

Pricing Supplement dated 6 August 2015

Morgan Stanley B.V.

Issue of GBP 5,000,000 Preference Share Linked Notes due 2021

Guaranteed by Morgan Stanley

under the

Regulation S Program for the Issuance of Notes, Series A and B, Warrants and Certificates

The Offering Circular referred to below (as completed by this Pricing Supplement) has been prepared on the basis that any offer of Notes in any Member State of the European Economic Area which has implemented the Prospectus Directive (2003/71/EC) (as amended, including by Directive 2010/73/EU (together, the "Prospectus Directive")) (each, a "Relevant Member State") will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Notes. Accordingly any person making or intending to make an offer in that Relevant Member State of the Notes may only do so in circumstances in which no obligation arises for the Issuer or any Distribution Agent to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer. Neither the Issuer nor any Distribution Agent has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

Warning: Neither this Pricing Supplement nor the Offering Circular referred to below 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 be offered and sold under hereby.

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

PART A – CONTRACTUAL TERMS

THE NOTES DESCRIBED HEREIN, AND ANY GUARANTEE IN RESPECT THEREOF, AND ANY GUARANTEE IN RESPECT THEREOF, AND THE SECURITIES TO BE DELIVERED ON REDEMPTION OF THE NOTES (IF ANY) HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR THE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES. NEITHER THE ISSUER NOR THE GUARANTOR IS REGISTERED, OR WILL 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, AS AMENDED.

THE NOTES DESCRIBED HEREIN, ANY INTEREST THEREIN, ANY GUARANTEE IN RESPECT THEREOF 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 REGULATION S 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 OFFERING CIRCULAR DATED 18 AUGUST 2014. 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.

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 Terms and Conditions of the English Law Notes set forth in the Offering Circular dated 18 August 2014 and the supplemental Offering Circulars dated 29 September 2014, 28 November 2014, 4 June 2015 and 30 June 2015 (together, the "Offering Circular"). This Pricing Supplement must be read in conjunction with such Offering Circular as so supplemented. Full information on the Issuer, the Guarantor 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) and on the website of the Luxembourg Stock Exchange (www.bourse.lu).

Information Concerning Investment Risk

Noteholders and prospective purchasers of Notes should ensure that they understand the nature of the Notes and the extent of their exposure to risk and that they consider the suitability of the Notes as an investment in the light of their own circumstances and financial condition. The amount payable on redemption of the Notes is linked to the performance of the Sienna UK Preference Shares, and may be less than par. The Sienna UK Preference Shares are a series of preference shares issued by Sienna UK. Given the highly specialised nature of these Notes, Morgan Stanley B.V. (the "Issuer"), Morgan Stanley ("the Guarantor") and Morgan Stanley & Co. International plc ("MSI plc") consider that they are only suitable for highly sophisticated investors who are able to determine for themselves the risk of an investment linked to the Sienna UK Preference Shares, are willing to take risks and can absorb the partial loss of their initial investment. Consequently, if you are not an investor who falls within the description above you should not consider purchasing these Notes without taking detailed advice from a specialised professional adviser.

Potential investors are urged to consult with their legal, regulatory, investment, accounting, tax and other advisors with regard to any proposed or actual investment in these Notes. Please see the Offering Circular together with the Pricing Supplement for a full detailed description of the Notes and in particular, please review the Risk Factors associated with these Notes.

In purchasing any Notes, purchasers will be deemed to represent and undertake to the Issuer, the Dealer and each of their affiliates that (i) such purchaser understands the risks and potential consequences associated with the purchase of the Notes, (ii) that such purchaser has consulted with its own legal, regulatory, investment, accounting, tax and other advisors to extent it believes is appropriate to assist it in understanding and evaluating the risks involved in, and the consequences of, purchasing the Notes and (iii) in accordance with the terms set out in the Annex.

Morgan Stanley is not qualified to give legal, tax or accounting advice to its clients and does not purport to do so in this document. Clients are urged to seek the advice of their own professional advisers about the consequences of the proposals contained herein.

