

Final Terms dated 24 December 2014

MORGANSTANLEY B.V.

Issue of GBP 23,200 ("Tranche 2") to be consolidated with GBP 2,276,375 ("Tranche 1" and the "Existing Notes") Preference Share-Linked Notes due 30 November 2020 linked to Sienna Finance UK Limited Preference Shares Guaranteed by Morgan Stanley

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

PART A – CONTRACTUAL TERMS

This document constitutes Final Terms 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 Notes set forth in the Base Prospectus dated 16 December 2013 (the "**Original Base Prospectus**"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the base prospectus dated 16 December 2014 which constitutes a base prospectus (the "**Base Prospectus**") for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the "**Prospectus Directive**"). Full information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus, save in respect of the Terms and Conditions of the Notes which are extracted from the Original Base Prospectus and which are incorporated by reference into the Base Prospectus. However, a summary of the Issue is annexed to these Final Terms. Copies of the Base Prospectus and the Original Base Prospectus are available from the offices of Morgan Stanley & Co. International plc at 25 Cabot Square, Canary Wharf, London, E14 4QA and on the Issuers' website at www.morganstanleyiq.eu and copies of the Base Prospectus and the Original Base Prospectus and these Final Terms are available on the website of the Luxembourg Stock Exchange at www.bourse.lu.

1. (i) Series Number: EU169
- (ii) Series designation: Series A
- (iii) Tranche Number: 2
2. Specified Currency or Currencies: Pound Sterling ("**GBP**")
3. Aggregate Nominal Amount of the Notes:
 - (i) Series: GBP 2,299,575
 - (ii) Tranche: Tranche 1: GBP 2,276,375
Tranche 2: GBP 23,200
4. Issue Price: 100 per cent. of par per Note
5. (i) Specified Denominations (Par): GBP 1,000 with increments of GBP 1.00 thereafter
- (ii) Calculation Amount: GBP 1.00
6. (i) Issue Date: Tranche 1: 28 November 2014
Tranche 2: 29 December 2014
- (ii) Trade Date: 9 September 2014

- | | | |
|-----|---|--|
| | (iii) Determination Date: | Not Applicable |
| 7. | Maturity Date: | 30 November 2020 |
| 8. | No Underlying Determination Event Maturity Date: | 30 November 2020 |
| 9. | Number of Business Days: | Two Business Days following the Final Valuation Date |
| 10. | Put/Call Options: | |
| | (i) Redemption at the option of the Issuer: | Not Applicable |
| | (Condition 15.5 | |
| | (ii) Redemption at the option of the Noteholders: | Not Applicable |
| | (Condition 15.7 | |
| 11. | Method of distribution: | Non-syndicated |
| 12. | Interest: | No interest is payable in respect of the Notes. |

PROVISIONS RELATING TO REDEMPTION

- | | | |
|-----|--|--|
| 13. | Call Option | Not Applicable |
| | (Condition 15.5) | |
| 14. | Put Option | Not Applicable |
| | (Condition 15.7) | |
| 15. | Linked Redemption Provisions: Share-Linked Redemption Notes | |
| | (Condition 14) | |
| | (i) Preference Share: | Series 325 issued by the Preference Share Issuer on 21 November 2014 |
| | (ii) Preference Share Issuer: | Sienna Finance UK Limited |
| | (iii) Determination Agent responsible for calculating the Final Redemption Amount: | Morgan Stanley & Co. International plc |
| | (iv) Valuation Time: | 4.30 pm (London time) |

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

16. **Linked Redemption Provisions: Final Redemption Amount**

(Condition 15 and Section 6 of Part 2 of the Terms and Conditions)

(i) Final Redemption Amount: The Final Redemption Amount in respect of each Note is an amount per Calculation Amount in the Specified Currency calculated by the Determination Agent equal to:

$$\text{Calculation Amount} \times \text{Participation Rate} \times \frac{\text{Preference Share Value}_{\text{final}}}{\text{Preference Share Value}_{\text{initial}}}$$

(ii) Final Valuation Date: The day falling three Business Days following the Preference Share Determination Date

(iii) Participation Rate: 100 per cent.

(iv) Underlying Determination Event: Applicable:

Underlying Determination Event Valuation Date(s):

23 November 2015

21 November 2016

21 November 2017

21 November 2018

21 November 2019

No Underlying Determination Event Valuation Date:

23 November 2020

17. **Early Redemption Amount upon Event of Default (Condition 20):** Qualified Financial Institution Determination. The Determination Agent will determine the amount a Qualified Financial Institution would charge to assume all of the Issuer's payment and other obligations with respect to such Notes as if no such Event of Default had occurred or to undertake obligations that would have the effect of preserving the economic equivalent of any payment by the Issuer to the Noteholder with respect to

the Notes

18. **Inconvertibility Provisions:** **Event** Not Applicable
(Condition 32)

