

SIXTH SUPPLEMENT TO THE REGISTRATION DOCUMENT

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)

MORGAN STANLEY FINANCE LLC

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

and

MORGAN STANLEY EUROPE SE

(incorporated under the laws of Germany)

Morgan Stanley, Morgan Stanley & Co. International plc (“**MSI plc**”), Morgan Stanley B.V. (“**MSBV**”), Morgan Stanley Finance LLC (“**MSFL**”) and Morgan Stanley Europe SE (“**MSESE**”) have prepared this sixth supplement to the registration document (the “**Sixth Registration Document Supplement**”) to supplement and be read in conjunction with the registration document dated 16 November 2023 (as supplemented by the first supplement to the Registration Document dated 19 January 2024, the second supplement to the Registration Document dated 7 March 2024, the third supplement to the Registration Document dated 22 April 2024, the fourth supplement to the Registration Document dated 15 May 2024 and the fifth supplement to the Registration Document dated 27 May 2024, the “**Registration Document**”).

This Sixth 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) and Article 23(1) of the Prospectus Regulation.

The CSSF only approves this Sixth 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 Sixth Registration Document Supplement.

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

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 Sixth 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, MSFL or MSESE (or for which any of Morgan Stanley, MSI plc, MSBV, MSFL or MSESE 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 / 144A Program for the Issuance of Notes, Series A and B, Warrants and Certificates pursuant to an offering circular dated 26 June 2024; (ii) the Base Prospectus for Fixed Income Notes under the German Programme for Medium Term Securities dated 24 November 2023; (iii) the French Law Programme for the Issuance of Notes pursuant to a base prospectus dated 20 June 2024; and (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 12 July 2024.

The purpose of this Sixth Registration Document Supplement is to:

- (a) disclose the publication by Morgan Stanley of its Current Report on Form 8-K dated 16 July 2024 for the quarterly period ended 30 June 2024 (the “**Morgan Stanley July 2024 Form 8-K**”);
- (b) incorporate the Morgan Stanley July 2024 Form 8-K by reference into the Registration Document, as set out in “Part A” of this Sixth Registration Document Supplement; and
- (c) make certain amendments to the “*Description of Morgan Stanley Europe SE*” section in the Registration Document as set out in “Part B” of this Sixth 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:

- (i) Morgan Stanley with regard to this Sixth Registration Document Supplement which comprises this Sixth Registration Document Supplement with the exception of Part B hereto;
- (ii) MSI plc with regard to this Sixth Registration Document Supplement which comprises this Sixth Registration Document Supplement with the exception of Part A and Part B hereto;
- (iii) MSBV with regard to this Sixth Registration Document Supplement which comprises this Sixth Registration Document Supplement with the exception of Part A and Part B hereto;
- (iv) MSFL with regard to this Sixth Registration Document Supplement which comprises this Sixth Registration Document Supplement with the exception of Part A and Part B hereto; and
- (v) MSESE with regard to this Sixth Registration Document Supplement which comprises this Sixth Registration Document Supplement with the exception of Part A hereto.

This Sixth Registration Document Supplement is available on Morgan Stanley’s website at <https://sp.morganstanley.com/eu/prospectus/> and on the website of the Luxembourg Stock Exchange at www.luxse.com.

The Morgan Stanley July 2024 Form 8-K is available on Morgan Stanley’s website at <https://sp.morganstanley.com/eu/download/v2/en-GB/prospectus/c37bb165-5117-44fc-b0e3-a3aa45845e70> and on the website of the Luxembourg Stock Exchange at www.luxse.com.

25 July 2024

MORGAN STANLEY

MORGAN STANLEY & CO. INTERNATIONAL PLC

MORGAN STANLEY B.V.

MORGAN STANLEY FINANCE LLC

MORGAN STANLEY EUROPE SE

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PART A – INCORPORATION BY REFERENCE

This Sixth Registration Document Supplement incorporates the Morgan Stanley July 2024 Form 8-K by reference into the Registration Document, and supplements the section entitled “*Information Incorporated by Reference*” contained on pages 22 to 35 of the Registration Document.

The following document and/or information shall be deemed to be incorporated by reference in, and form a part of, the Registration Document:

Documents filed	Information incorporated by reference	Page(s) ¹
Morgan Stanley	(1) Results of Operations and Financial Condition	3 (Item 2.02)
Morgan Stanley July 2024 Form 8-K	(2) Press release of the Company, dated July 16, 2024, containing financial information for the quarter ended June 30, 2024	5 - 16 (Item 99.1)
https://sp.morganstanley.com/eu/download/v2/en-GB/prospectus/c37bb165-5117-44fc-b0e3-a3aa45845e70	(3) Financial Data Supplement of the Company for the quarter ended June 30, 2024	17 - 34 (Item 99.2)

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 As portions of the Morgan Stanley July 2024 Form 8-K are unpaginated, the references to page numbers in relation to the Morgan Stanley July 2024 Form 8-K are in reference to the PDF page numbering.

PART B – AMENDMENTS TO THE “DESCRIPTION OF MORGAN STANLEY EUROPE SE” SECTION

1. The table set out underneath the sub-heading “*Management Board of MSESE*” in section 4 titled “*MANAGEMENT OF MSESE*” on pages 71 to 73 of the Registration Document shall be deemed to be deleted in its entirety and the following substituted therefor:

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<i>Name</i>	<i>Title</i>	<i>Principal outside activity</i>
<i>André Munkelt</i>	<i>Chair of the Management Board</i>	<i>Chair of the Management Board of Morgan Stanley Europe Holding SE; Chair of the Management Board of Morgan Stanley Bank AG and Director of Morgan Stanley International Limited</i>
<i>David Best</i>	<i>Member of the Management Board</i>	<i>Member of the Management Board of Morgan Stanley Europe Holding SE; Member of the Management Board of Morgan Stanley Bank AG; Director of Morgan Stanley France Holding I S.A.S.; Director of Morgan Stanley Investment Management Limited; Director of Morgan Stanley Menkul Degerler A.S.; and Director of Morgan Stanley France S.A.</i>
<i>Martin Borghetto</i>	<i>Member of the Management Board</i>	<i>N/A.</i>
<i>Emmanuel Goldstein</i>	<i>Member of the Management Board</i>	<i>Member of the Management Board of Morgan Stanley Europe Holding SE; Président of Morgan Stanley France Holding I S.A.S.; and Administrator of Morgan Stanley France S.A..</i>
<i>Philipp Lingnau</i>	<i>Member of the Management Board</i>	<i>N/A.</i>
<i>Dr. Jana Währisch</i>	<i>Member of the Management Board</i>	<i>Member of the Management Board of Morgan Stanley Europe Holding SE and Member of the Management Board of Morgan Stanley Bank AG</i>

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