

Supplement No. 2 dated 25 September 2013 to the
Base Prospectus for Equity linked Notes and Certificates dated 27 June 2013

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

Euro 2,000,000,000 German Programme for Medium Term Notes and Certificates
(Programme for the Issuance of Notes and Certificates)

MORGAN STANLEY IQ

This supplement No. 2 to the Original Base Prospectus (as defined below) (the "**Supplement No. 2**") is prepared in connection with the EUR 2,000,000,000 German Programme for Medium Term Notes and Certificates (Programme for the Issuance of Notes and Certificates) (the "**Programme**") of Morgan Stanley & Co. International plc ("**MSI plc**") and Morgan Stanley B.V. ("**MSBV**" and MSI plc and MSBV, each an "**Issuer**" and, together, the "**Issuers**") and is supplemental to, and should be read in conjunction with, the base prospectus for equity linked notes and certificates dated 27 June 2013 as supplemented by supplement No. 1 dated 23 August 2013 (the "**Original Base Prospectus**") in respect of the Programme.

Notes issued by MSBV will benefit from a guarantee dated on or around 27 June 2013 (the "**Guarantee**") by Morgan Stanley ("**Morgan Stanley**" or the "**Guarantor**").

This Supplement No. 2 is a supplement within the meaning of article 13 of the Luxembourg Act on Securities Prospectuses (*loi relative aux prospectus pour valeurs mobilières*) which implements article 16 of the Prospectus Directive. The purpose of this Supplement No. 2 is to disclose the Issuers' and the Guarantor's interim financial statements as of 30 June 2013 which have been published recently. Unless otherwise stated or the context otherwise requires, terms defined in the Original Base Prospectus have the same meaning when used in this Supplement No. 2. As used herein "**Base Prospectus**" means the Original Prospectus as supplemented by the Supplement No. 2.

The Original Base Prospectus has been and this Supplement No. 2 and the Issuers' and the Guarantor's interim financial statements as of 30 June 2013 as incorporated by reference into the Original Base Prospectus by this Supplement No. 2 will be published on the website of the Luxembourg Stock Exchange (www.bourse.lu).

In accordance with article 13 of the Luxembourg Act on Securities Prospectuses (*loi relative aux prospectus pour valeurs mobilières*), investors who have already submitted purchase orders in relation to instruments issued under the Programme prior to the publication of this Supplement No. 2 are entitled to withdraw their orders within two days of this Supplement No. 2 having been published (the "**Withdrawal Right End Date**") if not yet credited in their respective securities account for the instruments so subscribed. Withdrawal Right End Date means 27 September 2013. A withdrawal, if any, of an order must be communicated in writing to the relevant Issuer at its registered office specified in the Address List hereof.

IMPORTANT NOTICE

This Supplement No. 2 should be read and construed with the Original Base Prospectus and with any documents incorporated by reference therein and, in relation to any issue of Notes, with the relevant Final Terms. In case of any inconsistency between (i) any statement contained in this Supplement No. 2 or any statement incorporated by reference into the Base Prospectus through this Supplement No. 2; and (ii) any other statement in or incorporated by reference in the Original Base Prospectus as supplemented, the statement contained in this Supplement No. 2 or the statement incorporated by reference into the Base Prospectus through this Supplement No. 2 shall prevail.

Any managers have not independently verified the information contained herein. Accordingly, no representation, warranty or undertaking, express or implied, is made and no responsibility or liability is accepted by any managers as to the accuracy or completeness of the information contained in this Supplement No. 2 or any other information provided by the Issuers and the Guarantor in connection with the Programme.

No person has been authorised by any of the Issuers or the Guarantor to issue any statement which is not consistent with or not contained in this document, any other document entered into in relation to the Programme or any information supplied by the Issuers or the Guarantor or any information as in the public domain and, if issued, such statement may not be relied upon as having been authorised by the Issuers, the Guarantor or any managers.

The distribution of this Supplement No. 2, the Original Base Prospectus, any Final Terms, any simplified prospectus in case Notes in Switzerland are not publicly distributed by their listing at SIX/Scoach/EUREX but by publishing a simplified prospectus ("**Simplified Prospectus**") pursuant to article 5 of the CISA and any offering material relating to the Notes and the offering, sale and delivery of the Notes in certain jurisdictions may be restricted by law. Nobody may use this Supplement No. 2, the Original Base Prospectus or any Final Terms or any Simplified Prospectus for the purpose of an offer or solicitation if in any jurisdiction such use would be unlawful. In particular, this document may only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the Financial Services and Markets Act 2000 does not apply. Additionally, Notes issued under this Programme will not be registered under the United States Securities Act of 1933, as amended. Therefore, Notes may not be offered, sold or delivered within the United States or to U.S. persons.

