

## SIXTH SUPPLEMENT TO THE REGISTRATION DOCUMENT



*(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 Sixth supplement to the registration document (the “**Sixth Registration Document Supplement**”) to supplement and be read in conjunction with the registration document dated 9 December 2022 (as supplemented by the first supplement to the Registration Document dated 19 January 2023, the second supplement to the Registration Document dated 7 March 2023, the third supplement to the Registration Document dated 26 April 2023, the fourth supplement to the Registration Document dated 11 May 2023, and the fifth supplement to the Registration Document dated 26 July 2023, 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 of the Prospectus Regulation for the purposes of providing information concerning certain risk factors 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 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.

This Sixth 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 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 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 / 144A Program for the Issuance of Notes, Series A and B, Warrants and Certificates pursuant to an offering circular dated 26 June 2023; (ii) the Base Prospectus for Fixed Income Notes under the German Programme for Medium Term Securities dated 24 November 2022; (iii) the French Law Programme for the Issuance of Notes pursuant to a base prospectus dated 22 June 2023; 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 14 July 2023.

The purpose of this Sixth 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 2023 (the “**Morgan Stanley June 2023 Form 10-Q**”);
- (b) incorporate the Morgan Stanley June 2023 Form 10-Q by reference into the Registration Document, as set out in “Part A” of this Sixth Registration Document Supplement;
- (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 2023 Form 10-Q, as set out in “Part B” of this Sixth Registration Document Supplement;
- (d) make certain consequential amendments to the “*Description of Morgan Stanley*” section in the Registration Document pursuant to the publication of the Morgan Stanley June 2023 Form 10-Q, as set out in “Part C” of this Sixth Registration Document Supplement;
- (e) make certain consequential amendments to the “*Description of Morgan Stanley & Co. International plc*” section in the Registration Document pursuant to the publication of the Morgan Stanley June 2023 Form 10-Q, as set out in “Part D” of this Sixth Registration Document Supplement; and
- (f) make certain consequential amendments to the “*Description of Morgan Stanley B.V.*” section in the Registration Document pursuant to a change of the directors of MSBV, as set out in “Part E” 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) MSI plc with regard to this Sixth Registration Document Supplement which comprises this Sixth Registration Document Supplement with the exception of Part A, Part B, Part C and Part E hereto;
- (ii) MSBV with regard to this Sixth Registration Document Supplement which comprises this Sixth Registration Document Supplement with the exception of Part A, Part B, Part C and Part D hereto; and
- (iii) Morgan Stanley with regard to this Sixth Registration Document Supplement which comprises this Sixth Registration Document Supplement with the exception of Part D and Part E hereto.

Save as disclosed in this Sixth 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 2023 Form 10-Q are not incorporated by reference into this Sixth 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 Sixth 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.luxse.com](http://www.luxse.com).

The Morgan Stanley June 2023 Form 10-Q is available on Morgan Stanley's website at <https://sp.morganstanley.com/EU/Download/GeneralDocument?documentID=70afe8ea-60e3-456d-849c-1b3b8dfaf0f0> and on the website of the Luxembourg Stock Exchange at [www.luxse.com](http://www.luxse.com).

10 August 2023

**MORGAN STANLEY**

**MORGAN STANLEY & CO. INTERNATIONAL PLC**

**MORGAN STANLEY B.V.**

**MORGAN STANLEY FINANCE LLC**

## CONTENTS

	Page(s)
PART A – INCORPORATION BY REFERENCE	5
PART B – AMENDMENTS TO THE “ <i>INFORMATION INCORPORATED BY REFERENCE</i> ” SECTION	6
PART C – AMENDMENTS TO THE “ <i>DESCRIPTION OF MORGAN STANLEY</i> ” SECTION	7
PART D – AMENDMENTS TO THE “ <i>DESCRIPTION OF MORGAN STANLEY &amp; CO. INTERNATIONAL PLC</i> ” SECTION	8
PART E – AMENDMENTS TO THE “ <i>DESCRIPTION OF MORGAN STANLEY B.V.</i> ” SECTION	9

## PART A – INCORPORATION BY REFERENCE

This Sixth Registration Document Supplement incorporates by reference the Morgan Stanley June 2023 Form 10-Q and supplements the section entitled “*Information Incorporated by Reference*” contained on pages 20 to 31 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:

Document filed	Information incorporated by reference	Page(s)
Morgan Stanley June 2023 Form 10-Q  <a href="https://sp.morganstanley.com/EU/Download/GeneralDocument?documentID=70afe8ea-60e3-456d-849c-1b3b8dfaf0f0">https://sp.morganstanley.com/EU/Download/GeneralDocument?documentID=70afe8ea-60e3-456d-849c-1b3b8dfaf0f0</a>	(1) Management's Discussion and Analysis of Financial Condition and Results of Operations	1 - 26
	(2) Quantitative and Qualitative Disclosures about Risk	27 - 35
	(3) Report of Independent Registered Public Accounting Firm	36
	(4) Consolidated Financial Statements and Notes	
	(i) Consolidated Income Statement (Unaudited)	37
	(ii) Consolidated Comprehensive Income Statement (Unaudited)	37
	(iii) Consolidated Balance Sheet (Unaudited at June 30, 2023)	38
	(iv) Consolidated Statement of Changes in Total Equity (Unaudited)	39
	(v) Consolidated Cash Flow Statement (Unaudited)	40
	(vi) Notes to Consolidated Financial Statements (Unaudited)	41 - 71
	(5) Financial Data Supplement (Unaudited)	72
	(6) Glossary of Common Terms and Acronyms	73
	(7) Controls and Procedures	74
	(8) Legal Proceedings	74
	(9) Unregistered Sales of Equity Securities and Use of Proceeds	74
	(10) Other Information	74
	(11) Signatures	75

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.

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

1. The paragraph beginning “*Morgan Stanley’s Quarterly Report*” at page 30 of the Registration Document shall be deleted in its entirety and the following substituted therefor:

*“Morgan Stanley’s Quarterly Report on Form 10-Q for the quarterly period ended 30 June 2023 (at page 20 of the report) 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, Rating and Investment Information, Inc. (“R&I”) and S&P. MSI plc’s Annual Report for the year ended 31 December 2022 (at page 6 to the report), 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 2022 (at page 3 to the report), 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**

1. Sub-paragraph (c) of the section 7 entitled “*LEGAL PROCEEDINGS AND CONTINGENCIES*” on page 51 of the Registration Document shall be deleted in its entirety and the following substituted therefor:
  - (c) *the paragraphs under the heading "Contingencies" under the heading "Commitments, Guarantees and Contingencies" in "Notes to Consolidated Financial Statements (Unaudited)" at pages 61 to 62 and the section entitled “Legal Proceedings” on page 74 of Morgan Stanley's Quarterly Report on Form 10-Q for the quarterly period ended 30 June 2023; and”*

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

1. Sub-paragraph (b) and (c) of section 7 entitled “*LEGAL PROCEEDINGS AND CONTINGENCIES*” on page 58 of the Registration Document shall be deleted in its entirety and the following substituted therefor:

- “(b) *the section entitled "Legal Proceedings" on page 74 and in the paragraphs under the heading "Contingencies" under the heading "Commitments, Guarantees and Contingencies" in "Notes to Consolidated Financial Statements (Unaudited)" at pages 61 to 62 of Morgan Stanley's Quarterly Report on Form 10-Q for the quarterly period ended 30 June 2023;*
- (c) *the section entitled "Legal Proceedings" on page 68 and in the paragraphs under the heading "Contingencies" under the heading "Commitments, Guarantees and Contingencies" in "Notes to Consolidated Financial Statements (Unaudited)" at pages 56 to 57 of Morgan Stanley's Quarterly Report on Form 10-Q for the quarterly period ended 31 March 2023”*



**PART E – AMENDMENTS TO THE “DESCRIPTION OF MORGAN STANLEY B.V.” SECTION**

1. The section titled “4. Management of MSBV”, as set out on page 61 of the Registration Document, shall be deemed to be deleted in its entirety and the following substituted therefor:

*“The current directors of MSBV, their offices, if any, within MSBV, and their principal outside activity, if any, are listed below. The business address of each director is Luna Arena, Herikerbergweg 238, 1101 CM Amsterdam, The Netherlands*

<i><b>Name</b></i>	<i><b>Title</b></i>	<i><b>Principal Outside Activity</b></i>
<i>B. Carey</i>	<i>Director</i>	<i>Executive Director of Morgan Stanley</i>
<i>S. Ibanez</i>	<i>Director</i>	<i>Executive Director of Morgan Stanley</i>
<i>P.J.G de Reus</i>	<i>Director</i>	<i>Employee of TMF Netherlands B.V. Director of Archimedes Investments Cooperatieve U.A.</i>
<i>A. Doppenberg</i>	<i>Director</i>	<i>Employee and managing director of TMF Netherlands B.V. and TMF Management B.V.</i>
<i>TMF Management B.V.</i>	<i>Director</i>	<i>Dutch corporate service provider</i>
<i><b>Directors of TMF Management B.V.</b></i>		
<i>A. Doppenberg</i>	<i>Director</i>	<i>Employee and managing director of TMF Netherlands B.V.</i>
<i>K.A Groenendijk</i>	<i>Director</i>	<i>Employee and managing director of TMF Netherlands B.V.</i>
<i>J.E. Hardeveld</i>	<i>Director</i>	<i>Employee and managing director of TMF Netherlands B.V.</i>

*There are no potential conflicts of interests between any duties to MSBV of its directors and their private interests and/or other duties.”*