

**PRICING SUPPLEMENT NO. NY-J818**  
(To Offering Circular Dated August 16, 2016)

**MORGAN STANLEY  
NOTES, SERIES A  
JPY Zero-Coupon Notes Due 2037**

This document constitutes the Pricing Supplement relating to the issue of Notes described herein. Terms used herein shall be deemed to be defined as such for the purposes of the Description of the New York Law Notes set forth in the Offering Circular dated August 16, 2016 and the First supplemental Offering Circular dated November 11, 2016, the Second Supplemental Offering Circular dated December 20, 2016 and the Third Supplemental Offering Circular dated January 26, 2017 (together, the “**Offering Circular**”). This Pricing Supplement must be read in conjunction with such Offering Circular. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of this Pricing Supplement and the Offering Circular. Copies of the Offering Circular are available from the offices of Morgan Stanley & Co. International plc at 25 Cabot Square, Canary Wharf, London, E14 4QA. The Offering Circular has also been published on the website of the Irish Stock Exchange ([www.ise.ie](http://www.ise.ie)) and on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)).

Warning: Neither this Pricing Supplement nor the Offering Circular constitutes a “prospectus” for the purposes of Article 5.4 of Directive 2003/71/EC (as amended, including by Directive 2010/73/EU, the “**Prospectus Directive**”), and the Pricing Supplement and the Offering Circular have been prepared on the basis that no prospectus shall be required under the Prospectus Directive in relation to any Notes (as described below) offered and sold hereby.

We, Morgan Stanley, may not redeem these Notes, Series A JPY Zero-Coupon Notes Due 2037 (the “**Notes**”) prior to the maturity date.

We will issue the Notes in registered form which form is further described under “*Form of Notes*” in the accompanying Offering Circular. We will apply to the Irish Stock Exchange for admission of the Notes to the Official List of the Irish Stock Exchange and trading on its Global Exchange Market, subject to meeting the applicable admission requirements. The Irish Stock Exchange assumes no responsibility for the correctness of any of the statements or opinions made or reports contained in this document. Admission to the Official List of the Irish Stock Exchange and trading on its Global Exchange Market is not to be taken as an indication of the merits of the Issuer or the Notes.

We have described the basic feature of this type of Note in the section called “*Description of New York Law Notes - Fixed Rate Notes*” in the accompanying Offering Circular, subject to and as modified by the provisions described below.

Principal Amount:	JPY 12,800,000,000	Annual Redemption Percentage Reduction:	Not applicable
Issue Date:	February 23, 2017	Calculation Agent:	Morgan Stanley MUFG Securities Co., Ltd.
Maturity Date:	February 23, 2037; <i>provided</i> that if such day is not a Business Day, the payment at maturity shall be made on the next succeeding Business Day unless such day falls in the next calendar month, in which case that payment shall be made	Denomination:	JPY 100,000,000 and integral multiples thereof

on the first preceding day that is a Business Day, and, in either case, no adjustment shall be made to any payment made on that succeeding or preceding Business Day.

Settlement Date (Original Issue Date):	February 23, 2017	Interest Payment Dates:	Not applicable
Interest Accrual Date:	Not applicable	Optional Repayment Date(s):	Not applicable
Issue Price:	77.69%	Distribution Agent:	Morgan Stanley & Co. International plc
Specified Currency:	Japanese Yen ("JPY")	Paying Agent:	The Bank of New York Mellon
Interest Payment Period:	Not applicable	Common Code:	141272390
Interest Rate	Not applicable	ISIN:	XS1412723907
		CINS:	U6176S H78
Redemption Percentage at Maturity:	100%	Governing Law:	New York
Initial Redemption Percentage:	Not applicable	Acceleration upon Event of Default:	In case an event of default with respect to the Notes shall have occurred and be continuing, the amount of principal due and payable upon any acceleration of the principal thereof will be:

(a) the Principal Amount *multiplied by*:

(b) the percentage produced by the following formula:

$$\text{Reference Price} \times (1 + \text{Accrual Yield})^n$$

where "n" means the number of years from (and including) the Original Issue Date to (but excluding) the date upon which the Notes becomes due and payable and the calculation shall be made by the Calculation Agent on the basis of the Day Count Fraction of

30/360 (ISDA).

“30/360 (ISDA)” means the number of days in the calculation period divided by 360, calculated on a formula basis as follows:

Day Count Fraction =

$$\frac{[360 \times (Y_2 - Y_1)] + [30 \times (M_2 - M_1)] + (D_2 - D_1)}{360}$$

where:

“Y1” is the year, expressed as a number, in which the first day of the calculation period falls;

“Y2” is the year, expressed as a number, in which the day immediately following the last day included in the calculation period falls;

“M1” is the calendar month, expressed as a number, in which the first day of the calculation period falls;

“M2” is the calendar month, expressed as a number, in which the day immediately following the last day included in the calculation period falls;

“D1” is the first calendar day, expressed as a number, of the calculation period, unless such number would be 31, in which case D1 will be 30; and

“D2” is the calendar day, expressed as a number, immediately following the last day included in the calculation period, unless such number would be 31 and D1 is greater than 29, in which case D2 will be 30.