For a more detailed description of some restrictions, see the paragraph "*Subscription and Sale*" of the Original Base Prospectus.

Neither this Supplement No. 2, the Original Base Prospectus nor any Final Terms nor any Simplified Prospectus constitute an offer to purchase any Notes and should not be considered as a recommendation by the Issuers, the Guarantor or any manager that any recipient of this Supplement No. 2, the Original Base Prospectus or any Final Terms or any Simplified Prospectus should purchase any Notes. Each such recipient shall be taken to have made its own investigation and appraisal of the condition (financial or otherwise) of each of the Issuers and the Guarantor (see paragraph "*Risk Factors*" of the Original Base Prospectus).

RESPONSIBILITY STATEMENT

Each of Morgan Stanley & Co. International plc, London, United Kingdom, Morgan Stanley B.V., Amsterdam, The Netherlands, and Morgan Stanley, Delaware, United States of America, assumes responsibility for the content of this Supplement No. 2 and declares that the information contained in this Supplement No. 2 is to the best of their respective knowledge in accordance with the facts and that no material circumstances have been omitted.

Dated: 25 September 2013

AMENDMENTS TO THE ORIGINAL BASE PROSPECTUS

A. In the section “Summary of the Base Prospectus”, under paragraph “B. Issuers and Guarantors – Morgan Stanley & Co. International plc” of the Original Base Prospectus, item B.12 shall be deleted in its entirety and replaced as follows:

B.12 Selected historical key financial information (in millions of euro):

	31 Dec 2011	31 Dec 2012	30 June 2012	30 June 2013
Balance Sheet (in EUR millions)				
Total Assets	575,585	564,411	598,193	613,232
Total Liabilities and Equity	575,585	564,411	598,193	613,232
Consolidated Income Statement (in EUR millions)				
Net Trading Revenues	3,814	3,717	2,136	1,974
Profit / (Loss) before tax	825	242	499	(136)
Profit / (Loss) for the year/period	573	9	249	(192)

Material adverse change in the prospects of the Issuer:

There has been no material adverse change in the prospects of MSIP since 31 December 2012, the date of the latest published annual audited accounts of MSIP.

Significant changes in the financial or trading position of the Issuer:

There has been no significant change in the financial or trading position of MSIP since 30 June 2013, the date of the latest published interim financial statements of MSIP.

B. In the section “Summary of the Base Prospectus”, under paragraph “B. Issuers and Guarantors – Morgan Stanley B.V.” of the Original Base Prospectus, item B.12 shall be deleted in its entirety and replaced as follows:

B.12 Selected historical key financial information (in millions of euro):

	31 Dec 2011	31 Dec 2012	30 June 2012	30 June 2013
Balance Sheet (in EUR millions)				
Total Assets	4,187	6,520	7,008	9,599
Total Liabilities	4,170	6,499	6,989	9,576
Consolidated Income Statement (in EUR millions)				
Profit before tax	4	5	2	3
Profit for the year/period	3	4	2	2

Material adverse change in the prospects of the Issuer:

There has been no material adverse change in the prospects of MSBV since 31 December 2012, the date of the latest published annual audited accounts of MSBV.

Significant changes in the financial or trading position of the Issuer:

There has been no significant change in the financial or trading position of MSBV since 30 June 2013, the date of the latest published interim financial statements of MSBV.

C. In the section “Summary of the Base Prospectus”, under paragraph “B. Issuers and Guarantors – Morgan Stanley” of the Original Base Prospectus, item B.19/B.12 shall be deleted in its entirety and replaced as follows:

B.19 Selected historical
B.12 key financial
information (in \$
millions):

	31 Dec 2011	31 Dec 2012	30 June 2012	30 June 2013
Balance Sheet (in \$ millions)				
Total Assets	749,898	780,960	748,517	802,691
Total Liabilities and Redeemable Noncontrolling Interests & Equity	749,898	780,960	748,517	802,691
Consolidated Income Statement (in \$ millions)				
Net Revenues	32,236	26,112	13,866	16,661
Income (loss) from continuing operations before tax	6,099	515	1,139	3,357
Net income	4,645	716	884	2,422

Material adverse
changes in the
prospects, the
financial or trading
position of the
Guarantor:

There has been no material adverse change in the prospects of Morgan Stanley since 31 December 2012, the date of the latest published annual audited accounts of Morgan Stanley.

Significant changes
in the financial or
trading position of
the Guarantor:

There has been no significant change in the financial or trading position of Morgan Stanley since 30 June 2013, the date of the latest published interim financial statements of Morgan Stanley.

