

**SEVENTH SUPPLEMENT TO THE REGISTRATION
DOCUMENT**

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 B.V.

(incorporated with limited liability in the Netherlands)

and

MORGAN STANLEY FINANCE LLC

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

Morgan Stanley, Morgan Stanley & Co. International plc (“**MSI plc**”), Morgan Stanley B.V. (“**MSBV**”) and Morgan Stanley Finance LLC (“**MSFL**”) have prepared this seventh supplement to the registration document (the “**Seventh Registration Document Supplement**”) to supplement and be read in conjunction with the registration document dated 10 December 2021 (as supplemented by the first supplement to the Registration Document dated 8 February 2022, the second supplement to the Registration Document dated 3 March 2022, the third supplement to the Registration Document dated 21 March 2022, the fourth supplement to the Registration Document dated 26 April 2022, the fifth supplement to the Registration Document dated 20 May 2022 and the sixth supplement to the Registration Document dated 26 July 2022, the “**Registration Document**”).

This Seventh 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) of the Prospectus Regulation for the purposes of providing information during the period twelve months after 10 December 2021 with regard to Morgan Stanley, MSI plc, MSBV and MSFL as issuers or obligors in respect of debt or derivative securities.

The CSSF only approves this Seventh 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 Seventh Registration Document Supplement.

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

This Seventh Registration Document Supplement constitutes a supplement to and should be read in conjunction with, the Registration Document.

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 Seventh 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 or MSFL (or for which any of Morgan Stanley, MSI plc, MSBV or MSFL 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 Program for the Issuance of Notes, Series A and B, Warrants and Certificates pursuant to an offering circular dated 24 June 2022; (ii) the Base Prospectus for Fixed Income Notes under the €2,000,000,000 German Programme for Medium Term Securities dated 15 July 2022; (iii) the French Law Programme for the Issuance of Notes pursuant to a base prospectus dated 24 June 2022; (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 15 July 2022; (v) the Regulation S Program for the Issuance of Notes, Series A and Series B, Warrants and Certificates pursuant to a base prospectus dated 7 July 2022; and (vi) the up to U.S.\$20,000,000,000

Program for the Issuance of Notes, Certificates and Warrants pursuant to a base prospectus dated 20 July 2021.

The purpose of this Seventh Registration Document Supplement is to:

- (a) disclose the publication by Morgan Stanley of its Quarterly Report on Form 10-Q for the quarterly period ended 30 June 2022 (the “**Morgan Stanley June 2022 Form 10-Q**”);
- (b) incorporate the Morgan Stanley June 2022 Form 10-Q by reference into the Registration Document, as set out in “Part A” of this Seventh Registration Document Supplement; and
- (c) make certain consequential amendments to the “*Information incorporated by Reference*” section in the Registration Document pursuant to the publication of the Morgan Stanley June 2022 Form 10-Q, as set out in “Part B” of this Seventh Registration Document Supplement”;
- (d) make certain amendments to the “*Description of Morgan Stanley*” section in the Registration Document pursuant to the publication of the Morgan Stanley June 2022 Form 10-Q, as set out in “Part C” of this Seventh Registration Document Supplement; and
- (e) make certain amendments to the “*Description of Morgan Stanley & Co. International plc*” section in the Registration Document pursuant to the publication of the Morgan Stanley June 2022 Form 10-Q, as set out in “Part D” of this Seventh 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:

- (a) Morgan Stanley with regard to this Seventh Registration Document Supplement with the exception all information relating to MSI plc herein; and
- (b) MSI plc with regard to this Seventh Registration Document Supplement with the exception of all information relating to Morgan Stanley herein.

Save as disclosed in this Seventh Registration Document Supplement, no significant new factor, material mistake or material inaccuracy relating to information included in the Registration Document has arisen since the publication of the Registration Document.

Any information or documents incorporated by reference into the Morgan Stanley June 2022 Form 10-Q are not incorporated by reference into this Seventh Registration Document Supplement as such information or documents are either not relevant for the investor in any securities issued by Morgan Stanley, MSI plc, MSBV or MSFL (as applicable) or are covered in the relevant prospectus or securities in respect of such securities.

This Seventh Registration Document Supplement is available for viewing, and copies may be obtained from the offices of the Responsible Person and 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.bourse.lu.