GENERAL

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|----|------|--|------------------------|
| 1. | (i) | Issuer: | Morgan Stanley B.V. |
| | (ii) | Guarantor: | Morgan Stanley |
| 2. | (i) | Series Number: | 8928 |
| | (ii) | Tranche Number: | 1 |
| 3. | | Specified Currency or Currencies: | Pound Sterling ("GBP") |
| 4. | | Aggregate Nominal Amount of the Notes: | |

	(i)	Series:	GBP 5,000,000
	(ii)	Tranche:	GBP 5,000,000
5.		Issue Price	100 per cent. of par per Note
6.	(i)	Specified Denominations:	GBP 1,000 with increments of GBP 1.00 thereafter
	(ii)	Calculation Amount:	GBP 1.00
7.	(i)	Issue Date:	11 August 2015
	(ii)	Trade Date:	28 July 2015
	(iii)	Interest Commencement Date:	Not Applicable
	(iv)	Strike Date:	Not Applicable
	(v)	Determination Date:	Not Applicable
8.		Maturity Date:	11 August 2021 or if later, the third Business Day following the Final Valuation Date
9.		Interest Basis:	Not Applicable
10.		Redemption/Payment Basis:	Preference Share-Linked Redemption
11.		Change of Interest or Redemption/Payment Basis:	Not Applicable
12.		Put/Call Options/Autocallable Early Redemption:	
	(i)	Redemption at the Option of the Issuer:	Not Applicable
		(Condition 20.5)	
	(ii)	Redemption at the Option of Noteholders:	Not Applicable
		(Condition 20.7)	
	(iii)	Autocallable Early Redemption:	Not Applicable
		(Condition 18)	
	(iv)	Other put/call options:	Not Applicable
13.	(i)	Status of the Notes:	Condition 4.1 applies
		(Condition 4)	
	(ii)	Status of the Guarantee:	Condition 4.2 applies
14.		Method of distribution:	Non-syndicated
PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE			
15.		Fixed Rate Note Provisions	Not Applicable
		(Condition 5)	

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| 16. | Floating Rate Note Provisions
(Condition 6) | Not Applicable |
| 17. | Zero Coupon Note Provisions
(Condition 7) | Not Applicable |
| 18. | Dual Currency-Linked Note Interest Provisions
(Condition 8) | Not Applicable |
| 19. | Equity-Linked Interest Note Provisions:
(Condition 10) | Not Applicable |
| 20. | Commodity-Linked Interest Note Provisions | Not Applicable |
| 21. | Currency-Linked Interest Note Provisions | Not Applicable |
| 22. | Inflation-Linked Interest Note Provisions | Not Applicable |
| 23. | Property-Linked Interest Note Provisions | Not Applicable |
| 24. | Fund-Linked Interest Note Provisions | Not Applicable |
| 25. | Credit-Linked Interest Note Provisions | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

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| 26. | Call Option
(Condition 20.5) | Not Applicable |
| 27. | Put Option
(Condition 20.7) | Not Applicable |
| 28. | Autocallable Early Redemption
(Condition 18) | Not Applicable |
| 29. | Final Redemption Amount of each Note
(Condition 20.1) | Linked Redemption Amount specified below |
| 30. | Dual Currency Redemption Provisions
(Condition 8) | Not Applicable |
| 31. | Equity-Linked Redemption Provisions:
(Condition 10) | Not Applicable |
| 32. | Commodity-Linked Redemption Provisions
(Condition 11) | Not Applicable |
| 33. | Currency-Linked Redemption Provisions | Not Applicable |

- (Condition 12)
34. Inflation-Linked Redemption Provisions Not Applicable
- (Condition 13)
35. Credit-Linked Redemption Provisions Not Applicable
- (Condition 16)
36. Property-Linked Redemption Provisions Not Applicable
- (Condition 14)
37. Fund-Linked Redemption Provisions Not Applicable
- (Condition 15)
38. Preference Share-Linked Redemption Provisions: Applicable
- (Condition 17)
- (i) Preference Share: Series 389 issued by the Preference Share Issuer on 4 August 2013
- (ii) Preference Share Issuer: Sienna Finance UK Limited
- (iii) Determination Agent responsible for calculating the Final Redemption Amount: Morgan Stanley & Co. International plc (the "**Determination Agent**"). The Determination Agent shall act as an expert and not as an agent for the Issuer or the Noteholders. All determinations, considerations and decisions made by the Determination Agent shall be made in good faith and in a commercially reasonable manner and, in the absence of manifest error, wilful default or bad faith, shall be final and conclusive and the Determination Agent shall have no liability in relation to such determinations except in the case of its wilful default or bad faith.
- (iv) Provisions for determining Final Redemption Amount: The Final Redemption Amount in respect of each Note is an amount in the Specified Currency calculated by the Determination Agent equal to:

$$\text{Calculation Amount} \times \frac{\text{PreferenceShareValue}_{\text{final}}}{\text{PreferenceShareValue}_{\text{initial}}}]$$

where:

"**Preference Share Value_{final}**" means the Sienna UK Preference Share Value on the Final Valuation Date; and

"**Preference Share Value_{initial}**" means the Sienna UK Preference Share Value on the Initial Valuation Date.