GENERAL PROVISIONS APPLICABLE TO THE NOTES

19. **Form of Notes:** Registered Notes:
(Condition 3) Global Note Certificate registered in the name of a nominee for a common depository for Euroclear and Clearstream, Luxembourg, exchangeable for Individual Note Certificates in the limited circumstances described in the Global Note Certificate.
20. **Additional Business Centre(s) or other special provisions relating to Payment Dates:** Not Applicable
21. **Record Date:** As set out in the Conditions
22. **Redenomination, renominatisation and reconventioning provisions:** The provisions in Condition 31 (*Redenomination, Renominatisation and Reconventioning*) apply
23. **Taxation:**
- (i) **Condition 19.1:** "Additional Amounts" is Not Applicable
 - (ii) **Condition 19.3:** Implementation of Financial Transaction Tax Event is Applicable

DISTRIBUTION

24. (i) **If syndicated, names and addresses of Managers** Not Applicable
- (ii) **Date of Subscription Agreement:** Not Applicable
- (iii) **Stabilising Manager(s) (if any):** Not Applicable
25. **If non-syndicated, name and address of Dealer:** Morgan Stanley & Co. International plc
25 Cabot Square
London E14 4QA
26. **Non-exempt offer:** An offer of the Notes may be made by Mattioli Woods PLC other than pursuant to Article 3(2) of the Prospective Directive in the United Kingdom (**Public Offer Jurisdictions**) during the period from 29 September 2014 until 21 November 2014 (**Offer Period**). See further paragraph 7 of Part B below.

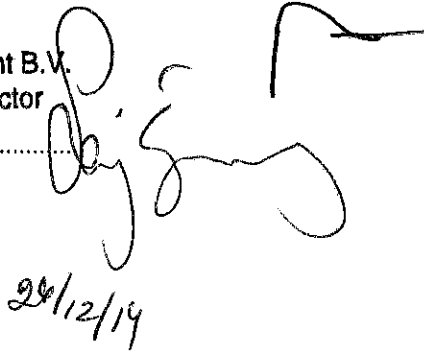
27. Total commission and concession:

No fees will be paid by the Issuer or Morgan Stanley & Co. International plc, directly or indirectly, in connection with any advised sale of Notes.

Signed on behalf of the Issuer:

**TMF Management B.V.
Managing Director**

By:
Duly authorised



A handwritten signature in black ink, appearing to be 'D. J. ...', is written over the signature line. Below the signature, the date '24/12/14' is handwritten in black ink.

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

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 listing and or trading on the Irish Stock Exchange's Regulated Market with effect from the Issue Date.

The Existing Notes have already been listed and admitted to trading.

Last day of Trading: Final Valuation Date

2. RATINGS

Ratings: The Notes will not be rated.

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

Need to include a description of any interest, including conflicting ones, that is material to the issue/offer, detailing the persons involved and the nature of the interest. May be satisfied by the inclusion of the following statement.

"Save as discussed in "*Subscription and Sale*" of the Base Prospectus dated 16 December 2013, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer".

4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

(i) Reasons for the offer: Not Applicable

(ii) Net proceeds: Tranche 1: GBP 2,276,375

Tranche 2: GBP 23,200

(iii) Estimated total expenses: Not Applicable

5. PERFORMANCE OF PREFERENCE SHARE, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE UNDERLYING

The Notes relate to the Series 325 preference shares of Sienna UK.

The Sienna UK Preference Share Value will be published on each Business Day on www.morganstanleyiq.co.uk.

The Final Redemption Amount payable on the Notes is linked to the performance of the Preference Share and Noteholders may not receive the amount initially invested, and may receive a significantly lesser amount / subject to the minimum amount *specified*.

The market price or value of the Notes at any time is expected to be affected by

changes in the value of the Preference Shares to which the Notes are linked.

The Issuer does not intend to provide post-issuance information.

6. **OPERATIONAL INFORMATION**

ISIN Code: XS1110971352

Common Code: 111097135

Any clearing system(s) other than Euroclear Bank S.A./N.V. and 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): Not Applicable

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

Intended to be held in a manner which would allow Eurosystem eligibility: No

7. **TERMS AND CONDITIONS OF THE OFFER**

Offer Price: Issue Price

Conditions to which the offer is subject: Offers of the Notes are conditional upon their issue

Description of the application process: The Notes are exclusively offered to the distributor, Mattioli Woods PLC the “**Distributor**”). Morgan Stanley & Co. International plc purchases the Notes as an underlying investment of a plan (the “**Plan**”). The Plan is managed by Morgan Stanley & Co. International plc in its capacity as plan manager (the “**Plan Manager**”) and is distributed exclusively by the Distributor to investors. Offer of the Notes is conditional upon the launch of the Plan.

Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants: Not Applicable

Details of the minimum and/or The Dealer and the Distributor agree to adjust the subscription according to the subscription amount

maximum amount of application:	of the Plan.
Details of the method and time limited for paying up and delivering the Notes:	The Notes will be issued on the Issue Date against payment to the Issuer of the net subscription moneys
Manner in and date on which results of the offer are to be made public:	Not Applicable
Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:	Not Applicable
Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:	The Issuer does not intend to offer the Notes through the Distributor to any investors. The Plan Manager will invest in the Notes on behalf of the investors of the Plan.
Amount of any expenses and taxes specifically charged to the subscriber or purchaser:	Not Applicable
Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place.	None

8. **PLACING AND UNDERWRITING**

Name and address of the co-ordinator(s) of the global offer and of single parts of the offer and, to the extent known to the issuer or to the offeror, of the placers in the various countries where the offer takes place:	Not Applicable
Name and address of any paying agents and depository agents in each country:	Not Applicable
Entities agreeing to underwrite the issue on a firm commitment basis, and entities agreeing to place the issue without a firm commitment or under "best efforts" agreements. Where not all of the issue is underwritten, a statement of the portion not covered:	Not Applicable

9. **OTHER MARKETS**

All the regulated markets or None equivalent markets on which, to the knowledge of the issuer, securities of the same class of securities to be offered or admitted to trading are already admitted to trading:

SUMMARY

Summaries are made up of disclosure requirements known as "Elements". These elements are numbered in Sections A – E (A.1 – E.7).

This summary contains all the Elements required to be included in a summary for this type of securities and issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements.

Even though an Element may be required to be inserted in the summary because of the type of securities and issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of "Not Applicable".

		Section A – Introduction and warnings
A.1	Introduction and warnings:	This summary should be read as introduction to the base prospectus dated 16 December 2013, as supplemented from time to time (the " Base Prospectus ") relating to, amongst other securities, the notes described in this summary (the " Notes "). Any decision to invest in the Notes should be based on consideration of the Base Prospectus as a whole by the investor. Where a claim relating to the information contained in the Base Prospectus is brought before a court, the investor might, under the national legislation of the member states of the European Union, have to bear the costs of translating the Base Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus or it does not provide, when read together with the other parts of the Base Prospectus, key information in order to aid investors when considering whether to invest in such securities.
A.2	Consent:	The Issuer and the Guarantor consent to the use of the Base Prospectus in connection with an offer of Notes which is not made within an exemption to publish a prospectus under the Prospectus Directive (Directive 2003/71/EC, as amended) (a " Non-exempt Offer ") during the offer period, being from and including 29 September 2014 to but excluding 22 November 2014, in the United Kingdom, by any financial intermediary which is authorised to make such offers under the Markets in Financial Instruments Directive (Directive 2004/39/EC) (each such person an " Authorised Offeror "), subject to the following conditions: (i) in carrying out the Non-exempt Offer, the Authorised Offeror shall act in compliance with and under the terms and conditions set out in the distribution agreement between Mattioli Woods PLC and Morgan Stanley

		& Co. International plc, dated 29 th June 2013.
		<p>An investor intending to acquire or acquiring any Notes from an Authorised Offeror will do so, and offers and sales of the Notes to an investor by an Authorised Offeror will be made, in accordance with any terms and other arrangements in place between such Authorised Offeror and such investor including as to price, allocation, settlement arrangements and any expenses or taxes to be charged to the investor (the "Terms and Conditions of the Non-exempt Offer").</p> <p>Neither the Issuer nor the Guarantor will be a party to any such arrangements with investors (other than Morgan Stanley & Co. International plc (the "Distribution Agent")) in connection with the offer or sale of the Notes and, accordingly, this Base Prospectus and the final terms of the Notes (the "Final Terms") will not contain such information.</p> <p>In the event of a Non-Exempt Offer being made by an Authorised Offeror, the Terms and Conditions of the Non-exempt Offer shall be provided to Investors by that Authorised Offeror at the time the offer is made. None of the Issuers, the Guarantor, the Distribution Agent or other Authorised Offerors has any responsibility or liability for such information.</p>
Section B – Issuer and Guarantor		
B.1	Legal name and commercial name of the Issuer:	Morgan Stanley B.V. (" MSBV ")
B.2	Domicile and legal form of the Issuer, the legislation under which the Issuer operates and its country of incorporation:	MSBV was incorporated as a private company with limited liability (<i>besloten vennootschap met beperkte aansprakelijkheid</i>) under the laws of The Netherlands on 6 September 2001 for an unlimited duration. MSBV is registered at the commercial register of the Chamber of Commerce and Industries (<i>Kamer van Koophandel</i>) for Amsterdam. It has its corporate seat at Amsterdam, The Netherlands and its offices are located at Luna Arena, Herikerbergweg 238, 1101 CM, Amsterdam, Zuidoost, The Netherlands. MSBV is subject to, the laws of The Netherlands.
B.4b	Trends:	The business of Morgan Stanley, the ultimate holding company of MSBV, may be affected by factors such as economic and political conditions and geopolitical events; market conditions (particularly in the global equity, fixed income, credit and commodities markets), current, pending and future legislation, regulation and legal actions in the United States of America and worldwide, equity, fixed income, and commodity prices and interest rates, currency values and other market indices, the availability and cost of credit and capital, investor, consumer and business sentiment and confidence in the financial markets; inflation, natural disasters and acts of war or terrorism; the actions and initiatives of competitors as well as governments, regulators and self-regulatory organizations, including changes in the way financial institutions are regulated; and technological changes.
B.5	The group and the Issuer's position within the group:	MSBV has no subsidiaries. It is ultimately controlled by Morgan Stanley.

