19 pandemic will heighten the other risks described in this Registration Document in respect of Morgan Stanley and any subsequent Quarterly Report on Form 10-Q or Current Report on Form 8-K."*

3. The risk factor entitled "*The United Kingdom's withdrawal from the European Union could adversely affect Morgan Stanley*" at sub-section 1.3 on pages 3-4 of the Base Prospectus shall be deemed to be deleted in its entirety and the following substituted therefor:

***"The United Kingdom's withdrawal from the European Union could adversely affect Morgan Stanley.***

*It is difficult to predict the future of the U.K.'s relationship with the E.U., the uncertainty of which may increase the volatility in the global financial markets in the short- and medium-term and may negatively disrupt regional and global financial markets. Additionally, depending on the outcome, such uncertainty may adversely affect the manner in which Morgan Stanley operates certain of its businesses in Europe. On 31 January 2020, the U.K. withdrew from the E.U. under the terms of a withdrawal agreement between the U.K. and the E.U. The withdrawal agreement provides for a transition period to the end of December 2020, during which time the U.K. will continue to apply E.U. law as if it were a member state, and U.K. firms' passporting rights to provide financial services in E.U. jurisdictions will continue. With respect to financial services, the withdrawal agreement provides that the U.K. and the E.U. will endeavour to conclude whether they will grant each other equivalence under European financial regulations. Equivalence would provide a degree of access to E.U. markets for U.K. financial firms, although the extent and duration of such access remains subject to negotiation. If equivalence (or any alternative arrangement) is not agreed, Morgan Stanley's U.K. licensed entities may be unable to provide regulated services in a number of E.U. jurisdictions from the end of December 2020, absent further regulatory relief. Potential effects of the U.K. exit from the E.U. and potential mitigation actions may vary considerably depending on the nature of the future trading arrangements between the U.K. and the E.U. Morgan Stanley has taken steps to make changes to its European operations in an effort to ensure that it can continue to provide cross-border banking and investment and other services in E.U. member states, without the need for separate regulatory authorisations in each member state, as a result of the political uncertainty described above, it is currently unclear what the final post-Brexit structure of Morgan Stanley's European operations will be. Given the potential negative disruption to regional and global financial markets and depending on the extent to which Morgan Stanley may be required to make material changes to its European operations beyond those implemented or planned, Morgan Stanley's results of operations and business prospects could be negatively affected."*

## PART B - AMENDMENTS TO THE “GENERAL INFORMATION” SECTION

1. Sub-paragraph (d) set out on page 157 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 2019, Morgan Stanley’s Current Reports on Form 8-K dated 16 January 2020, 17 January 2020, 17 January 2020, 20 February 2020, 21 February 2020, 16 April 2020, 22 May 2020, 29 June 2020, 16 July 2020, 2 October 2020, 8 October 2020, 15 October 2020, 21 December 2020 and 20 January 2021, Morgan Stanley Proxy Statement dated 3 April 2020, Morgan Stanley’s Quarterly Report on Form 10-Q for the quarterly period ended 31 March 2020, Morgan Stanley’s Quarterly Report on Form 10-Q for the quarterly period ended 30 June 2020 and Morgan Stanley’s Quarterly Report on Form 10-Q for the quarterly period ended 30 September 2020;”*

2. The section entitled “*Legal and arbitration proceedings*” set out on page 158 of the Base Prospectus shall be deemed to be deleted in its entirety and the following substituted therefor:

### ***“Legal and arbitration proceedings***

*Save as disclosed in:*

*(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 124-126 and the section entitled “Legal Proceedings” at pages 159-163 of Morgan Stanley’s Annual Report on Form 10-K for the year ended 31 December 2019;*

*(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 69-71 and the section entitled “Legal Proceedings” at page 84 of Morgan Stanley’s Quarterly Report on Form 10-Q for the quarterly period ended 31 March 2020;*

*(c) 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 74-76 and the section entitled “Legal Proceedings” at page 90 of Morgan Stanley’s Quarterly Report on Form 10-Q for the quarterly period ended 30 June 2020;*

*(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 75-77 and the section entitled “Legal Proceedings” at page 91 of Morgan Stanley’s Quarterly Report on Form 10-Q for the quarterly period ended 30 September 2020; and*

*(e) the section entitled “Legal Proceedings” at Part 7 of the section entitled “Description of Morgan Stanley & Co. International plc” at pages 55-62 of the Registration Document,*

*other than those disclosed in the audited financial statements or the interim (unaudited) financial statements, 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.”*