

## BASE PROSPECTUS SUPPLEMENT

# 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 (JERSEY) LIMITED**

*(incorporated with limited liability in Jersey, Channel Islands)*

### **MORGAN STANLEY B.V.**

*(incorporated with limited liability in The Netherlands)*

Morgan Stanley ("**Morgan Stanley**"), Morgan Stanley & Co. International plc ("**MSI plc**"), Morgan Stanley (Jersey) Limited ("**MSJ**") and Morgan Stanley B.V. ("**MSBV**", together with Morgan Stanley, MSI plc and MSJ, the "**Issuers**") and Morgan Stanley, in its capacity as guarantor (in such capacity, the "**Guarantor**") have prepared this base prospectus supplement (the "**Base Prospectus Supplement**"), which constitutes a supplementary prospectus for the purposes of 87G of the Financial Services and Markets Act 2000 ("**FSMA**") and has been approved by the Financial Services Authority in its capacity as the competent authority in the United Kingdom as a prospectus supplement for the purposes of Directive 2003/71/EC (the "**Prospectus Directive**"), to supplement and be read in conjunction with:

- (i) the base prospectus of Morgan Stanley, MSI plc, MSJ and MSBV (each in its capacity as Issuer) and Morgan Stanley (in its capacity as Guarantor) in respect of the program for the issuance of Notes, Series A and B, Warrants and Certificates, dated 7 June 2012, and the supplement thereto dated 25 June 2012; and
- (ii) the base prospectus of Morgan Stanley, MSI plc, MSJ and MSBV (each in its capacity as Issuer) and Morgan Stanley (in its capacity as Guarantor) in respect of the program for the issuance of Notes, Warrants and Certificates linked to one or more securities, indices, funds, commodities, preference shares of Morgan Stanley Jersey or Sienna Finance UK Limited dated 21 June 2012, and the supplement thereto dated 25 June 2012,

(together, the "**Base Prospectuses**") approved by the Financial Services Authority (in its capacity as competent authority for the purposes of Part VI of the Financial Services and Markets Act 2000).

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

The purpose of this Base Prospectus Supplement is to disclose the publication by Morgan Stanley, on 26 February 2013, of its Annual Report on Form 10-K for the year ended 31 December 2012 (the "**2012 10-K**").

The 2012 10-K shall be deemed to be incorporated in, and to form part of, this Base Prospectus Supplement.

In circumstances where Article 16(2) of the Prospectus Directive (as implemented in the United Kingdom by Section 87Q(4) of the FSMA) applies, investors who have agreed to purchase or subscribe for, or have

applied to purchase or subscribe for, any Notes, Warrants or Certificates (as the case may be) prior to the publication of this Base Prospectus Supplement shall have the right, exercisable within two Business Days following the date of publication of this Base Prospectus Supplement, to withdraw their acceptances or applications by notice in writing to the relevant Issuer, agent, Dealer or Distribution Agent, as the case may be.

Each of the Issuers and the Guarantor, in relation to the relevant Base Prospectuses where it is an Issuer or the Guarantor (as applicable), confirms the following:

Save as disclosed in this Base Prospectus Supplement, and in any prior supplements to any of the Base Prospectuses, no significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectuses has arisen since the publication of the Base Prospectuses.

Each of the Issuers and the Guarantor accepts responsibility for the information contained in this Base Prospectus Supplement. To the best of the knowledge and belief of the Issuers and the Guarantor (who have taken all reasonable care to ensure that such is the case), 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.

Any information or documents incorporated by reference into the 2012 10-K do not form part of this Base Prospectus Supplement.

Ratings of Morgan Stanley and Morgan Stanley Bank, N.A., appearing at page 99 of the 2012 10-K, have been given (a) in the case of Morgan Stanley, by Dominion Bond Rating Service, Inc. ("**DBRS**"), Fitch, Inc. ("**Fitch**"), Moody's Investors Service, Inc. ("**Moody's**"), Rating and Investment Information Inc. and Standard & Poor's Financial Services LLC through its business unit Standard & Poor's Ratings Services ("**S&P**") and (b) in the case of Morgan Stanley Bank, N.A., by Fitch, Moody's Rating and Investment Information Inc. and S&P.

Ratings of Morgan Stanley Derivative Products Inc. appearing at page 240 of the 2012 10-K have been given by Moody's and S&P.

DBRS is not established in the European Economic Area (EEA) but the ratings it has assigned to Morgan Stanley may be endorsed by DBRS Ratings Limited which is established in the EEA and registered under Regulation 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies ("**CRA Regulation**"), as amended from time to time by the relevant competent authority.

Fitch is not established in the European Economic Area but the rating it has assigned to Morgan Stanley is endorsed by Fitch Ratings Limited, a rating established in the European Economic Area and registered under the CRA Regulation by the relevant competent authority.

The Global Scale Credit Rating on this form was issued by one of Moody's affiliates outside the EU and is endorsed by Moody's Investors Service Ltd., One Canada Square, Canary Wharf, London E14 5FA, UK, in accordance with Art. 4 paragraph 3 of the Regulation (EC) No 1060/2009 on Credit Rating Agencies. Further information on the EU endorsement status and on the Moody's office that issued the credit rating is available on [www.moody.com](http://www.moody.com).

Rating and Investment Information Inc. is not incorporated in the European Economic Area and is not registered under the CRA Regulation in the E.U.

S&P is not established in the European Economic Area but the rating it has assigned to Morgan Stanley is, with effect from 9 April 2012, endorsed by Standard & Poors Credit Market Services Europe Limited, a rating agency established in the European Economic Area and registered under the CRA Regulation by the relevant competent authority.

This Base Prospectus Supplement and the 2012 10-K is available for viewing, and copies may be obtained from the offices of the Issuers, the Paying Agents and the Securities Agents (as applicable). This Base Prospectus Supplement is also available on Morgan Stanley's website at [www.morganstanleyiq.eu](http://www.morganstanleyiq.eu) and the 2012 10-K is also available on Morgan Stanley's website at [www.morganstanley.com](http://www.morganstanley.com).

20 March 2013

**MORGAN STANLEY**

**MORGAN STANLEY & CO. INTERNATIONAL PLC**

**MORGAN STANLEY (JERSEY) LIMITED**

**MORGAN STANLEY B.V.**