

BASE PROSPECTUS SUPPLEMENT

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 for any issues of Notes by Morgan Stanley B.V.

MORGAN STANLEY IQ

This base prospectus supplement (the "**Base Prospectus Supplement**") has been prepared in connection with the Euro 2,000,000,000 German Programme for Medium Term Notes and Certificates (the "**Programme**") of Morgan Stanley & Co. International plc ("**MSI plc**") and Morgan Stanley B.V. ("**MSBV**", together with MSI plc, the "**Issuers**") and Morgan Stanley, in its capacity as guarantor (in such capacity, the "**Guarantor**") and is supplemental to, and should be read in conjunction with the following base prospectuses:

- (a) the base prospectus for fixed income notes dated 27 June 2013 as supplemented by the supplement No. 1 dated 25 September 2013, the supplement No. 2 dated 20 December 2013, the supplement No. 3 dated 25 April 2014 and the supplement No. 4 dated 2 June 2014 (the "**Fixed Income BP**");
- (b) the base prospectus for equity linked notes and certificates dated 27 June 2013 as supplemented by the supplement No. 1 dated 23 August 2013, the supplement No. 2 dated 25 September 2013, the supplement No. 3 dated 24 October 2013, the supplement No. 4 dated 20 December 2013, the supplement No. 5 dated 25 April 2014 and the supplement No. 6 dated 2 June 2014 (the "**Equity BP**");
- (c) the base prospectus for index linked notes and certificates dated 27 June 2013 as supplemented by the supplement No. 1 dated 25 September 2013, the supplement No. 2 dated 20 December 2013, the supplement No. 3 dated 26 March 2014, the supplement No. 4 dated 25 April 2014 and the supplement No. 5 dated 2 June 2014 (the "**Index BP**"); and
- (d) the base prospectus for commodity and currency linked notes and certificates dated 7 October 2013 as supplemented by the supplement No. 1 dated 20 December 2013, the supplement No. 2 dated 25 April 2014 and the supplement No. 3 dated 2 June 2014 (the "**Commodity and FX BP**"),

(each of the base prospectuses listed above under (a) to (d) an "**Original Base Prospectus**" and together the "**Original Base Prospectuses**") in respect of the Programme.

This Base Prospectus Supplement has been approved by the Luxembourg *Commission de Surveillance du Secteur Financier* (the "**CSSF**"), which is the Luxembourg competent authority for the purpose of Directive 2003/71/EC, as amended (the "**Prospectus Directive**") and relevant implementing measures in Luxembourg, as a prospectus supplement issued in compliance with Article 16.1 of the Prospectus Directive and relevant implementing measures in Luxembourg.

Terms defined in the Original Base Prospectuses shall have the same meaning when used in this Base Prospectus Supplement in relation to the relevant Original Base Prospectus. To the extent that there is any inconsistency between any statement in this Base Prospectus Supplement and any other statement in, or incorporated by reference in, the Original Base Prospectuses, the statements in this Base Prospectus Supplement will prevail.

The purpose of this Base Prospectus Supplement is to disclose:

- (a) the publication of the Registration Document of Morgan Stanley, MSI plc and MSBV dated 13 June 2014 (the "**2014 Registration Document**") as set out in "Part A" of this Base Prospectus Supplement;
- (b) certain consequential amendments to the Equity BP as set out in "Part B" of this Base Prospectus Supplement;
- (c) certain consequential amendments to the Fixed Income BP as set out in "Part C" of this Base Prospectus Supplement;
- (d) certain consequential amendments to the Index BP as set out in "Part D" of this Base Prospectus Supplement; and
- (e) certain consequential amendments to the Commodity and FX BP as set out in "Part E" of this Base Prospectus Supplement.

In accordance with Article 13 paragraph 2 of the Luxembourg Law on Prospectuses dated 10 June 2005, 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 Base Prospectus Supplement shall have the right, exercisable within two Business Days following the date of publication of this 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 18 June 2014.

Each of the Issuers and the Guarantor, as applicable, confirm the following:

Save as disclosed in this Base Prospectus Supplement, no significant new factor, material mistake or inaccuracy relating to information included in the Relevant Original Base Prospectus has arisen since the publication of the most recent supplement in respect of the relevant Original Base Prospectus.

