

SIXTH BASE PROSPECTUS SUPPLEMENT

Morgan Stanley

as issuer and guarantor
(incorporated under the laws of the State of Delaware in the United States of America)

MORGAN STANLEY & CO. INTERNATIONAL plc

as issuer
(incorporated with limited liability in England and Wales)

MORGAN STANLEY B.V.

as issuer
(incorporated with limited liability in The Netherlands)

MORGAN STANLEY FINANCE LLC

as issuer
(formed under the law of the State of Delaware in the United States of America)

**REGULATION S PROGRAM FOR THE ISSUANCE OF NOTES, SERIES A AND B,
WARRANTS AND CERTIFICATES**

Morgan Stanley ("**Morgan Stanley**"), Morgan Stanley & Co. International plc ("**MSI plc**"), Morgan Stanley Finance LLC ("**MSFL**") and Morgan Stanley B.V. ("**MSBV**", together with Morgan Stanley, MSFL and MSI plc, the "**Issuers**") and Morgan Stanley, in its capacity as guarantor (in such capacity, the "**Guarantor**") have prepared this sixth base prospectus supplement (the "**Sixth Base Prospectus Supplement**") to supplement and be read in conjunction with the base prospectus dated 9 October 2018 (the "**Base Prospectus**") of Morgan Stanley, MSI plc, MSFL and MSBV (each in its capacity as Issuer) and Morgan Stanley (in its capacity as Guarantor) relating to the Regulation S Program for the Issuance of Notes, Series A and Series B, Warrants and Certificates as supplemented by the first supplement to the Base Prospectus dated 26 October 2018 (the "**First Base Prospectus Supplement**"), the second supplement to the Base Prospectus dated 8 November 2018 (the "**Second Base Prospectus Supplement**"), the third supplement to the Base Prospectus dated 25 January 2019 (the "**Third Base Prospectus Supplement**"), the fourth supplement to the Base Prospectus dated 21 March 2019 (the "**Fourth Base Prospectus Supplement**") and the fifth supplement to the Base Prospectus dated 17 May 2019 (the "**Fifth Base Prospectus Supplement**").

This Sixth 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(the "**CSSF**"), which is the Luxembourg competent authority for the purpose of Directive 2003/71/EC, as amended and superseded (the "**Prospectus Directive**") and relevant implementing measures in Luxembourg, as a prospectus supplement issued in compliance with Article 16.1 of the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.

The CSSF gives no undertaking as to the economic and financial soundness of any transaction or the quality or solvency of any of the Issuers in line with the provisions of Article 7.7 of the Luxembourg Law on Prospectuses for Securities.

Unless otherwise defined in this Sixth Base Prospectus Supplement, terms defined in the Base Prospectus (as supplemented by the First Base Prospectus Supplement, Second Base Prospectus Supplement, Third Base Prospectus Supplement, Fourth Base Prospectus Supplement and Fifth Base Prospectus Supplement) shall have the same meaning when used in this Sixth Base Prospectus Supplement. To the extent that there is any inconsistency between any statement in, or incorporated by reference in, this Sixth Base Prospectus Supplement and any other statement in, or incorporated by reference in, the Base Prospectus (as supplemented by the First Base Prospectus Supplement, Second Base Prospectus Supplement, Third Base Prospectus Supplement, Fourth Base Prospectus Supplement and Fifth Base Prospectus Supplement), the statements in, or incorporated by reference in, this Sixth Base Prospectus Supplement will prevail.

The purpose of this Sixth Base Prospectus Supplement is to:

- (a) disclose the publication of the Registration Document of Morgan Stanley, Morgan Stanley & Co. International plc, Morgan Stanley B.V. and Morgan Stanley Finance LLC dated 7 June 2019 (the "**2019 Registration Document**") and incorporate by reference certain sections of the 2019 Registration Document as set out in "Part A" of this Sixth Base Prospectus Supplement;
- (b) disclose the publication of the Proxy Statement of Morgan Stanley dated 5 April 2019 (the "**2019 Proxy Statement**") and incorporate by reference certain sections of the 2019 Proxy Statement as set out in "Part A" of this Sixth Base Prospectus Supplement; and
- (c) make certain consequential amendments to the Base Prospectus (as supplemented by the First Base Prospectus Supplement, Second Base Prospectus Supplement, Third Base Prospectus Supplement, Fourth Base Prospectus Supplement and Fifth Base Prospectus Supplement) pursuant to the publication of the 2019 Registration Document and the 2019 Proxy Statement as set out in "Part B" of this Sixth 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 Sixth Base Prospectus Supplement shall have the right, exercisable within two Business Days following the date of publication of this Sixth 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 14 June 2019.

