

EIGHTH 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 eighth supplement to the registration document (the “**Eighth Registration Document Supplement**”) to supplement and be read in conjunction with the registration document dated 10 December 2021 (as supplemented by the first supplement to the Registration Document dated 8 February 2022, the second supplement to the Registration Document dated 3 March 2022, the third supplement to the Registration Document dated 21 March 2022, the fourth supplement to the Registration Document dated 26 April 2022, the fifth supplement to the Registration Document dated 20 May 2022, the sixth supplement to the Registration Document dated 26 July 2022 and the seventh supplement to the Registration Document dated 23 August 2022, the “**Registration Document**”).

This Eighth 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 10 December 2021 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 Eighth 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 Eighth Registration Document Supplement.

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

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

The Registration Document is intended to form part of a prospectus prepared in compliance with the Prospectus Regulation and should be read and construed with this Eighth Registration Document Supplement, and any supplement hereto, together with all documents incorporated by reference into it, the other parts of such relevant prospectus or, as the case may be, securities note containing disclosure in relation to any issue of debt or derivative securities by any of Morgan Stanley, MSI plc, MSBV or MSFL (or for which any of Morgan Stanley, MSI plc, MSBV or MSFL is an obligor) and, where appropriate, the final terms containing information with respect to such debt or derivative securities. This includes, without limitation: (i) the Regulation S Program for the Issuance of Notes, Series A and B, Warrants and Certificates pursuant to an offering circular dated 24 June 2022; (ii) the Base Prospectus for Fixed Income Notes under the €2,000,000,000 German Programme for Medium Term Securities dated 15 July 2022; (iii) the French Law Programme for the Issuance of Notes pursuant to a base prospectus dated 24 June 2022; (iv) the Regulation S Program for the Issuance of Notes and Certificates, Series A and Series B, and Warrants pursuant to a base prospectus dated 15 July 2022; (v) the Regulation S Program for the Issuance of Notes, Series A and Series B, Warrants and Certificates pursuant to a base prospectus dated 7 July 2022; and (vi) the up to U.S.\$20,000,000,000

Program for the Issuance of Notes, Certificates and Warrants pursuant to a base prospectus dated 20 July 2021.

The purpose of this Eighth 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 2022 (the “**MSI plc June 2022 Interim Accounts**”) and incorporate by reference, as set out in “Part A” of this Eighth Registration Document Supplement;
- (b) disclose the publication by MSBV of its interim financial report for the six months ended 30 June 2022 (the “**MSBV June 2022 Interim Accounts**”) and incorporate by reference, as set out in “Part A” of this Eighth Registration Document Supplement;
- (c) disclose the publication by MSFL of its interim financial report for the six months ended 30 June 2022 (the “**MSFL June 2022 Interim Accounts**”) and incorporate by reference, as set out in “Part A” of this Eighth Registration Document Supplement; and
- (d) make certain consequential amendments to the Registration Document pursuant to the publication of the MSI plc June 2022 Interim Accounts, the MSBV June 2022 Interim Accounts and the June 2022 Interim Accounts, as set out in “Part B” of this Eighth 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 Eighth Registration Document Supplement which comprises this Eighth Registration Document Supplement with the exception of all information in Part A and Part B hereto;
- (b) MSI plc with regard to this Eighth Registration Document Supplement which comprises this Eighth 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 Eighth Registration Document Supplement which comprises this Eighth 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 Eighth Registration Document Supplement which comprises this Eighth 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 Eighth 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 2022 Interim Accounts, the MSBV June 2022 Interim Accounts and the MSFL June 2022 Interim Accounts are not incorporated by reference into this Eighth 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 Eighth Registration Document Supplement, and each of the MSI plc June 2022 Interim Accounts, the MSBV June 2022 Interim Accounts and the MSFL June 2022 Interim Accounts are available for viewing, and copies may be obtained from the officers of the Issuers and the Paying Agents, and are also available on Morgan Stanley’s website at <http://sp.morganstanley.com/EU/Documents>.

The MSI plc June 2022 Interim Accounts are available on Morgan Stanley’s website at <https://sp.morganstanley.com/EU/Download/GeneralDocument?documentID=01e4d873-0e00-4879-a589-7773fd829f5d> and on the website of the Luxembourg Stock Exchange at www.bourse.lu.