Each of the Issuers and the Guarantor accepts responsibility for the information contained in this Base Prospectus Supplement. To the best of the knowledge and belief of the Issuers and the Guarantor (who have taken all reasonable care to ensure that such is the case), 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.

Any information or documents incorporated by reference into the 2014 Registration Document do not form part of this Base Prospectus Supplement and any information or documents which are not incorporated by reference are either not relevant for the investor or covered in another part of this Base Prospectus Supplement.

This Base Prospectus Supplement and the 2014 Registration Document are available for viewing, and copies may be obtained from, the offices of the Issuers and the Paying Agents. This Base Prospectus Supplement and the 2014 Registration Document are also available on Morgan Stanley's website at www.morganstanleyiq.eu and on the website of the Luxembourg Stock Exchange at www.bourse.lu.

13 June 2014

MORGAN STANLEY

MORGAN STANLEY & CO. INTERNATIONAL PLC

MORGAN STANLEY B.V.

CONTENTS

PART A – Incorporation by Reference: 2014 Registration Document4
PART B – Amendments to the Equity BP5
PART C – Amendments to the Fixed Income BP6
PART D – Amendments to the Index BP7
PART E – Amendments to the Commodity and FX BP.....8

PART A
Incorporation by Reference: 2014 Registration Document

This Base Prospectus Supplement incorporates by reference the 2014 Registration Document and supplements the section entitled "*Incorporation by Reference*" contained on pages 132-136 of the Equity BP, on pages 77-81 of the Fixed Income BP, on pages 135-139 of the Index Linked BP and on pages 170-175 of the Commodity and FX BP.

1. 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*" of each of the Original Base Prospectuses on the pages referred to above.

Document filed	Information incorporated by reference	Page
Registration Document of Morgan Stanley, MSI plc and MSBV dated 13 June 2014 (the " Registration Document ")	(1) Risk Factors	1-13
	(2) Information Incorporated by Reference	14-19
	(3) Description of Morgan Stanley	20-63
	(4) Selected Financial Information of Morgan Stanley	64
	(5) Description of Morgan Stanley & Co. International plc	65-70
	(6) Selected Financial Information of Morgan Stanley & Co. International plc	71
	(7) Description of Morgan Stanley B.V.	72-74
	(8) Subsidiaries of Morgan Stanley	75-87
	(9) Index of Defined Terms	88

PART B
Amendments to the Equity BP

The Equity BP is hereby amended as follows:

1. All references in the Equity BP to a "Registration Document" shall be deemed to be references to the Registration Document of Morgan Stanley, MSI plc and MSBV dated 13 June 2014 save that item 1 under "Incorporation by Reference", on page 132 shall continue to refer to the Registration Document of Morgan Stanley, MS1 and MSBV dated 5 June 2013.
2. On page 140 of the Equity BP, under the title "Morgan Stanley", paragraph (c) shall be deleted in its entirety and replaced with the following:

"(c) in the Registration Document (pages 38 to 55)".
3. On page 140 of the Equity BP, under the title "Conflicts of Interest – MSIP" the words

"page 69 of the Registration Document" shall be replaced with the words "page 67 of the Registration Document".
4. On page 141 of the Equity BP, under the title "Conflicts of Interest – MSBV" the words

"page 75 of the Registration Document" shall be replaced with the words "page 73 of the Registration Document".
5. On page 141 of the Equity BP, under the title "Conflicts of Interest – Morgan Stanley" the words

"page 37 of the Registration Document" shall be replaced with the words "page 34 of the Registration Document".
6. References to "this Registration Document" on page 140 of the Equity BP in the third to last line under the title "Litigation – Morgan Stanley", and on page 136 of the Equity BP in the fifth line shall be deleted and replaced with references to "this Base Prospectus".