B.9	Profit forecast:	Not Applicable. MSBV does not provide profit forecasts.																																																
B.10	Audit report qualifications:	Not Applicable. There are no qualifications in the auditor's reports: on the financial statements of MSBV for the years ended 31 December 2011 and 31 December 2012.																																																
B.12	Selected historical key financial information:	<p>Selected key financial information relating to MSBV:</p> <table border="1"> <thead> <tr> <th rowspan="2">Statement of financial position (in EUR '000)</th> <th>31 Dec 2011</th> <th>31 Dec 2012</th> <th colspan="2">Six months ended 30 June</th> </tr> <tr> <th></th> <th></th> <th>2012</th> <th>2013</th> </tr> </thead> <tbody> <tr> <td><i>Total assets</i></td> <td>4,187,365</td> <td>6,519,685</td> <td>7,007,785</td> <td>9,598,730</td> </tr> <tr> <td><i>Total liabilities and equity</i></td> <td>4,187,365</td> <td>6,519,685</td> <td>7,007,785</td> <td>9,598,730</td> </tr> </tbody> </table> <table border="1"> <thead> <tr> <th rowspan="2">Statement of comprehensive income (in EUR '000)</th> <th>31 Dec 2011</th> <th>31 Dec 2012</th> <th colspan="2">Six months ended 30 June</th> </tr> <tr> <th></th> <th></th> <th>2012</th> <th>2013</th> </tr> </thead> <tbody> <tr> <td><i>Net gains/ (losses) on financial instruments classified as held for trading</i></td> <td>(538,848)</td> <td>(81,202)</td> <td>(325,085)</td> <td>17,643</td> </tr> <tr> <td><i>Net gains/ (losses) on financial instruments designated at fair value through profit or loss</i></td> <td>538,848</td> <td>81,202</td> <td>325,085</td> <td>(17,643)</td> </tr> <tr> <td><i>Profit before income tax</i></td> <td>4,020</td> <td>4,875</td> <td>2,257</td> <td>3,005</td> </tr> <tr> <td><i>Profit and total comprehensive income for the year/period</i></td> <td>3,026</td> <td>3,679</td> <td>1,693</td> <td>2,254</td> </tr> </tbody> </table> <p>There has been no material adverse change in the prospects of MSBV since 31 December 2012, the date of the latest published annual audited accounts of MSBV, nor any significant change in the financial or trading position of MSBV since 30 June 2013, the date of the latest published interim financial statements of MSBV.</p>	Statement of financial position (in EUR '000)	31 Dec 2011	31 Dec 2012	Six months ended 30 June				2012	2013	<i>Total assets</i>	4,187,365	6,519,685	7,007,785	9,598,730	<i>Total liabilities and equity</i>	4,187,365	6,519,685	7,007,785	9,598,730	Statement of comprehensive income (in EUR '000)	31 Dec 2011	31 Dec 2012	Six months ended 30 June				2012	2013	<i>Net gains/ (losses) on financial instruments classified as held for trading</i>	(538,848)	(81,202)	(325,085)	17,643	<i>Net gains/ (losses) on financial instruments designated at fair value through profit or loss</i>	538,848	81,202	325,085	(17,643)	<i>Profit before income tax</i>	4,020	4,875	2,257	3,005	<i>Profit and total comprehensive income for the year/period</i>	3,026	3,679	1,693	2,254
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B.13	Recent events materially relevant to evaluation of solvency of the Issuer:	Not Applicable. MSBV considers that no event particular to itself and which is to a material extent relevant to the evaluation of its solvency has taken place since the publication of its last annual financial statements.																																																
B.14	Dependence upon other entities within the group:	See Element B.5 for the group and the Issuer's position within the group. MSBV is ultimately controlled by Morgan Stanley.																																																
B.15	The Issuer's principal activities:	MSBV's principal activity is the issuance of financial instruments and the hedging of obligations arising pursuant to such issuances.																																																
B.16	Controlling	MSBV is ultimately controlled by Morgan Stanley.																																																