The Morgan Stanley June 2022 Form 10-Q is available on Morgan Stanley’s website at <https://sp.morganstanley.com/EU/Download/GeneralDocument?documentID=9206c876-b5c7-4008-80b3-41ed2cdd8175> and on the website of the Luxembourg Stock Exchange at www.bourse.lu.

23 August 2022

MORGAN STANLEY
MORGAN STANLEY & CO. INTERNATIONAL PLC
MORGAN STANLEY B.V.
MORGAN STANLEY FINANCE LLC

CONTENTS

	Page
PART A – INCORPORATION BY REFERENCE	4
PART B - AMENDMENTS TO THE “INFORMATION INCORPORATED BY REFERENCE” SECTION	6
PART C - AMENDMENTS TO THE “DESCRIPTION OF MORGAN STANLEY” SECTION	7
PART D – AMENDMENTS TO THE “DESCRIPTION OF MORGAN STANLEY & CO. INTERNATIONAL PLC” SECTION	8

PART A – INCORPORATION BY REFERENCE

This Seventh Registration Document Supplement incorporates by reference the Morgan Stanley June 2022 Form 10-Q and supplements the section entitled “Information Incorporated by Reference” at pages 23 to 33 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:

<u>Document filed</u>	<u>Information incorporated by reference</u>	<u>Page(s)</u>	
Morgan Stanley			
Quarterly Report on Form 10-Q for the quarterly period ended 30 June 2022 https://sp.morganstanley.com/EU/Download/GeneralDocument?documentID=9206c876-b5c7-4008-80b3-41ed2cdd8175	(1)	Financial Information	1 - 71
	(2)	Management's Discussion and Analysis of Financial Condition and Results of Operations	1 – 26
	(3)	Quantitative and Qualitative Disclosures about Risk	27 – 34
	(4)	Report of Independent Registered Public Accounting Firm	35
	(5)	Consolidated Financial Statements and Notes	36 – 68
	(i)	Consolidated Income Statements (Unaudited)	36
	(ii)	Consolidated Comprehensive Income Statements (Unaudited)	36
	(iii)	Consolidated Balance Sheet (Unaudited at June 30, 2022)	37
	(iv)	Consolidated Statements of Changes in Total Equity (Unaudited)	38
	(v)	Consolidated Cash Flow Statement (Unaudited)	39
	(vi)	Notes to Consolidated Financial Statements (Unaudited)	40 – 68
	(6)	Financial Data Supplement (Unaudited)	69
(7)	Glossary of Common Terms and Acronyms	70	
(8)	Controls and Procedures	71	
(9)	Other Information	71	
(10)	Legal Proceedings	71	
(11)	Unregistered Sales of Equity Securities and Use of Proceeds	71	
(12)	Signatures	72	

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 Registration Document.

The non-incorporated parts of the document listed above are as follows:

<u>Document filed</u>	<u>Information not incorporated by reference</u>	<u>Page(s)</u>
Morgan Stanley		
Quarterly Report on Form 10-Q for the quarterly period ended 30 June 2022	(a) Available Information	ii
	(b) Risk Factors	71
https://sp.morganstanley.com/EU/Download/GeneralDocument?documentID=9206c876-b5c7-4008-80b3-41ed2cdd8175	(c) Exhibits	72

PART B – AMENDMENTS TO THE “INFORMATION INCORPORATED BY REFERENCE” SECTION

The Section entitled “*Information Incorporated by Reference*” at pages 23 to 33 of the Registration Document shall be amended as follows:

1. The paragraph beginning “Morgan Stanley’s Quarterly Report” at page 33 of the Registration Document shall be deemed to be deleted in its entirety and replaced with the following:

“Morgan Stanley’s Quarterly Report on Form 10-Q for the quarterly period ended 30 June 2022 (at page 21), incorporated by reference, includes details of the long-term and short-term credit ratings assigned to Morgan Stanley by DBRS, Inc. (“DBRS”), Fitch Ratings, Inc. (“Fitch”), Moody’s Investors Service, Inc (“Moody’s”), Rating and Investment Information, Inc. (“R&I”) and S&P. MSI plc’s Annual Report for the year ended 31 December 2021 (at page 12), incorporated by reference, includes details of the long-term and short-term credit ratings assigned to MSI plc by Moody’s and S&P. MSFL’s Annual Report for the year ended 31 December 2021 (at page 3), incorporated by reference, includes details of the long-term credit rating assigned to MSFL by S&P.”