D. In the section “Deutsche Fassung der Zusammenfassung des Basisprospekts”, under paragraph “B. Emittentinnen und Garantinnen – Morgan Stanley & Co. International plc” of the Original Base Prospectus, item B.12 shall be deleted in its entirety and replaced as follows:

B.12 Ausgewählte
wesentliche
historische Finanz-
informationen (in
Millionen Euro):

	31. Dezember 2011	31. Dezember 2012	30. Juni 2012	30. Juni 2013
Jahresabschluss (in Millionen EUR)				
Gesamtvermögen	575.585	564.411	598.193	613.232
Gesamtsumme aller Verbindlichkeiten und Eigenkapital	575.585	564.411	598.193	613.232
Konzerngewinn- und Verlustrechnung (in Millionen EUR)				
Nettohandels- umsätze	3.814	3.717	2.136	1.974
Ergebnis / (Verlust) vor Steuern (EBT)	825	242	499	(136)
Ergebnis / (Verlust) für das Jahr / die Periode	573	9	249	(192)

Wesentliche negative Veränderung der Aussichten, der Emittentin:

Seit dem 31. Dezember 2012, dem Tag, an dem der letzte geprüfte Jahresabschluss von MSIP veröffentlicht wurde, ist es zu keinen wesentlichen negativen Veränderungen in den Aussichten von MSIP gekommen.

Wesentliche Veränderung bei der Finanzlage oder der Handelsposition der Emittentin:

Seit dem 30. Juni 2013, dem Tag, an dem der letzte Zwischenbericht von MSIP veröffentlicht wurde, ist es zu keinen wesentlichen Veränderungen bei der Finanzlage oder Handelsposition der MSIP gekommen.

E. In the section “Deutsche Fassung der Zusammenfassung des Basisprospekts”, under paragraph “B. Emittentinnen und Garantin – Morgan Stanley B.V.” of the Original Base Prospectus, item B.12 shall be deleted in its entirety and replaced as follows:

B.12 Ausgewählte wesentliche historische Finanzinformationen (in Millionen Euro):

	31. Dezember 2011	31. Dezember 2012	30. Juni 2012	30. Juni 2013
Jahresabschluss (in Millionen EUR):				
<i>Gesamtvermögen</i>	4.187	6.520	7.008	9.599
<i>Gesamtsumme aller Verbindlichkeiten</i>	4.170	6.499	6.989	9.576
Konzerngewinn- und Verlustrechnung (in Millionen EUR):				
Ergebnis vor Steuern (EBT)	4	5	2	3
Jahresergebnis/ Perioden-ergebnis	3	4	2	2

Wesentliche negative Veränderung der Aussichten der Emittentin:

Seit dem 31. Dezember 2012, dem Tag, an dem der letzte geprüfte Jahresabschluss von MSBV veröffentlicht wurde, ist es zu keinen wesentlichen negativen Veränderungen in den Aussichten von MSBV gekommen.

Wesentliche Veränderung bei der Finanzlage oder der Handelsposition der Emittentin:

Seit dem 30. Juni 2013, dem Tag, an dem der letzte Zwischenbericht von MSBV veröffentlicht wurde, ist es zu keinen wesentlichen Veränderungen bei der Finanzlage oder Handelsposition der MSBV gekommen.

F. In the section “Deutsche Fassung der Zusammenfassung des Basisprospekts”, under paragraph “B. Emittentinnen und Garantin – Morgan Stanley” of the Original Base Prospectus, item B.19/B.12 shall be deleted in its entirety and replaced as follows:

B.19 Ausgewählte
B.12 wesentliche
historische Finanz-
informationen (in
Millionen \$):

	31. Dez. 2011	31. Dez. 2012	30. Juni 2012	30. Juni 2013
Jahresabschluss (in Millionen \$)				
<i>Gesamtvermögen</i>	749.898	780.960	748.517	802.691
<i>Gesamtsumme aller Verbindlichkeiten und rückzahlbare nicht beherrschte Beteiligungen & Ein- lagen</i>	749.898	780.960	748.517	802.691
Konzerngewinn- und Verlustrechnung (in Millionen \$)				
<i>Nettohandels- umsätze</i>	32.236	26.112	13.866	16.661
<i>Ergebnis vor Steuern (EBT)</i>	6.099	515	1.139	3.357
<i>Nettoertrag</i>	4.645	716	884	2.422

Wesentliche
Veränderung der
Aussichten, der
Finanzlage oder
Handelsposition der
Garantin:

Seit dem 31. Dezember 2012, dem Tag, an dem der letzte geprüfte Jahresabschluss von Morgan Stanley veröffentlicht wurde, ist es zu keinen wesentlichen negativen Veränderungen in den Aussichten von Morgan Stanley gekommen.

Wesentliche
Veränderung bei
der Finanzlage oder
der Handelsposition
der Garantin:

Seit dem 30. Juni 2013, dem Tag, an dem der letzte Zwischenbericht von Morgan Stanley veröffentlicht wurde, ist es zu keinen wesentlichen Veränderungen in der Finanz- und Ertragslage von Morgan Stanley gekommen.