	persons:	
B.17	Credit ratings:	<p>Not Applicable. MSBV is not rated.</p> <p>The Notes are not rated.</p> <p>A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, change or withdrawal at any time by the assigning rating agency.</p>
B.18	Nature and scope of the Guarantee:	<p>The payment obligations of MSBV in respect of the Notes are unconditionally and irrevocably guaranteed by Morgan Stanley pursuant to a guarantee dated as of 17 July 2013 and governed by New York law. The Guarantor's obligations under the Guarantee constitute direct and general obligations of the Guarantor which rank <i>pari passu</i> among themselves.</p>
B.19	Information about the Guarantor:	Applicable
B.19 (B.1)	Legal name and commercial name of the Guarantor:	Morgan Stanley
B.19 (B.2)	Domicile and legal form of the Guarantor, the legislation under which the Guarantor operates and its country of incorporation:	<p>Morgan Stanley was incorporated under the General Corporation Law of the State of Delaware. As a financial holding company, it is regulated by the Board of Governors of the Federal Reserve System (the "Federal Reserve") under the Bank Holding Company Act of 1956, as amended (the "BHC Act"). As a major financial services firm that operates through its subsidiaries and affiliates, Morgan Stanley is subject to extensive regulation by U.S. federal and state regulatory agencies and securities exchanges and by regulators and exchanges in each of the major markets where it conducts its business. Morgan Stanley has its registered office at The Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, U.S.A., and its principal executive offices at 1585 Broadway, New York, NY 10036, U.S.A.</p>
B.19 (B.4b)	Trends:	<p>Morgan Stanley's business may be affected by factors such as economic and political conditions and geopolitical events; market conditions (particularly in the global equity, fixed income, credit and commodities markets), current, pending and future legislation, regulation and legal actions in the United States of America and worldwide, equity, fixed income, and commodity prices and interest rates, currency values and other market indices, the availability and cost of credit and capital, investor, consumer and business sentiment and confidence in the financial markets; inflation, natural disasters and acts of war or terrorism; the actions and initiatives of competitors as well as governments, regulators and self-regulatory organizations, including changes in the way financial institutions are regulated; and technological changes.</p>
B.19 (B.5)	The group and the Guarantor's position within the group:	<p>Morgan Stanley is the ultimate parent undertaking of the group comprising Morgan Stanley and its consolidated subsidiaries (the "Morgan Stanley Group").</p>

B.19 (B.9)	Profit forecast:	Not applicable. Morgan Stanley does not provide profit forecasts.																																											
B.19 (B.10)	Audit report qualifications:	Not Applicable. There are no qualifications in the auditor's reports on the financial statements of Morgan Stanley for the years ended 31 December 2011 and 31 December 2012, as contained in Morgan Stanley's Annual Report on Form 10-K for the year ended 31 December 2012.																																											
B.19 (B.12)	Selected historical key financial information:	<p>Selected key financial information relating to Morgan Stanley:</p> <table border="1"> <thead> <tr> <th rowspan="2">Balance Sheet (\$ in millions)</th> <th>At 31 Dec 2011</th> <th>At 31 Dec 2012</th> <th colspan="2">At 30 September</th> </tr> <tr> <th></th> <th></th> <th>2012</th> <th>2013</th> </tr> </thead> <tbody> <tr> <td><i>Total assets</i></td> <td>749,898</td> <td>780,960</td> <td>764,985</td> <td>832,223</td> </tr> <tr> <td><i>Total liabilities, redeemable noncontrolling interests and equity</i></td> <td>749,898</td> <td>780,960</td> <td>764,985</td> <td>832,223</td> </tr> </tbody> </table> <table border="1"> <thead> <tr> <th rowspan="2">Consolidated Income Statement (\$ in millions)</th> <th>31 Dec 2011</th> <th>31 Dec 2012</th> <th colspan="2">Nine months ended 30 September</th> </tr> <tr> <th></th> <th></th> <th>2012</th> <th>2013</th> </tr> </thead> <tbody> <tr> <td><i>Net revenues</i></td> <td>32,236</td> <td>26,112</td> <td>19,146</td> <td>24,593</td> </tr> <tr> <td><i>Income (loss) from continuing operations before tax</i></td> <td>6,099</td> <td>515</td> <td>(344)</td> <td>4,696</td> </tr> <tr> <td><i>Net income (loss)</i></td> <td>4,645</td> <td>716</td> <td>(72)</td> <td>3,440</td> </tr> </tbody> </table> <p>There has been no material adverse change in the prospects of Morgan Stanley since 31 December 2012, the date of the latest published annual audited accounts of Morgan Stanley, nor any significant change in the financial or trading position of Morgan Stanley since 30 September 2013, the date of the latest published interim (unaudited) financial statements of Morgan Stanley.</p>	Balance Sheet (\$ in millions)	At 31 Dec 2011	At 31 Dec 2012	At 30 September				2012	2013	<i>Total assets</i>	749,898	780,960	764,985	832,223	<i>Total liabilities, redeemable noncontrolling interests and equity</i>	749,898	780,960	764,985	832,223	Consolidated Income Statement (\$ in millions)	31 Dec 2011	31 Dec 2012	Nine months ended 30 September				2012	2013	<i>Net revenues</i>	32,236	26,112	19,146	24,593	<i>Income (loss) from continuing operations before tax</i>	6,099	515	(344)	4,696	<i>Net income (loss)</i>	4,645	716	(72)	3,440
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B.19 (B.13)	Recent events materially relevant to evaluation of solvency of the Guarantor:	Not Applicable. Morgan Stanley considers that no event particular to itself which is to a material extent relevant to the evaluation of its solvency has taken place since the publication of its last annual financial statements.																																											
B.19 (B.14)	Dependence upon other entities within the group:	<p>See Element B.19 (B.5) above for the group and the Guarantor's position within Morgan Stanley Group.</p> <p>Morgan Stanley is a holding company and depends on payments from its subsidiaries to fund dividend payments and to fund all payments on its obligations, including debt obligations.</p>																																											
B.19 (B.15)	The Guarantor's principal activities:	Morgan Stanley, a financial holding company, is a global financial services firm that, through its subsidiaries and affiliates, provides its products and services to a large and diversified group of clients and customers, including corporations, governments, financial institutions and individuals. It maintains significant market positions in each of its business segments — Institutional Securities, Wealth Management and																																											

