

EIGHTH BASE PROSPECTUS SUPPLEMENT

Morgan Stanley

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

BASE PROSPECTUS FOR THE ISSUANCE OF NOTES, SERIES A AND SERIES B UNDER THE REGULATION S PROGRAM FOR THE ISSUANCE OF NOTES, SERIES A AND B, WARRANTS AND CERTIFICATES

Morgan Stanley (“**Morgan Stanley**” or the “**Issuer**”), has prepared this eighth base prospectus supplement (the “**Eighth Base Prospectus Supplement**”) to supplement and be read in conjunction with the base prospectus dated 20 July 2023 of Morgan Stanley (as supplemented by the first supplement to the Base Prospectus dated 11 August 2023, the second supplement to the Base Prospectus dated 25 October 2023, the third supplement to the Base Prospectus dated 13 November 2023, the fourth supplement to the Base Prospectus dated 7 December 2023, the fifth supplement to the Base Prospectus dated 22 January 2024, the sixth supplement to the Base Prospectus dated 8 March 2024 and the seventh supplement to the Base Prospectus dated 23 April 2024, the “**Base Prospectus**”) relating to the Regulation S Program for the Issuance of Notes, Series A and Series B, Warrants and Certificates.

This Eighth 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 Eighth 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 Eighth Base Prospectus Supplement.

This Eighth 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 Eighth Base Prospectus Supplement in connection with the issue of any Exempt Notes.**

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

The purpose of this Eighth Base Prospectus Supplement is to:

- (a) disclose the publication by Morgan Stanley of its Current Report on Form 10-Q dated 3 May 2024 for the quarterly period ended 31 March 2024 (the “**Morgan Stanley March 2024 Form 10-Q**”);
- (b) incorporate the Morgan Stanley March 2024 Form 10-Q by reference into the Base Prospectus, as set out in “Part A” of this Eighth Base Prospectus Supplement;
- (c) incorporate the fourth supplement to the Registration Document of Morgan Stanley, Morgan Stanley & Co. International plc, Morgan Stanley B.V., Morgan Stanley Finance LLC and Morgan Stanley Europe SE dated 16 November 2023 (the “**Fourth Supplement to the Registration Document**”) by reference into the Base Prospectus, as set out in “Part A” of this Eighth Base Prospectus Supplement;
- (d) make certain consequential amendments to the “*General Information*” section of the Base Prospectus as set out in “Part B” of this Eighth Base Prospectus Supplement; and

- (e) make certain consequential amendments to the “*Selected Financial Information of Morgan Stanley*” section in the Base Prospectus pursuant to the publication of the Morgan Stanley March 2024 Form 10-Q, as set out in Part C of this Eighth 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 Eighth 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 Eighth 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 21 May 2024.

Save as disclosed in this Eighth 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 seventh supplement to the Base Prospectus dated 23 April 2024.

Morgan Stanley accepts responsibility for the information contained in this Eighth Base Prospectus Supplement. To the best of the knowledge and belief of Morgan Stanley, 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 Eighth Base Prospectus Supplement is available for viewing, and copies may be obtained from, the officers of the Issuers and the Paying Agents.

This Eighth Base Prospectus Supplement is available on Morgan Stanley’s website at <https://sp.morganstanley.com/EU/Documents> and on the website of the Luxembourg Stock Exchange at www.luxse.com.

The Morgan Stanley April 2024 Form 10-Q is available on Morgan Stanley’s website at <https://sp.morganstanley.com/EU/Download/GeneralDocument?documentID=2d3368bf-a44f-4d25-896a-74717a99268d> and on the website of the Luxembourg Stock Exchange at www.luxse.com.

The 2023 Registration Document is available on Morgan Stanley’s website at <https://sp.morganstanley.com/EU/Download/GeneralDocument?documentID=15846ec7-75cf-4262-9b7d-7d0439029691>.

The First Supplement to the Registration Document is available on Morgan Stanley’s website at <https://sp.morganstanley.com/EU/Download/GeneralDocument?documentID=efad4181-5f11-4006-8291-3b8295817e7d>.

The Second Supplement to the Registration Document is available on Morgan Stanley’s website at <https://sp.morganstanley.com/EU/Download/GeneralDocument?documentID=a29d0794-7255-46a7-b2e3-9089469aa63d>.

The Third Supplement to the Registration Document is available on Morgan Stanley’s website at <https://sp.morganstanley.com/EU/Download/GeneralDocument?documentID=877445c1-3980-4ad7-a91a-f89d4d291e30>.

The Fourth Supplement to the Registration Document is available on Morgan Stanley’s website at <https://sp.morganstanley.com/EU/Download/GeneralDocument?documentID=954e9108-a42a-4f65-a02e-9872de153588>.