The MSBV June 2022 Interim Accounts are available on Morgan Stanley’s website at <https://sp.morganstanley.com/EU/Download/GeneralDocument?documentID=8a509c97-689b-4c62-84b3-c6f0cba977a4> and on the website of the Luxembourg Stock Exchange at www.bourse.lu.

The MSFL June 2022 Interim Accounts are available on Morgan Stanley’s website at <https://sp.morganstanley.com/EU/Download/GeneralDocument?documentID=63fd6761-ca39-4726-9bf0-f58077513daa> and on the website of the Luxembourg Stock Exchange at www.bourse.lu.

18 October 2022

MORGAN STANLEY
MORGAN STANLEY & CO. INTERNATIONAL PLC
MORGAN STANLEY B.V.
MORGAN STANLEY FINANCE LLC

CONTENTS

	Page
PART A – INCORPORATION BY REFERENCE	5-6
PART B – CONSEQUENTIAL AMENDMENTS TO THE REGISTRATION DOCUMENT	7

PART A - INCORPORATION BY REFERENCE

This Eighth Registration Document Supplement incorporates by reference each of the MSI plc June 2022 Interim Accounts, the MSBV June 2022 Interim Accounts and the MSFL June 2022 Interim Accounts and supplements the section entitled “*Incorporation by Reference*” contained on pages 23 to 33 of the Registration Document.

The following document and/or information shall be deemed to be incorporated by reference in, and to form 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 2022		
https://sp.morganstanley.com/EU/Download/GeneralDocument?documentID=01e4d873-0e00-4879-a589-7773fd829f5d	(1) Directors’ responsibility statement	14
	(2) Independent review report to Morgan Stanley & Co. International plc	15-16
	(3) Condensed consolidated income statement	17
	(4) Condensed consolidated statement of comprehensive income	18
	(5) Condensed consolidated statement of changes in equity	19
	(6) Condensed consolidated statement of financial position	20
	(7) Condensed consolidated statement of cash flows	21
	(8) Notes to the condensed consolidated financial statements	22-47
2. Morgan Stanley B.V.		
Interim financial report for the six months ended 30 June 2022		
https://sp.morganstanley.com/EU/Download/GeneralDocument?documentID=8a509c97-689b-4c62-84b3-c6f0cba977a4	(1) Directors’ responsibility statement	7
	(2) Condensed statement of comprehensive income	8
	(3) Condensed statement of changes in equity	9
	(4) Condensed statement of financial position	10
	(5) Condensed statement of cash flows	11
	(6) Notes to the condensed financial statements	12-37

- (7) Review report to the shareholders of Morgan Stanley B.V. 40-41¹

3. Morgan Stanley Finance LLC

Interim financial report for the six months ended 30 June 2022

<https://sp.morganstanley.com/EU/Download/GeneralDocument?documentID=63fd6761-ca39-4726-9bf0-f58077513daa>

- | | | |
|-----|--|----------------|
| (1) | Directors' responsibility statement | 8 ² |
| (2) | Statements of financial condition | 2 |
| (3) | Statements of comprehensive income | 3 |
| (4) | Statements of cash flows | 4 |
| (5) | Statements of changes in member's equity (deficit) | 5 |
| (6) | Notes to the financial statements | 6-19 |
| (7) | Glossary of Common Terms and Acronyms | 20 |

Any non-incorporated parts of a document 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 Registration Document.

¹ The Review report to the shareholders of Morgan Stanley B.V. contained in the Morgan Stanley B.V. Interim financial report for the six months ended 30 June 2022 is unpaginated so the reference to '40-41' is in reference to the PDF page numbering.

² The Director's responsibility statement contained in the Morgan Stanley Finance LLC Interim financial report for the six months ended 30 June 2022 is unpaginated so the reference to '8' is in reference to the PDF page numbering.

PART B - CONSEQUENTIAL AMENDMENTS TO THE BASE PROSPECTUS

1. The section entitled “Description of Morgan Stanley & Co International plc.” at pages 62 to 66 of the Registration Document shall be amended as follows:

The paragraph headed “Significant Change” at page 66 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 2022, 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 67 to 70 of the Registration Document shall be amended as follows:

The paragraph headed “Significant Change” at page 69 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 2022, the date of the last published interim (unaudited) financial statements of MSBV.”

3. The section entitled “Description of Morgan Stanley Finance LLC at pages 71 to 73 of the Registration Document shall be amended as follows:

The paragraph headed “Significant Change” at page 73 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 2022, the date of the last published interim (unaudited) financial statements of MSFL.”