		Investment Management.
B.19 (B.16)	Controlling Persons:	Not applicable; Morgan Stanley is a publicly-held company listed on the New York Stock Exchange and not directly or indirectly owned or controlled by any shareholder or affiliated group of shareholders.
B.19 (B.17)	Credit Rating:	Morgan Stanley's short-term and long-term debt, as of 16 December 2013, has been respectively rated (i) R-1 (middle) and A (high), with a negative outlook, by DBRS, (ii) F1 and A, with a stable outlook, by Fitch, (iii) P-2 and Baa2 with a stable outlook, by Moody's, (iv) a-1 and A, with a negative outlook, by R&I and (v) A-2 and A-, with a negative outlook, by S&P.
Section C - The Notes		
C.1	Type and class of the Notes and ISIN number:	Title of the Notes: Notes linked to the performance of Sienna Finance UK Limited Preference Shares Series 325; Issue Date: 28 November 2014; ISIN: XS1110971352 The Notes are not Notes in respect of which physical settlement may apply or may be elected to apply (" Cash Settlement Notes "). Redemption amounts payable in respect of the Notes are linked to the value or performance of preference shares (" Preference-Share Linked Notes "). See Elements C.9 and C.20 below for further details.
C.2	Currency of Issue:	Notes are denominated in Pounds Sterling (GBP).
C.5	Restrictions on free transferability:	The Notes cannot be offered or sold in the U.S. or to U.S. persons, nor held in the U.S. or by U.S. Persons at any time. The Notes may not be acquired or held by, or acquired with the assets of, any employee benefit plan subject to Title I of the United States Employee Retirement Income Security Act of 1974, as amended (" ERISA "), any individual retirement account or plan subject to Section 4975 of the United States Internal Revenue Code of 1986, as amended, or any entity whose underlying assets include "plan assets" within the meaning of Section 3(42) of ERISA by reason of any such employee benefit plan's account's or plan's investment therein.
		THE NOTES 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 IN THE UNITED STATES, AND ARE SUBJECT TO U.S. TAX LAW REQUIREMENTS. THE NOTES MAY NOT BE OFFERED, SOLD OR DELIVERED 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).
C.8	The Rights attached to the Notes, Ranking and Limitations to those Rights:	<i>Interest:</i> Not Applicable, the Notes do not bear any interest. <i>Redemption:</i> See Element C.9 below for the redemption amount payable on the Maturity Date.

		<p>Specified Denomination of the Notes: The Notes are issued in Specified Denominations of GBP 1,000 and integral multiples of GBP 1.00 thereafter.</p> <p>Governing Law: The Notes will be governed by and construed in accordance with English law. The Guarantee will be governed by and construed in accordance with New York Law.</p> <p>Events of Default: If an Event of Default occurs, the Notes may be redeemed prior to their Maturity Date at the Early Redemption Amount if the Noteholders of not less than 25% in aggregate principal amount of the Notes give written notice to the Issuer declaring the Notes to be immediately due and payable.</p>
		<p>The Early Redemption Amount will be determined by the Determination Agent to be the amount a qualified financial institution (being a financial institution organised under the laws of any jurisdiction in the USA, European Union or Japan and which satisfies certain credit ratings requirements, which the Determination Agent selects for this purposes at the time when the Early Redemption Amount is to be determined) would charge to assume all of the Issuer's obligations in respect of the Notes or to undertake obligations that would have the effect of preserving the economic equivalent of any payments by the Issuer to the Noteholder with respect to the Notes.</p> <p>The Events of Default applicable to the Notes are as follows:</p> <ol style="list-style-type: none"> (1) non-payment by the Issuer or the Guarantor of any amount of principal (within 7 days of the due date) or any amount of interest (within 30 days of the due date) in respect of the Notes; (2) default in the performance or observance by the Issuer or the Guarantor in respect of any of their other (non-payment) obligations under or in respect of the Notes and such default remains unremedied for 60 days (after written notice to the Issuer by Noteholders of not less than 25% in aggregate principal amount of the relevant Series); and (3) the Issuer or the Guarantor becomes insolvent or is unable to pay its debts as they fall due, or an administrator or liquidator is appointed in respect of the Issuer or the Guarantor or the whole or a substantial part of its undertaking, assets and revenues (otherwise than for the purposes of or pursuant to an amalgamation, reorganisation or restructuring whilst solvent), or the Issuer or the Guarantor takes any action for a composition with or for the benefit of its creditors generally, or an order is made or an effective resolution is passed for the winding up, liquidation or dissolution of the Issuer or the Guarantor (otherwise than for the purposes of or pursuant to an amalgamation, reorganisation or restructuring whilst solvent) and in the case of the Guarantor such order or effective resolution has remained in force and has not been rescinded, revoked or set aside for sixty days after the date on which such order is made or effective resolution is passed.

