

THIRD 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 third supplement to the registration document (the “**Third Registration Document Supplement**”) to supplement and be read in conjunction with the registration document dated 11 December 2020 (the “**Registration Document**”), as supplemented by the first supplement to the Registration Document dated 9 July 2021 and the second supplement to the Registration Document dated 17 August 2021 of Morgan Stanley, MSI plc, MSBV and MSFL.

This Third 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 during the period twelve months after 11 December 2020 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 Third 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 Third Registration Document Supplement.

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

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

The purpose of this Third Registration Document Supplement is to:

- (a) disclose the publication by MSI plc of its half-yearly financial report for the six months ended 30 June 2021 (the “**MSI plc June 2021 Interim Accounts**”) and incorporate by reference, as set out in “Part A” of this Third Registration Document Supplement;
- (b) disclose the publication by MSBV of its interim financial report for the six months ended 30 June 2021 (the “**MSBV June 2021 Interim Accounts**”) and incorporate by reference, as set out in “Part A” of this Third Registration Document Supplement;
- (c) disclose the publication by MSFL of its interim financial report for the six months ended 30 June 2021 (the “**MSFL June 2021 Interim Accounts**”) and incorporate by reference, as set out in “Part A” of this Third Registration Document Supplement; and

(d) make certain consequential amendments to the Registration Document pursuant to the publication of the MSI plc June 2021 Interim Accounts, the MSBV June 2021 Interim Accounts and the MSFL June 2021 Interim Accounts, as set out in “Part B” of this Third 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 Third Registration Document Supplement which comprises this Third Registration Document Supplement with the exception of all information in Part A and Part B hereto;
- (b) MSI plc with regard to this Third Registration Document Supplement which comprises this Third Registration Document Supplement with the exception of items 2 and 3 of Part A and items 2 and 3 of Part B hereto;
- (c) MSBV with regard to this Third Registration Document Supplement which comprises this Third Registration Document Supplement with the exception of items 1 and 3 of Part A and items 1 and 3 of Part B hereto; and
- (d) MSFL with regard to this Third Registration Document Supplement which comprises this Third Registration Document Supplement with the exception of items 1 and 2 of Part A and items 1 and 2 of Part B hereto.

Save as disclosed in this Third 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 MSI plc June 2021 Interim Accounts, the MSBV June 2021 Interim Accounts and the MSFL June 2021 Interim Accounts are not incorporated by reference into this Third 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 Third Registration Document Supplement, the MSI plc June 2021 Interim Accounts, the MSBV June 2021 Interim Accounts and the MSFL June 2021 Interim Accounts are available for viewing, and copies may be obtained from the offices of the Responsible Person and, in the case of this Third Registration Document Supplement, the offices of each of Morgan Stanley, MSI plc, MSBV and MSFL.

This Third Registration Document Supplement and the MSI plc June 2021 Interim Accounts, the MSBV June 2021 Interim Accounts and the MSFL June 2021 Interim Accounts 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.

14 October 2021

MORGAN STANLEY

MORGAN STANLEY & CO. INTERNATIONAL PLC

MORGAN STANLEY B.V.

MORGAN STANLEY FINANCE LLC

CONTENTS

	Page(s)
PART A – INCORPORATION BY REFERENCE	4-5
PART B – CONSEQUENTIAL AMENDMENTS TO THE REGISTRATION DOCUMENT	6

PART A – INCORPORATION BY REFERENCE

This Third Registration Document Supplement incorporates by reference the MSI plc June 2021 Interim Accounts, the MSBV June 2021 Interim Accounts and the MSFL June 2021 Interim Accounts and supplements the section entitled “Information Incorporated by Reference” at pages 22 to 32 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:

Documents filed	Information incorporated by reference	Page(s)
1. Morgan Stanley & Co. International plc		
Half-yearly financial report for the six months ended 30 June 2021		
https://sp.morganstanley.com/EU/Download/GeneralDocument?documentID=c36b5aca-439b-405f-8ccc-c2efafabd2e8	(1) Directors’ responsibility statement	14
	(2) Independent review report to Morgan Stanley & Co. International plc	15
	(3) Condensed consolidated income statement	16
	(4) Condensed consolidated statement of comprehensive income	17
	(5) Condensed consolidated statement of changes in equity	18
	(6) Condensed consolidated statement of financial position	19
	(7) Condensed consolidated statement of cash flows	20
	(8) Notes to the condensed consolidated financial statements	21-49
2. Morgan Stanley B.V.		
Interim financial report for the six months ended 30 June 2021		
https://sp.morganstanley.com/EU/Download/GeneralDocument?documentID=9e517338-2bcc-46c4-99a8-218bd0edc80b	(1) Directors’ responsibility statement	8
	(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	12
	(6) Notes to the condensed financial statements	13-34

(7)	Review report to the shareholders of Morgan Stanley B.V.	35-36
-----	--	-------

3. Morgan Stanley Finance LLC

Interim financial report for the six months ended 30 June 2021

<https://sp.morganstanley.com/EU/Download/GeneralDocument?documentID=bef3a5ec-f73f-4efa-bbb0-da12e4f1a11a>

(1)	Directors' responsibility statement	9
(2)	Statements of financial condition	10
(3)	Statements of comprehensive income	11
(4)	Statements of cash flows	12
(5)	Statements of changes in member's equity (deficit)	13
(6)	Notes to the financial statements	14-27
(7)	Glossary of Common Terms and Acronyms	28

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.

PART B – CONSEQUENTIAL AMENDMENTS TO THE REGISTRATION DOCUMENT

1. The section entitled “Description of Morgan Stanley & Co International plc.” at pages 67 to 74 of the Registration Document shall be amended as follows:

The paragraph headed “Significant Change” at page 74 of the Registration Document shall be deleted in its entirety and the following substituted therefor:

“There has been no significant change in the financial performance or position of the MSI plc Group since 30 June 2021, the date of the last published interim (unaudited) financial statements of MSI plc.”

2. The section entitled “Description of Morgan Stanley B.V.” at pages 75 to 78 of the Registration Document shall be amended as follows:

The paragraph headed “Significant Change” at page 77 of the Registration Document shall be deleted in its entirety and the following substituted therefor:

“There has been no significant change in the financial performance or position of MSBV since 30 June 2021, the date of the last published interim (unaudited) financial statements of MSBV.”

3. The section entitled “Description of Morgan Stanley Finance LLC at pages 79 to 81 of the Registration Document shall be amended as follows:

The paragraph headed “Significant Change” at page 81 of the Registration Document shall be deleted in its entirety and the following substituted therefor:

“There has been no significant change in the financial performance or position of MSFL since 30 June 2021, the date of the last published interim (unaudited) financial statements of MSFL.”