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

Save as disclosed in this Sixth Base Prospectus Supplement, no significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus (as supplemented by the First Base Prospectus Supplement, Second Base Prospectus Supplement, Third Base Prospectus Supplement, Fourth Base Prospectus Supplement and Fifth Base Prospectus Supplement) has arisen since the publication of the Fifth Base Prospectus Supplement.

Each of the Issuers and Guarantor accepts responsibility for the information contained in this Sixth 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 2019 Registration Document are not incorporated by reference into this Sixth Base Prospectus Supplement as such information or documents are either not relevant for the investor or covered in another part of this Sixth Base Prospectus Supplement.

This Sixth Base Prospectus Supplement and the 2019 Registration Document are available for viewing, and copies may be obtained from, the offices of the Issuer and the Paying Agents.

This Sixth Base Prospectus Supplement and the 2019 Registration Document are also available on Morgan Stanley's website at <http://sp.morganstanley.com/EU/Documents> and on the website of the Luxembourg Stock Exchange at www.bourse.lu.

12 June 2019

MORGAN STANLEY

MORGAN STANLEY & CO. INTERNATIONAL PLC

MORGAN STANLEY B.V.

MORGAN STANLEY FINANCE LLC

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PART A
INCORPORATION BY REFERENCE: 2019 REGISTRATION DOCUMENT AND 2019 PROXY STATEMENT

This Sixth Base Prospectus Supplement incorporates by reference those sections of the 2019 Registration Document identified in the cross-reference table below, and supplements and must be read in conjunction with the section entitled "*Incorporation by reference*" contained on pages 125-134 of the Base Prospectus.

The 2019 Registration Document and the 2019 Proxy Statement are available on Morgan Stanley's website at <http://sp.morganstanley.com/EU/Documents> and on the website of the Luxembourg Stock Exchange at www.bourse.lu.

Document filed	Information incorporated by reference	Page
Morgan Stanley		
Registration Document of Morgan Stanley, Morgan Stanley & Co. International plc, Morgan Stanley B.V. and Morgan Stanley Finance LLC dated 7 June 2019	(1) Risk Factors	2-19
	(2) Description of Morgan Stanley	29-59
	(3) Selected Financial Information of Morgan Stanley	60
	(4) Description of Morgan Stanley & Co. International plc	61-67
	(5) Selected Financial Information of Morgan Stanley & Co. International plc	68
	(6) Description of Morgan Stanley B.V.	69-71
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	(10) Significant Subsidiaries of Morgan Stanley as of 31 December 2018	76
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Proxy Statement dated 5 April 2019	(1) Overview of Voting Items	5-10
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(6) Shareholder Proposal	77-79
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This Sixth Base Prospectus Supplement expressly does not incorporate by reference the documents and/or information identified in the cross-reference table below.

Document filed	Information not incorporated by reference	Page
Morgan Stanley		
Registration Document of Morgan Stanley, Morgan Stanley & Co. International plc, Morgan Stanley B.V. and Morgan Stanley Finance LLC dated 7 June 2019	(1) Information Incorporated by Reference	20-25

PART B
AMENDMENTS TO THE BASE PROSPECTUS

The Base Prospectus is hereby amended as follows:

1. All references in the Base Prospectus to a "Registration Document" shall be deemed to be references to the Registration Document of Morgan Stanley, Morgan Stanley & Co. International plc, Morgan Stanley B.V. and Morgan Stanley Finance LLC dated 7 June 2019.
2. In the second paragraph on page 73 of the Base Prospectus, the words "*the section entitled 'Risk Factors' at pages 2 to 17 of the Registration Document dated 08 June 2018, as supplemented by the First Supplement to the Registration Document dated 22 August 2018 and the Second Supplement to the Registration Document dated 4 October 2018*" shall be deemed to be deleted in its entirety and replaced with the words "*the section entitled 'Risk Factors' at pages 2 to 19 of the Registration Document dated 7 June 2019*".
3. The sub-section titled "Different base prospectuses" set out on pages 904 and 905 of the Base Prospectus shall be deemed to be deleted in its entirety and replaced with the following:

"Different base prospectuses

This document comprises four base prospectuses.

Morgan Stanley Base Prospectus

*The Morgan Stanley base prospectus (the "**Morgan Stanley Base Prospectus**") will comprise this Base Prospectus with the exception of (A) the information in the Summary relating to MSI plc, MSBV and MSFL, (B) information incorporated by reference herein from the Registration Document (as defined in "Incorporation by Reference" above) entitled (i) Description of Morgan Stanley & Co. International plc at pages 61-67 of the Registration Document, (ii) Selected Financial Information of Morgan Stanley & Co. International plc at page 68 of the Registration Document, (iii) Description of Morgan Stanley B.V. at pages 69-71 of the Registration Document, (iv) Selected Financial Information of Morgan Stanley B.V. at page 72 of the Registration Document, (v) Description of Morgan Stanley Finance LLC at page 73-74 of the Registration Document and (vi) Selected Financial Information of Morgan Stanley Finance LLC at page 75 of the Registration Document and (C) items 7-15 incorporated by reference herein in the section entitled "Incorporation by Reference" above and financial statements of MSI plc, MSBV and MSFL incorporated by reference herein by the Fifth Base Prospectus Supplement.*