PART C – AMENDMENTS TO THE “DESCRIPTION OF MORGAN STANLEY” SECTION

The section entitled “*Description of Morgan Stanley*” at pages 35 to 61 of the Registration Document shall be amended as follows:

1. The paragraph under the section titled “7. *Legal Proceedings and Contingencies*” set out pages 57-58 of the Registration Document shall be deemed to be deleted in its entirety and replaced with the following:

“*Save as disclosed in:*

(a) the paragraphs beginning with "Legal" under the heading "Contingencies" under the heading "Commitments, Guarantees and Contingencies" in "Notes to Consolidated Financial Statements" at pages 117-118 and the section entitled "Legal Proceedings" at pages 145-148 of Morgan Stanley's Annual Report on Form 10-K for the year ended 31 December 2021;

(b) the paragraphs beginning with "Legal" under the heading "Contingencies" under the heading "Commitments, Guarantees and Contingencies" in "Notes to Consolidated Financial Statements (Unaudited)" on pages 54 – 55 and the section entitled “Legal Proceedings” on page 66 of Morgan Stanley's Quarterly Report on Form 10- Q for the quarterly period ended 31 March 2022; and

(c) the paragraphs beginning with "Legal" under the heading "Contingencies" under the heading "Commitments, Guarantees and Contingencies" in "Notes to Consolidated Financial Statements (Unaudited)" on page 59, and the section entitled “Legal Proceedings” on page 71, of Morgan Stanley's Quarterly Report on Form 10- Q for the quarterly period ended 30 June 2022,

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 this Registration Document which may have, or have had in the recent past, a significant effect on the financial position or profitability of Morgan Stanley or the Morgan Stanley Group.”

2. The heading titled “*Significant Change*” under the section titled “8. *Additional Information*” set out on page 59 of the Registration Document shall be deemed to be deleted in its entirety and replaced with the following:

“There has been no significant change in the financial performance or position of Morgan Stanley since 30 June 2022 (the date of the latest interim report and accounts of Morgan Stanley).”

PART D – AMENDMENTS TO THE “DESCRIPTION OF MORGAN STANLEY & CO. INTERNATIONAL PLC” SECTION

The section entitled “*Description of Morgan Stanley & Co. International plc*” at pages 62 to 66 of the Registration Document shall be amended as follows:

1. The paragraph under the section titled “7. *Legal Proceedings*” set out pages 65 – 66 of the Registration Document shall be deemed to be deleted in its entirety and replaced with the following:

“*Save as disclosed in:*

(a) the paragraphs beginning with "Legal" under the heading "Contingencies" under the heading "Commitments, Guarantees and Contingencies" in "Notes to Consolidated Financial Statements" at pages 117-118 and the section entitled "Legal Proceedings" at pages 145-148 of Morgan Stanley's Annual Report on Form 10-K for the year ended 31 December 2021;

(b) the paragraphs beginning with "Legal" under the heading "Contingencies" under the heading "Commitments, Guarantees and Contingencies" in "Notes to Consolidated Financial Statements (Unaudited)" on pages 54 – 55 and the section entitled “Legal Proceedings” on page 66 of Morgan Stanley's Quarterly Report on Form 10-Q for the quarterly period ended 31 March 2022;

(c) the paragraphs beginning with "Legal" under the heading "Contingencies" under the heading "Commitments, Guarantees and Contingencies" in "Notes to Consolidated Financial Statements (Unaudited)" on page 59, and the section entitled “Legal Proceedings” on page 71 of Morgan Stanley's Quarterly Report on Form 10-Q for the quarterly period ended 30 June 2022; and

(d) the section entitled "Litigation Matters" and the section entitled "Tax Matters" under the heading "Provisions" in "Notes to Consolidated Financial Statements" on pages 86 – 88 of MSI plc's report and financial statements for the year ended 31 December 2021,

there are no, nor have there been, any governmental, legal or arbitration proceedings involving MSI plc Group (including any such proceedings which are pending or threatened of which MSI plc Group is aware) during the 12-month period before the date of this Registration Document which may have, or have had in the recent past, a significant effect on the financial position or profitability of the MSI plc Group.”