Accrual Yield:	1.27% per annum	Reference Price:	77.69%
Business Days:	Tokyo, London, and New York	Other Provisions:	Not applicable

THE NOTES ARE NOT DEPOSITS OR SAVINGS ACCOUNTS AND ARE NOT INSURED BY THE U.S. FEDERAL DEPOSIT INSURANCE CORPORATION OR ANY OTHER GOVERNMENTAL AGENCY OR INSTRUMENTALITY OR DEPOSIT PROTECTION SCHEME ANYWHERE, NOR ARE THEY OBLIGATIONS OF, OR GUARANTEED BY, A BANK.

THE NOTES DESCRIBED HEREIN AND THE SECURITIES TO BE DELIVERED ON REDEMPTION OF THE NOTES (IF ANY) HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT") OR THE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES. THE ISSUER IS NOT REGISTERED AND WILL NOT REGISTER UNDER THE U.S. INVESTMENT COMPANY ACT OF 1940, AS AMENDED. TRADING IN THE NOTES HAS NOT BEEN APPROVED BY THE U.S. COMMODITY FUTURES TRADING COMMISSION UNDER THE U.S. COMMODITY EXCHANGE ACT OF 1936, AS AMENDED.

THE NOTES DESCRIBED HEREIN, ANY INTEREST THEREIN AND THE SECURITIES TO BE DELIVERED ON REDEMPTION OF THE NOTES (IF ANY) MAY NOT BE OFFERED, SOLD, PLEDGED, ASSIGNED, DELIVERED OR OTHERWISE TRANSFERRED OR REDEEMED AT ANY TIME, DIRECTLY OR INDIRECTLY, WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS (AS DEFINED IN REGULATIONS UNDER THE SECURITIES ACT). HEDGING TRANSACTIONS INVOLVING ANY "EQUITY SECURITIES" OF "DOMESTIC ISSUERS" (AS SUCH TERMS ARE DEFINED IN THE SECURITIES ACT AND REGULATIONS THEREUNDER) MAY ONLY BE CONDUCTED IN ACCORDANCE WITH THE SECURITIES ACT. SEE "*SUBSCRIPTION AND SALE*" AND "*NO OWNERSHIP BY U.S. PERSONS*" IN THE ACCOMPANYING OFFERING CIRCULAR DATED AUGUST 16, 2016. IN PURCHASING THE NOTES, PURCHASERS WILL BE DEEMED TO REPRESENT AND WARRANT THAT THEY ARE NEITHER LOCATED IN THE UNITED STATES NOR A U.S. PERSON AND THAT THEY ARE NOT PURCHASING ON BEHALF OF, OR FOR THE ACCOUNT OR BENEFIT OF, ANY U.S. PERSON.

#### **Prescription**

Under the law of the state of New York, claims for payment under the Notes are time-barred after six years from the time of breach.

#### **Taxation**

See "United States Federal Taxation" and the other sections relating to taxation in the accompanying Offering Circular.

#### **Additional Selling Restrictions**

The Notes have not been and will not be registered under the Financial Instruments and Exchange Law of Japan (the "FIEL"). The Notes may not be offered or sold, directly or indirectly in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organised under the laws of Japan) or to others for re-offering or resale, directly or indirectly, in Japan or to a resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the FIEL and any other applicable laws, regulations and ministerial guidelines of Japan.

## RESPONSIBILITY

The Issuer accepts responsibility for the information contained in this Pricing Supplement.

Signed on behalf of the Issuer:

By:  \_\_\_\_\_  
Duly authorised

## PART B – OTHER INFORMATION

### 1. LISTING

Listing and admission to trading: Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to the Official List of the Irish Stock Exchange and trading on its Global Exchange Market with effect from the Issue Date.

### 2. RATINGS

Ratings: The Notes to be issued have been rated:  
Moody's: A3

### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE AND OFFER

Save as discussed in “*Subscription and Sale*”, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

### 4. OPERATIONAL INFORMATION

ISIN: XS1412723907

Common Code: 141272390

CINS: U6176S H78

Form of Notes: Registered Notes:

Global Registered Note registered in the name of a nominee for a common depository for Euroclear and Clearstream, Luxembourg, and/or any other Relevant Clearing System exchangeable for Individual Note Certificates on 30 days' notice in the limited circumstances described in the Global Registered Note

Any clearing system(s) other than Euroclear Bank S.A./N.V., Clearstream Banking S.A., and the relevant identification number(s): Not Applicable

Delivery: Delivery free of payment

Name(s) and address(es) of initial Paying Agent(s): The Bank of New York Mellon

Name(s) and address(es) of additional Paying Agent(s) (if any): Not Applicable

### 5. POTENTIAL SECTION 871(M) TRANSACTION

Not Applicable