(v) Final Valuation Date: The seventh Business Day following the Sienna UK Preference Share Valuation Date.

"Sienna UK Preference Share Valuation Date" means 28 July 2021 or if such date for valuation of or any determination of the underlying asset or reference basis (or any part thereof) for the Sienna UK Preference Shares falling on or about such day is to be delayed in accordance with the terms and conditions of the Sienna UK Preference Shares by reason of a disruption or adjustment event, the Sienna UK Preference Share Valuation Date shall be such delayed valuation or determination date(s), all as determined by the Determination Agent.

(vi) Valuation Time: As per Condition **Error! Reference source not found.**

(vii) Additional Disruption Events: Change in Law, Hedging Disruption, Insolvency Filing and Increased Cost of Hedging shall apply.

39. (i) Early Redemption Amount upon Event of Default Qualified Financial Institution Determination

Condition 25):

(ii) Early redemption amount payable upon an event described in Condition 10/11/12/13/15/16/17 As provided in Condition 17

(iii) Early redemption amount upon early redemption As provided in Condition 17

(Conditions 20.1, 20.3, 20.5, 20.10, 24, 26)

Early redemption amount(s) per Calculation Amount payable on redemption for taxation reasons or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions): Early Preference Share Redemption Note Amount

40. Governing Law: English law

GENERAL PROVISIONS APPLICABLE TO THE NOTES

41. Form of Notes: Registered Notes:

(Condition 3) Global Registered Note registered in the name of a nominee for a common depositary for Euroclear and Clearstream, Luxembourg, exchangeable for Individual Note at 30 days' notice period in the limited circumstances described in the Global Registered Note

42. Record Date: As set out in the Conditions

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| 43. | Additional Financial Centre(s) or other special provisions relating to Payment Dates: | London only |
| 44. | Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: | Not Applicable |
| 45. | Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made: | Not Applicable |
| 46. | Redenomination, renominatisation and reconventioning provisions: | The provisions in Condition 36 apply |
| 47. | Restrictions on free transferability of the Notes: | None |
| 48. | Inconvertibility Event Provisions:
(Condition 19) | Not Applicable |
| 49. | Other terms: | Implementation of Financial Transaction Tax:

Applicable |

DISTRIBUTION

- | | | |
|-----|---|---|
| 50. | (i) If syndicated, names and addresses of Managers and underwriting commitments; and names and addresses of the entities agreeing to place the issue without a firm commitment or on a "best efforts" basis if such entities are not the same as the Managers.) | Not Applicable |
| | (ii) Date of Subscription Agreement: | Not Applicable |
| | (iii) Stabilising Manager(s) (if any): | Not Applicable |
| 51. | If non-syndicated, name and address of Dealer: | Morgan Stanley & Co. International plc
25 Cabot Square
London E14 4QA |
| 52. | U.S. Selling Restrictions: | Regulation S |
| 53. | Total commission and concession: | Not Applicable |
| 54. | Additional selling restrictions: | Not Applicable |

PURPOSE OF PRICING SUPPLEMENT

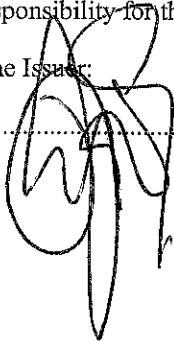
This Pricing Supplement comprises the pricing supplement required to list and have admitted to trading on Global Exchange Market of the Irish Stock Exchange the issue of Notes described herein pursuant to the Regulation S Program for the Issuance of Notes, Series A and B, Warrants and Certificates Morgan Stanley BV.

RESPONSIBILITY

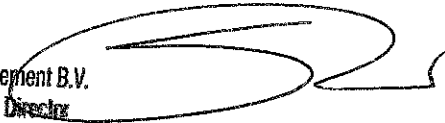
The Issuer accepts responsibility for the information contained in this Pricing Supplement.

Signed on behalf of the Issuer:

By:
Duly authorised



TMF Management B.V.
Managing Director



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 Official list of the Irish Stock Exchange and trading on its Global Exchange Market with effect from the Issue Date. No assurance can be given that such listing will be obtained or when such listing may take place.