17 May 2024

MORGAN STANLEY

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PART A – INCORPORATION BY REFERENCE

This Eighth Base Prospectus Supplement incorporates by reference the Morgan Stanley March 2024 10-Q and the Fourth Supplement to the Registration Document and supplements the section entitled “*Incorporation by Reference*” contained on pages 30 to 40 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 30 to 40 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:

Document filed	Information incorporated by reference	Page(s)
Quarterly Report on Form 10-Q for the quarterly period ended 31 March 2024	(1) Management’s Discussion and Analysis of Financial Condition and Results of Operations	4-25
https://sp.morganstanley.com/EU/Download/GeneralDocument?documentID=2d3368bf-a44f-4d25-896a-74717a99268d	(2) Quantitative and Qualitative Disclosures about Risk	26-34
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https://sp.morganstanley.com/EU/Download/GeneralDocument?documentID=954e9108-a42a-4f65-a02e-9872de153588	(2) Part C – Amendments to “Description of Morgan Stanley” Section	10

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.

**PART B – AMENDMENTS TO THE “SELECTED FINANCIAL INFORMATION OF MORGAN STANLEY”
SECTION**

1. The Section entitled “*Selected Financial Information of Morgan Stanley*” on page 27 of the Base Prospectus shall be deemed to be deleted in its entirety and the following substituted therefor:

“SELECTED FINANCIAL INFORMATION OF MORGAN STANLEY

This section contains selected financial information of Morgan Stanley relating to the years ended 31 December 2022 and 31 December 2023 and the three months ended 31 March 2023 and 31 March 2024.

The information in respect of the years ended 31 December 2022 and 31 December 2023 set out below is derived from the audited financial statements included in Morgan Stanley’s Annual Report on Form 10-K for the year ended 31 December 2023.

The information in respect of the three months ended 31 March 2023 and 31 March 2024 set out below is derived from the unaudited financial statements included in Morgan Stanley’s Quarterly Report on Form 10-Q for the periods ended 31 March 2023 and 31 March 2024, respectively.

<i>Consolidated Balance Sheet (U.S.\$ in millions)</i>	<i>At 31 December 2023</i>	<i>At 31 December 2022</i>	<i>At 31 March 2024 (unaudited)</i>	<i>At 31 March 2023 (unaudited)</i>
<i>Total assets</i>	<i>1,193,693</i>	<i>1,180,231</i>	<i>1,228,503</i>	<i>1,199,904</i>
<i>Total liabilities and equity</i>	<i>1,193,693</i>	<i>1,180,231</i>	<i>1,228,503</i>	<i>1,199,904</i>

<i>Consolidated Income Statement (U.S.\$ in millions)</i>	<i>2023</i>	<i>2022</i>	<i>Three months ended 31 March 2024 (unaudited)</i>	<i>Three months ended 31 March 2023 (unaudited)</i>
<i>Net revenues</i>	<i>54,143</i>	<i>53,668</i>	<i>15,136</i>	<i>14,517</i>
<i>Income before provisions for income taxes</i>	<i>11,813</i>	<i>14,089</i>	<i>4,395</i>	<i>3,760</i>
<i>Net income</i>	<i>9,230</i>	<i>11,179</i>	<i>3,462</i>	<i>3,033</i>

“

PART C – AMENDMENTS TO THE “GENERAL INFORMATION” SECTION

1. Sub-paragraph (d) under the heading “*Documents available*” on page 216 of the Base Prospectus shall 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 2023, Morgan Stanley’s Current Reports on Form 8-K dated 18 July 2023, 18 October 2023, 16 January 2024 and 16 April 2024, Morgan Stanley’s Quarterly Reports on Form 10-Q for the quarterly periods ended 30 June 2023, 30 September 2023 and 31 March 2024, and Morgan Stanley’s Proxy Statement dated 5 April 2024;”

2. The section titled “*No material adverse change in prospects and no significant change in financial performance and financial position*” on page 217 of the Base Prospectus shall 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 2023, the date of the last published annual audited financial statements of Morgan Stanley.

There has been no significant change in the financial performance and financial position of Morgan Stanley since 31 March 2024, the date of the last published interim (unaudited) financial statements of Morgan Stanley.”

3. The following will be inserted as a new sub-paragraph (b) in the sub-section titled “*Legal and arbitration proceedings*” on page 217 of the Base Prospectus:

“(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 60-63 and the section entitled “Legal Proceedings” on page 74 of Morgan Stanley’s Quarterly Report on Form 10-Q for the quarterly period ended 31 March 2024.”