PART C
Amendments to the Fixed Income BP

The Fixed Income BP is hereby amended as follows:

1. All references in the Fixed Income BP to a "Registration Document" shall be deemed to be references to the Registration Document of Morgan Stanley, MSI plc and MSBV dated 13 June 2014 save that item 1 under "Incorporation by Reference", on page 77 shall continue to refer to the Registration Document of Morgan Stanley, MS1 and MSBV dated 5 June 2013.
2. On page 86 of the Fixed Income Base Prospectus, under the title "Morgan Stanley", paragraph (c) shall be deleted in its entirety and replaced with the following:

"(c) in the Registration Document (pages 38 to 55)".
3. On page 86 of the Fixed Income BP, under the title "Conflicts of Interest – MSIP" the words

"page 69 of the Registration Document" shall be replaced with the words "page 67 of the Registration Document".
4. On page 86 of the Fixed Income BP, under the title "Conflicts of Interest – MSBV" the words

"page 75 of the Registration Document" shall be replaced with the words "page 73 of the Registration Document".
5. On page 86 of the Fixed Income BP, under the title "Conflicts of Interest – Morgan Stanley" the words

"page 37 of the Registration Document" shall be replaced with the words "page 34 of the Registration Document".
6. References to "this Registration Document" on page 86 of the Fixed Income BP in the third to last line under the title "Litigation – Morgan Stanley", and on page 81 of the Fixed Income BP in the fifteenth line shall be deleted and replaced with references to "this Base Prospectus".

PART D
Amendments to the Index BP

The Index BP is hereby amended as follows:

1. All references in the Index BP to a "Registration Document" shall be deemed to be references to the Registration Document of Morgan Stanley, MSI plc and MSBV dated 13 June 2014 save that item 1 under "Incorporation by Reference", on page 135 shall continue to refer to the Registration Document of Morgan Stanley, MS1 and MSBV dated 5 June 2013.
2. On page 143 of the Index BP, under the title "Morgan Stanley", paragraphs (c) shall be deleted in its entirety and replaced with the following:

"(c) in the Registration Document (pages 38 to 55)".
3. On page 143 of the Index BP, under the title "Conflicts of Interest – MSIP" the words

"page 69 of the Registration Document" shall be replaced with the words "page 67 of the Registration Document".
4. On page 143 of the Index BP, under the title "Conflicts of Interest – MSBV" the words

"page 75 of the Registration Document" shall be replaced with the words "page 73 of the Registration Document".
5. On page 143 of the Index BP, under the title "Conflicts of Interest – Morgan Stanley" the words

"page 37 of the Registration Document" shall be replaced with the words "page 34 of the Registration Document".
6. References to "this Registration Document" on page 143 of the Index BP in the third to last line under the title "Litigation – Morgan Stanley", and on page 138 of the Index BP in the thirtieth line shall be deleted and replaced with references to "this Base Prospectus".

PART E
Amendments to the Commodity and FX BP

The Commodity and FX BP is hereby amended as follows:

1. All references in the Commodity and FX BP to a "Registration Document" shall be deemed to be references to the Registration Document of Morgan Stanley, MSI plc and MSBV dated 13 June 2014 save that item 1 under "Incorporation by Reference", on page 170 shall continue to refer to the Registration Document of Morgan Stanley, MS1 and MSBV dated 5 June 2013.
2. On page 179 of the Commodity and FX BP, under the title "Morgan Stanley", paragraphs (c) shall be deleted in its entirety and replaced with the following:

"(c) in the Registration Document (pages 38 to 55)".
3. On page 180 of the Commodity and FX BP, under the title "Conflicts of Interest – MSIP" the words

"page 69 of the Registration Document" shall be replaced with the words "page 67 of the Registration Document".
4. On page 180 of the Commodity and FX BP, under the title "Conflicts of Interest – MSBV" the words

"page 75 of the Registration Document" shall be replaced with the words "page 73 of the Registration Document".
5. On page 180 of the Commodity and FX BP, under the title "Conflicts of Interest – Morgan Stanley" the words

"Page 37 of the Registration Document" shall be replaced with the words "page 34 of the Registration Document".
6. References to "this Registration Document" on page 180 of the Commodity and FX BP in the third to last line under the title "Litigation – Morgan Stanley", and on page 175 of the Commodity and FX BP in the eleventh line shall be deleted and replaced with references to "this Base Prospectus".