Estimate of total expenses related to admission to trading: EUR 500

2. RATINGS

Ratings: The Notes will not be rated

3. OPERATIONAL INFORMATION

ISIN Code: XS1138887176

Common Code: 113888717

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

Delivery: Delivery free of payment

Names and addresses of initial Paying Agent(s): As per the Conditions

Names and addresses of additional Paying Agent(s) (if any): As per the Conditions

ANNEX 2

Any investment in the Notes made with the intention to offer, sell or otherwise transfer (together, “**distribute**” and each a “**distribution**”) such Notes to prospective investors will be deemed to include, without limitation, the following representations, undertakings and acknowledgements:

- a) (i) you are purchasing the instruments as principal (and not as agent or in any other capacity); (ii) none of the Issuer, the Dealer or their affiliates is acting as a fiduciary or an advisor to it in respect of the instruments; (iii) you are not relying upon any representations made by the Issuer, the Guarantor or any of their affiliates; (iv) you have consulted with your own legal, regulatory, tax, business, investments, financial, and accounting advisers to the extent that you have deemed necessary, and you have made your own investments, hedging and trading decisions based upon your own judgement and upon any advice from such advisors as you have deemed necessary and not upon any view expressed by the Issuer or any of its affiliates or agents and (v) you are purchasing the instruments with a full understanding of the terms, conditions and risks thereof and you are capable of and willing to assume those risks;
- b) you shall only distribute as principal or, alternatively, acting on a commission basis in your own name for the account of your investors and will not do so as agent for any Morgan Stanley entity (together “**Morgan Stanley**”) who shall assume no responsibility or liability whatsoever in relation to any such distribution. You shall distribute the product in your own name and to such customers as you identify in your own discretion, at your own risk and under your sole responsibility. You shall make such enquiries you deem relevant in order to satisfy yourself that prospective investors have the requisite capacity and authority to purchase the product and that the product is suitable for those investors;
- c) you shall not make any representation or offer any warranty to investors regarding the product, the Issuer or Morgan Stanley or make any use of the Issuer’s or Morgan Stanley’s name, brand or intellectual property which is not expressly authorised and you shall not represent you are acting as an agent of Morgan Stanley in such distribution. You acknowledge that neither the Issuer nor Morgan Stanley assume any responsibility or liability whatsoever in relation to any representation or warranty you make in breach hereof;
- d) if you distribute any material prepared and transmitted by the Issuer or by Morgan Stanley, you shall only distribute the entire material and not parts thereof. Any material you, or any third party you engage on your behalf, prepare shall be true and accurate in all material respects and consistent in all material respects with the content of the Offering Circular and the Pricing Supplement and shall not contain any omissions that would make them misleading. You shall only prepare and distribute such material in accordance with all applicable laws, regulations, codes, directives, orders and/or regulatory requirements, rules and guidance in force from time to time (“**Regulations**”). You acknowledge that neither the Issuer nor Morgan Stanley shall have any liability in respect of such material which shall, for the avoidance of doubt, at all times be your sole responsibility;
- e) you will not, directly or indirectly, distribute or arrange the distribution of the product or disseminate or publish (which for the avoidance of doubt will include the dissemination of any such materials or information via the internet) any materials or carry out any type of solicitation in connection with the product in any country or jurisdiction, except under circumstances that will result in compliance with all applicable Regulations and selling practices, and will not give rise to any liability for the Issuer or Morgan Stanley. For the avoidance of doubt, this includes compliance with the selling restrictions mentioned herein;
- f) if you receive any fee, rebate or discount, you shall not be in breach of any Regulation or customer or contractual requirements or obligations and you shall, where required to do so (whether by any applicable Regulation, contract, fiduciary obligation or otherwise), disclose such fees, rebates and discounts to your investors. You acknowledge that where fees are payable, or rebates or discounts applied, the Issuer and Morgan Stanley are

obliged to disclose the amounts and/or basis of such fees, rebates or discounts at the request of any of your investors or where required by any applicable Regulations.

- g) you will be committed to purchase at the issue price stated in the term sheet (or at the price otherwise agreed between us) instruments, when issued, in the agreed quantity and having terms, as provided in the definitive documentation, consistent with those in this term sheet (subject to any modifications agreed between us);
- h) we may enter into hedging or other arrangements in reliance upon your commitment, and, if you fail to comply with your commitment, your liability to us shall include liability for our costs and losses in unwinding such hedging or other arrangements;
- i) you agree and undertake to indemnify and hold harmless and keep indemnified and held harmless the Issuer, the Dealer and each of their respective affiliates and their respective directors, officers and controlling persons from and against any and all losses, actions, claims, damages and liabilities (including without limitation any fines or penalties and any legal or other expenses incurred in connection with defending or investigating any such action or claim) caused directly or indirectly by you or any of your affiliates or agents to comply with any of the provisions set out in (a) to (i) above, or acting otherwise than as required or contemplated herein.
- j) You are not purchasing the Notes as an extension of credit to Morgan Stanley pursuant to a loan agreement entered into in the ordinary course of your trade or business.