

SIXTH BASE PROSPECTUS SUPPLEMENT

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

Morgan Stanley

as guarantor
(incorporated under the laws of the State of Delaware in the United States of America)

Up to U.S.\$20,000,000,000 **Program for the Issuance of Notes, Certificates and Warrants**

Morgan Stanley B.V. (“**MSBV**” or the “**Issuer**”) and Morgan Stanley in its capacity as guarantor (the “**Guarantor**”) have prepared this sixth base prospectus supplement (the “**Sixth Base Prospectus Supplement**”) to supplement and be read in conjunction with the base prospectus dated 20 July 2021 (the “**Base Prospectus**”), as supplemented by the first supplement to the Base Prospectus dated 26 August 2021, the second supplement to the Base Prospectus dated 14 October 2021, the third supplement to the Base Prospectus dated 29 October 2021, the fourth supplement to the Base Prospectus dated 19 November 2021 and the fifth supplement to the Base Prospectus dated 8 February 2022 in relation to MSBV's program for the issuance of notes, certificates and warrants.

This Sixth Base Prospectus Supplement has been approved by the Central Bank of Ireland, as competent authority under Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”). The Central Bank only approves this Sixth Base Prospectus Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer or the quality of the Securities. This document constitutes a supplement for the purposes of Article 23(1) of the Prospectus Regulation.

In addition, this Sixth Base Prospectus Supplement has been approved by the Irish Stock Exchange plc trading as Euronext Dublin (“**Euronext Dublin**”) as supplementary listing particulars, pursuant to the listing and admission to trading rules of Euronext Dublin, for the purpose of providing information with regard to the Issuer and the Guarantor for the purposes of admitting Securities to the Official List of Euronext Dublin and trading on its Global Exchange Market. The Global Exchange Market is the exchange regulated market of Euronext Dublin and is not a regulated market for the purposes of Directive 2014/65/EU.

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

The purpose of this Sixth Base Prospectus Supplement is to:

- (a) disclose the publication of the Annual Report on Form 10-K of Morgan Stanley for the year ended 31 December 2021, as filed with the United States Securities and Exchange Commission (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 Sixth 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 Sixth Base Prospectus Supplement; and
- (d) make certain consequential amendments to the “*General Information*” section of the Base Prospectus as set out in “Part B” of this Sixth Base Prospectus 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, the information contained in the relevant document is in accordance with the facts and does not omit anything likely to affect the import of such information.

“**Responsible Person**” means:

- (i) MSBV with regard to this Sixth Base Prospectus Supplement which comprises this Sixth Base Prospectus Supplement with the exception of Part A and Part B hereto; and
- (ii) Morgan Stanley with regard to this Sixth Base Prospectus Supplement which comprises this Sixth Base Prospectus Supplement hereto.

Save as disclosed in this Sixth 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.

Any information or documents which are not incorporated by reference are either not relevant for the investor or covered in another part of this Sixth Base Prospectus Supplement.

This Sixth Base Prospectus Supplement is available for viewing, and copies may be obtained from, the officers of the Issuer, Guarantor and the Paying Agents and is available on Morgan Stanley's website at <http://sp.morganstanley.com/EU/Documents>.

The Morgan Stanley 2021 Form 10-K is available for viewing, and copies may be obtained from the offices of Morgan Stanley and 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 for viewing on Morgan Stanley's website at <http://sp.morganstanley.com/EU/Documents>.

3 March 2022

MORGAN STANLEY B.V.

MORGAN STANLEY

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PART A - INCORPORATION BY REFERENCE

This Sixth 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 31-37 of the Base Prospectus.

The information incorporated by reference in the Base Prospectus 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 31-37 of the Base Prospectus.

The following document and/or information shall be deemed to be incorporated by reference in, and form a 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	1-8
https://www.morganstanley.com/content/dam/msdotcom/en/about-us-ir/shareholder/10k2021/10k1221.pdf	(2)	Management’s Discussion and Analysis of Financial Condition and Results of Operations	21-51
	(3)	Quantitative and Qualitative Disclosures about Risk	52-69
	(4)	Financial Statements and Supplementary Data	70-141
	(5)	Report of Independent Registered Public Accounting Firm	70-71
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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

<https://www.morganstanley.com/content/dam/msdotcom/en/about-us-ir/shareholder/10k2021/10k1221.pdf>

(1)	Risk Factors	9-20
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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 Base Prospectus.

Row 6 of the table on page 35 of the Base Prospectus, containing URL links to the locations of the documents containing the sections incorporated by reference in the Base Prospectus shall be deleted in its entirety and replaced with the following:

6. *Morgan Stanley's Annual Report on Form 10-K for the year ended 31 December 2021* (<https://www.morganstanley.com/content/dam/msdotcom/en/about-us-ir/shareholder/10k2021/10k1221.pdf>)

PART B – AMENDMENTS TO THE “GENERAL INFORMATION” SECTION

1. A new sub-paragraph (xv) shall be added to the third paragraph on page 164 of the Base Prospectus as follows:

“(xv) Morgan Stanley’s Annual Report on Form 10-K for the year ended 31 December 2021 (<https://www.morganstanley.com/content/dam/msdotcom/en/about-us-ir/shareholder/10k2021/10k1221.pdf>).”

2. The second paragraph of the sub-section titled “*Morgan Stanley*” as set out on page 165 of the Base Prospectus shall be deleted in its entirety and the following substituted therefor:

“Deloitte & Touche LLP, an independent registered public accounting firm registered with the Public Company Accounting Oversight Board (United States) of 30 Rockefeller Plaza, New York, New York 10112, United States have audited the financial statements of Morgan Stanley for the years ended 31 December 2021 and 31 December 2020, as contained in Morgan Stanley’s Annual Report on Form 10-K for the year ended 31 December 2021 and an unqualified opinion has been reported thereon.”

3. Sub-paragraph (i) of the sub-section titled “*Morgan Stanley*” set out on page 165 of the Base Prospectus shall be deleted in its entirety and the following substituted therefor:

“(i) 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 143-148 of Morgan Stanley’s Annual Report on Form 10-K for the year ended 31 December 2021 (the “Form 10-K”);”

4. Sub-paragraph (v) of the sub-section titled “*Morgan Stanley*” set out on page 165 of the Base Prospectus shall be deleted in its entirety and the following substituted therefor:

(v) the section entitled “Legal Proceedings” at Part 7 of the section entitled “Description of Morgan Stanley B.V.” at page 72 of the Registration Document dated 10 December 2021 (as supplemented from time to time, including, without limitation, by the First Supplement to the Registration Document dated 8 February 2022, and by the Second Supplement to the Registration Document dated 3 March 2022).”

5. The two paragraphs each beginning “*There has been no material adverse change...*” and “*There has been no significant change...*” respectively, as set out on page 166 of the Base Prospectus and forming part of the sub-section “*Morgan Stanley*” shall be deemed to be deleted in its entirety and the following substituted therefor:

“There has been no material adverse change in the prospects of Morgan Stanley since 31 December 2021, the date of the latest published annual audited financial statements of Morgan Stanley.

There has been no significant change in the financial or trading position of Morgan Stanley since 31 December 2021, the date of the latest published annual audited financial statements of Morgan Stanley.”