MSI plc Base Prospectus

*The MSI plc base prospectus (the "**MSI plc Base Prospectus**") will comprise this Base Prospectus with the exception of (A) the information in the Summary relating to Morgan Stanley, MSBV and MSFL, (B) information incorporated by reference herein from the Registration Document entitled (i) Description of Morgan Stanley at pages 29-59 of the Registration Document, (ii) Selected Financial Information of Morgan Stanley at page 60 of the Registration Document, (iii) Description of Morgan Stanley B.V. at page 69-71 of the Registration Document, (iv) Selected Financial Information of Morgan Stanley B.V. at page 72 of the Registration Document, (v) Description of Morgan Stanley Finance LLC at pages 73-74 of the Registration Document, (vi) Selected Financial Information of Morgan Stanley Finance LLC at page 75 of the Registration Document and (vii) Significant Subsidiaries of Morgan Stanley as of 31 December 2018 at page 76 of the Registration Document and (C) items 3-6 and items 10-15 incorporated by reference herein in the section entitled "Incorporation by Reference" above and financial statements of Morgan Stanley, MSBV and MSFL incorporated by reference herein by the Second Base Prospectus Supplement, the Fourth Base Prospectus Supplement and the Fifth Base Prospectus Supplement.*

MSBV Base Prospectus

*The MSBV base prospectus (the "**MSBV Base Prospectus**") will comprise this Base Prospectus with the exception of (A) the information in the Summary relating to MSI plc and MSFL, (B) information incorporated by reference herein from the Registration Document entitled (i) Description of Morgan Stanley at pages 29-59 of the Registration Document, (ii) Selected Financial Information of Morgan Stanley at page 60 of the Registration Document, (iii) Description of Morgan Stanley & Co. International plc at pages 61-67 of the Registration Document, (iv) Selected Financial Information of Morgan Stanley*

& Co. International plc at page 68 of the Registration Document, (v) Description of Morgan Stanley Finance LLC at pages 73-74 of the Registration Document, (vi) Selected Financial Information of Morgan Stanley Finance LLC at page 75 of the Registration Document and (vii) Significant Subsidiaries of Morgan Stanley as of 31 December 2018 at pages 76 of the Registration Document and (C) items 7-9 and items 13-15 incorporated by reference herein in the section entitled "Incorporation by Reference" above and financial statements of Morgan Stanley, MSI plc and MSFL incorporated by reference herein by the Second Base Prospectus Supplement, the Fourth Base Prospectus Supplement and the Fifth Base Prospectus Supplement.

MSFL Base Prospectus

The MSFL base prospectus (the "**MSFL Base Prospectus**") will comprise this Base Prospectus with the exception of (A) the information in the Summary relating to MSI plc and MSBV, (B) information incorporated by reference herein from the Registration Document entitled (i) Description of Morgan Stanley at pages 29-59 of the Registration Document, (ii) Selected Financial Information of Morgan Stanley at page 60 of the Registration Document, (iii) Description of Morgan Stanley & Co. International plc at pages 61-67 of the Registration Document, (iv) Selected Financial Information of Morgan Stanley & Co. International plc at page 68 of the Registration Document, (v) Description of Morgan Stanley B.V. at pages 69-71 of the Registration Document, (vi) Selected Financial Information of Morgan Stanley B.V. at page 72 of the Registration Document and (vii) Significant Subsidiaries of Morgan Stanley as at 31 December 2018 at pages 76 of the Registration Document and (C) items 7-12 incorporated by reference herein in the section entitled "Incorporation by Reference" above and financial statements of Morgan Stanley, MSI plc and MSBV incorporated by reference herein by the Second Base Prospectus Supplement, the Fourth Base Prospectus Supplement and the Fifth Base Prospectus Supplement."

4. In on page 913 of the Base Prospectus, section (d) shall be deleted in its entirety and replaced with the following:

"the section entitled "Legal Proceedings and Contingencies" at Part 7 of the section entitled "Description of Morgan Stanley" at pages 46-52 of the Registration Document, the section entitled "Legal Proceedings" at Part 7 of the section entitled "Description of Morgan Stanley & Co. International plc" at pages 63-66 of the Registration Document, the section entitled "Legal Proceedings" at Part 7 of the section entitled "Description of Morgan Stanley B.V." at page 71 of the Registration Document and the section entitled "Legal Proceedings" at Part 7 of the section entitled "Description of Morgan Stanley Finance LLC" at page 74 of the Registration Document,".