	<p>Status of the Notes: The Notes constitute direct and general obligations of the Issuer ranking <i>pari passu</i> among themselves.</p> <p>Limitations to the rights:</p> <p>Prescription. Claims for principal and interest on redemption in respect of the Notes shall become void unless the relevant note certificates are surrendered for payment within ten years of the due date for payment.</p> <p>Early Redemption.</p> <p>Call Option: Not Applicable</p> <p>The Notes may be redeemed early (in whole but not in part) if the preference shares to which the Notes are linked are redeemed early in accordance with their terms.</p>
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C.9	Interest, Redemption and Representation:	<p>See Element C.8 above for the Rights attached to the Notes, Ranking and Limitations to such Rights. See further Element C.10 below.</p> <p><i>Maturity Date:</i></p> <p>(i) if the Relevant Underlying becomes subject to redemption pursuant to the underlying determination provisions contained in the terms and conditions of the Relevant Underlying and redemption occurs (or which redemption but for the delay of the date for valuation or determination of the underlying asset or reference basis (or any part thereof) for the Relevant Underlying on or about such date, would have occurred), the day falling two Business Days following the Final Valuation Date (as set out in Element C.9 below); or</p> <p>(ii) otherwise, 30 November 2020 or, if later, the day falling two Business Days following the Final Valuation Date.</p>
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	<p>Arrangements for the amortisation of the loan including repayment procedures:</p> <p>The Notes will be redeemed on the Maturity Date at an amount per Calculation Amount determined by the Determination Agent as being the product of (i) the Calculation Amount, (ii) the Participation Rate (being 100%) and (iii) the value which is (A) the fair market value of the Relevant Underlying (as determined by the Determination Agent) as of the Final Valuation Date <i>divided by</i> (B) the fair market value of the Relevant Underlying (as determined by the Determination Agent) as of the Initial Valuation Date. For these purposes:</p> <p>"Final Valuation Date" means the day falling three Business Days following the Preference Share Determination Date;</p> <p>"Initial Valuation Date" means the Issue Date or, if such date is not a Business Day, the next following Business Day; and</p> <p>"Preference Share Determination Date" means:</p> <p>(i) if the Relevant Underlying becomes subject to redemption pursuant to the underlying determination provisions contained in the terms and conditions of the Relevant Underlying, the Underlying Determination Event Valuation Date falling in the year in which such redemption occurs (or which but for the delay of the date for valuation or determination of the underlying asset or reference basis (or any part thereof) for the Relevant Underlying on or about such date, would have occurred); or</p> <p>(ii) otherwise, 23 November 2020,</p> <p>or, in each case, if any date(s) for valuation of or any determination of the underlying asset or reference basis (or any part thereof) for the Relevant Underlying falling on or about such day is to be delayed in accordance with the terms and conditions of the Relevant Underlying by reason of a disruption or adjustment event, the Preference Share Determination Date shall be such delayed valuation or determination date(s), all as determined by the Determination Agent; and</p> <p>"Underlying Determination Event Valuation Date" means 23 November 2015, 21 November 2016, 21 November 2017, 21 November 2018 and 21 November 2019.</p>
	<p>Yield: Not Applicable. The Notes are not Fixed Rate Notes.</p> <p>Repayment procedure: Payments of principal on the Notes shall be made by cheque drawn in the currency in which the payment is due, or upon application by a noteholder in advance of such payment, by transfer to an account of the noteholder held in the principal financial centre for the relevant currency. While in global form, payments in respect of the Notes shall be made against the presentation and surrender of the global note certificate at the specified office of or to the order of a paying agent. All payments will be made subject to the fiscal laws in force in the place of presentation and payment.</p> <p>Representation: Not applicable. No representatives of debt security</p>

