

## 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 (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 19 July 2024 of Morgan Stanley (as supplemented by the first supplement to the base prospectus dated 19 August 2024, the second supplement to the base prospectus dated 23 October 2024, the third supplement to the base prospectus dated 14 November 2024, the fourth supplement to the base prospectus dated 18 December 2024, the fifth supplement to the base prospectus dated 27 January 2025, the sixth supplement to the base prospectus dated 5 March 2025 and the seventh supplement to the base prospectus dated 17 April 2025, 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 Issuer 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 the Issuer for the purpose of listing Notes on the Official List and admitting 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 Quarterly Report on Form 10-Q dated 5 May 2025 for the quarterly period ended 31 March 2025 (the “**Morgan Stanley March 2025 Form 10-Q**”);
- (b) incorporate the Morgan Stanley March 2025 Form 10-Q by reference into the Base Prospectus, as set out in “Part A” of this Eighth Base Prospectus Supplement;
- (c) incorporate the fifth 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 7 May 2025 (the “**Fifth 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 “*Selected Financial Information of Morgan Stanley*” section in the Base Prospectus, as set out in “Part B” of this Eighth Base Prospectus Supplement; and

- (e) make certain consequential amendments to the “*General Information*” section in the Base Prospectus, 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 Notes 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 three working 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 13 May 2025.

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 17 April 2025.

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, the Morgan Stanley March 2025 Form 10-Q and the Fifth Supplement to the Registration Document are available for viewing, and copies may be obtained from, the offices of the Issuer 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](http://www.luxse.com).

The Morgan Stanley March 2025 Form 10-Q is available on Morgan Stanley’s website at <https://sp.morganstanley.com/eu/download/prospectus/ac0a77f0-6a0d-4a2c-8b0b-6be451993891> and on the website of the Luxembourg Stock Exchange at [www.luxse.com](http://www.luxse.com).

The Fifth Supplement to the Registration Document is available on Morgan Stanley’s website at <https://sp.morganstanley.com/eu/download/prospectus/858916b2-3231-43b8-8b60-3b845d2dd546> and on the website of the Luxembourg Stock Exchange at [www.luxse.com](http://www.luxse.com).

8 May 2025

**MORGAN STANLEY**

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## PART A – INCORPORATION BY REFERENCE

This Eighth Base Prospectus Supplement incorporates by reference the Morgan Stanley March 2025 Form 10-Q and the Fifth Supplement to the Registration Document into the Base Prospectus, and the information incorporated by reference must be read in conjunction with the cross-reference table below which supplements the section titled “*Incorporation by Reference*” contained on pages 30 to 39 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)
Fifth Supplement dated 7 May 2025 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 15 November 2024 (“Fifth Supplement to the Registration Document”)	(1)	Part C – Amendments to the “ <i>Description of Morgan Stanley</i> ” Section	10
<a href="https://sp.morganstanley.com/eu/download/prospectus/858916b2-3231-43b8-8b60-3b845d2dd546">https://sp.morganstanley.com/eu/download/prospectus/858916b2-3231-43b8-8b60-3b845d2dd546</a>			
Morgan Stanley March 2025 Form 10-Q	(1)	Management's Discussion and Analysis of Financial Condition and Results of Operations	4 – 25
<a href="https://sp.morganstanley.com/eu/download/prospectus/ac0a77f0-6a0d-4a2c-8b0b-6be451993891">https://sp.morganstanley.com/eu/download/prospectus/ac0a77f0-6a0d-4a2c-8b0b-6be451993891</a>	(2)	Quantitative and Qualitative Disclosures about Risk	26 – 35
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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 Base Prospectus.

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

1. The section titled “*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 2023 and 31 December 2024 and the three months ended 31 March 2024 and 31 March 2025.

The information in respect of the years ended 31 December 2023 and 31 December 2024 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 2024.

The information in respect of the three months ended 31 March 2024 and 31 March 2025 set out below is derived from the unaudited financial statements included in Morgan Stanley’s Quarterly Reports on Form 10-Q for the quarterly periods ended 31 March 2024 and 31 March 2025, respectively.

Consolidated Balance Sheet (U.S.\$ in millions)	At 31 March 2025 (unaudited)	At 31 March 2024 (unaudited)	At 31 December 2024	At 31 December 2023
<i>Total assets</i>	1,300,296	1,228,503	1,215,071	1,193,693
<i>Total liabilities and equity</i>	1,300,296	1,228,503	1,215,071	1,193,693

Consolidated Income Statements (U.S.\$ in millions)	Three months ended 31 March 2025 (unaudited)	Three months ended 31 March 2024 (unaudited)	2024	2023
<i>Net revenues</i>	17,739	15,136	61,761	54,143
<i>Income before provision for income taxes</i>	5,544	4,395	17,596	11,813
<i>Net income</i>	4,371	3,462	13,529	9,230

”

## 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 deemed to 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 2024, Morgan Stanley’s Current Reports on Form 8-K dated 16 January 2025 and 11 April 2025, Morgan Stanley’s Quarterly Report on Form 10-Q for the quarterly period ended 31 March 2025 and Morgan Stanley’s Proxy Statement dated 4 April 2025;”

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 deemed to be deleted in its entirety and the following substituted therefor:

***“No material adverse change in prospects and no significant change in financial performance and financial position***

There has been no material adverse change in the prospects of Morgan Stanley since 31 December 2024, 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 2025, the date of the last published interim (unaudited) financial statements of Morgan Stanley.”

3. The section titled “*Legal and arbitration proceedings*” on page 217 of the Base Prospectus shall be deemed to be deleted in its entirety and the following substituted therefor:

***“Legal and arbitration proceedings***

Save as disclosed in:

- (a) the paragraphs under the heading “*Contingencies*” under the heading “*Commitments, Guarantees and Contingencies*” in “*Notes to Consolidated Financial Statements*” at pages 124 to 127 and the section titled “*Legal Proceedings*” at page 154 of Morgan Stanley’s Annual Report on Form 10-K for the year ended 31 December 2024;
- (b) the section titled “*Legal Proceedings and Contingencies*” at Part 7 of the section titled “*Description of Morgan Stanley*” at pages 54 of the 2023 Registration Document (as supplemented from time to time);
- (c) the section titled “*Legal proceedings and contingencies*” under the heading “*Description of Morgan Stanley*” at page 55 of the 2024 Registration Document (as supplemented from time to time); and
- (d) 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 to 63 and the section titled “*Legal Proceedings*” on page 75 of Morgan Stanley’s Quarterly Report on Form 10-Q for the quarterly period ended 31 March 2025,

other than those disclosed in the audited financial statements or the interim (unaudited) financial statements, there are no, nor have there been, any governmental, legal or arbitration proceedings involving Morgan Stanley (including any such proceedings which are pending or threatened of which Morgan Stanley is aware) during the 12-month period before the date of the Eighth Base Prospectus Supplement which may have, or have had in the recent past, a significant effect on the financial position or profitability of Morgan Stanley.”