G. Incorporation of interim financial statements of Morgan Stanley

In the section “Incorporation by Reference” on page 132 et seqq. of the Original Base Prospectus:

The documents incorporated in sub-section “Morgan Stanley” under number “2. Current Report on Form 8-K dated 14 March 2013” and “4. Quarterly Report on Form 10-Q for the quarter ended 31 March 2013” shall be deleted and replaced as follows:

2.	Current Report on Form 8-K dated 18 July 2013	Current report on Form 8-K	1 - 12
4.	Quarterly Report on Form 10-Q for the quarter ended 30 June 2013	Condensed Consolidated Statements of Financial Condition	1
		Condensed Consolidated Statements of Income	2
		Condensed Consolidated	3

Statements of Comprehensive Income	
Condensed Consolidated Statements of Cash Flows	4
Condensed Consolidated Statements of Changes in Total Equity	5 - 6
Notes to Condensed Consolidated Financial Statements (unaudited)	7 - 98
Report of Independent Registered Public Accounting Firm	99
Management's Discussion and Analysis of Financial Condition and Results of Operations	100 - 151
Quantitative and Qualitative Disclosures about Market Risk	152 - 166
Controls and Procedures	167
Financial Data Supplement (unaudited)	168 - 173
Legal Proceedings	174 - 177
Unregistered Sales of Equity Securities and Use of Proceeds	178
Exhibits	178
Signature	179
Exhibit Index	E-1

H. Incorporation of interim financial statements of MSI plc

In the section "Incorporation by Reference" on page 134 et seq. of the Original Base Prospectus:

In sub-section "Morgan Stanley & Co. international plc", the existing numbers "6. Report and Financial Statements for the year ended 31 December 2011" and "7. Report and Financial Statements for the year ended 31 December 2012" shall be read as new numbers "7. Report and Financial Statements for the year ended 31 December 2011" and "8. Report and Financial Statements for the year ended 31 December 2012" and a new number 6 shall be inserted as follows:

6. Half yearly financial report for the six months ended 30 June 2013

Interim management report	1-10
Directors' responsibility statement	11
Independent review report to Morgan Stanley & Co. International plc	12
Condensed consolidated income statement	13

Condensed consolidated statement of comprehensive income	14
Condensed consolidated statement of changes in equity	15
Condensed consolidated statement of financial position	16
Condensed consolidated statement of cash flows	17
Notes to the condensed consolidated financial statements	18-66

I. Incorporation of interim financial statements of MSBV

In the section “Incorporation by Reference” on page 135 of the Original Base Prospectus:

In sub-section “Morgan Stanley B.V.”, the existing numbers “8. Annual Report for the year ended 31 December 2011” and “9. Annual Report for the year ended 31 December 2012” shall be read as new numbers “10. Annual Report for the year ended 31 December 2011” and “11. Annual Report for the year ended 31 December 2012” and a new number 9 shall be inserted as follows:

9. Interim financial report for the six months ended 30 June 2013

Interim management report	1-6
Directors' responsibility statement	7
Condensed statement of comprehensive income	8
Condensed statement of changes in equity	9
Condensed statement of financial position	10
Condensed statement of cash flows	11
Notes to the condensed financial statements	12-38
Review report to the shareholders of Morgan Stanley B.V.	39

J. In the section “Significant changes in the financial or trading position” under sub-section “MSIP” on page 140 of the Original Base Prospectus, the whole sentence shall be deleted and replace by the following sentence:

There has been no significant change in the financial or trading position of MSIP since 30 June 2013, the date of the latest published interim financial statements of MSIP.

K. In the section “Significant changes in the financial or trading position” under sub-section “MSBV” on page 140 of the Original Base Prospectus, the whole sentence shall be deleted and replace by the following sentence:

There has been no significant change in the financial or trading position of MSBV since 30 June 2013, the date of the latest published interim financial statements of MSBV.

L. In the section “Significant changes in the financial or trading position” under sub-section “Morgan Stanley” on page 140 of the Original Base Prospectus, the whole sentence shall be deleted and replace by the following sentence:

There has been no significant change in the financial or trading position of Morgan Stanley since 30 June 2013, the date of the latest published interim financial statements of Morgan Stanley.

ADDRESS LIST

**REGISTERED OFFICE OF
MORGAN STANLEY & CO. INTERNATIONAL PLC**

25 Cabot Square
Canary Wharf
London E14 4QA
United Kingdom

REGISTERED OFFICE OF MORGAN STANLEY B.V.

Luna Arena
Herikerbergweg 238
1101 CM Amsterdam
The Netherlands
Tel: +31 20 57 55 600