		holders are appointed.
C.10	Derivative component in interest payment (explanation as to how the value of the investment is affected by the value of the Relevant Underlying, especially under circumstances where the risks are most evident):	Not Applicable. The Notes do not have a derivative component in the interest payment.
C.11	Admission to Trading:	Application has been made for Notes to be listed and/or admitted to trading on the regulated market of the Irish Stock Exchange.
C.15	How the value of the investment is affected by the Relevant Underlying (unless the securities have a denomination of at least EUR100,000):	<p>The market price or value of Notes at any time is expected to be affected by changes in the value of the Relevant Underlying to which the Notes are linked.</p> <p>The redemption amount payable on the Notes is dependent on the value or performance of the Relevant Underlying reaching a threshold or barrier and a small increase or decrease in the value or performance of the Relevant Underlying near to the threshold or barrier may lead to a significant increase or decrease in the return of the Notes.</p> <p>The redemption amount payable on the Notes is linked to the value or performance of the Relevant Underlying as of one or more predefined dates and, irrespective of the level of the Relevant Underlying between these dates, the values or performance of the Relevant Underlying on these dates will affect the value of the Notes more than any other factor.</p> <p>See also Element C.9 above.</p>
C.16	Expiration/ maturity date of the derivative securities – the exercise date/final reference date:	Unless previously redeemed, each series of Notes will be redeemed on the applicable Maturity Date at their Final Redemption Amount. The value or performance of a Relevant Underlying will be determined as of the Determination Date. See also Element C.9 above for further details.
C.17	Settlement procedure of the derivative securities:	<p>The Notes are Cash Settlement Notes and will be redeemed by the payment of the Final Redemption Amount.</p> <p>On the relevant date for redemption of the Notes, the Issuer shall pay the relevant redemption amount per Calculation Amount to the Noteholders through the relevant clearing systems, and such amounts shall be credited to the relevant Noteholders' respective accounts held either with such clearing systems or with a financial intermediary that is a member of such clearing systems.</p>

C.18	How the return on the derivative securities takes place:	Notes are not ordinary debt securities and the redemption amount is linked to the performance of the share(s) identified as the Relevant Underlying. Relevant Underlying: Series 325 Preference Shares issued by Sienna Finance UK Limited on 21 November 2014. See also Elements C.9 and C.15 above.
C.19	Exercise price/final reference price of the underlying:	The Final Reference Value for the purpose of determining the performance of a Relevant Underlying will be determined by the Determination Agent by reference to the price of a preference share from the price source which is www.morganstanleyiq.co.uk , in accordance with the Value Determination Terms specified in Element C.9 above.
C.20	Type of underlying and where information on the underlying can be found:	" Relevant Underlying " means Series 325 Preference Shares issued by Sienna Finance UK Limited. The Notes are Preference-Share Linked Notes. Information about the past and the further performance of the Relevant Underlying and its volatility can be obtained from: www.morganstanleyiq.co.uk .
C.21	Indication of market where securities will be traded and for which prospectus has been published:	Not Applicable.
Section D – Risks		
D.2	Key Risks Specific to the Issuers and the Guarantor:	The following key risks affect Morgan Stanley and, since Morgan Stanley is the ultimate holding company of MSBV, also impact MSBV: <i>Liquidity and funding risk:</i> Liquidity is essential to Morgan Stanley's businesses and Morgan Stanley relies on external sources to finance a significant portion of its operations. Morgan Stanley's borrowing costs and access to the debt capital markets depend significantly on its credit ratings, which may change. Further, Morgan Stanley is a holding company and depends on payments from its subsidiaries. As a result, there is a risk that Morgan Stanley will be unable to finance its operations due to a loss of access to the capital markets or difficulty in liquidating its assets. Further, Morgan Stanley's liquidity and financial condition have in the past been, and in the future could be, adversely affected by U.S. and international markets and economic conditions. <i>Market risk:</i> Morgan Stanley's results of operations may be materially affected by market fluctuations and by global and economic conditions and other factors. Morgan Stanley may experience declines in value of its financial instruments and other losses related to volatile and illiquid market conditions. Holding large and concentrated positions may expose Morgan Stanley to losses. In particular, Morgan Stanley has incurred, and may continue to incur, significant losses in the real estate. These factors may result in losses for a position or portfolio held by Morgan Stanley or

	<p>its consolidated subsidiaries.</p> <p>Credit Risk: Morgan Stanley is exposed to the risk that third parties that are indebted to it will not perform their obligations, as well as that a default by another large financial institution could adversely affect financial markets generally. Such factors give rise to a risk that risk of loss arising when a borrower, counterparty or issuer does not meet its financial obligations.</p> <p>Operational Risk: Morgan Stanley is subject to the risk of financial or other loss, or potential damage to a firm's reputation, resulting from inadequate or failed internal processes, people, resources and systems or from external events (e.g. fraud, legal and compliance risks or damage to physical assets). Morgan Stanley may incur operational risk across the full scope of its business activities, including revenue-generating activities (e.g. sales and trading) and control groups (e.g. information technology and trade processing).</p> <p>Legal, Regulatory and Compliance Risk: Morgan Stanley is subject to the risk of exposure to fines, penalties, judgments, damages and/or settlements in connection with regulatory or legal actions as a result of non-compliance with applicable legal or regulatory requirements and standards or litigation. In addition, Morgan Stanley is subject to the risk that a counterparty's performance obligations will be unenforceable. Further, in today's environment of rapid and possibly transformational regulatory change, Morgan Stanley also views regulatory change as a risk to which it is subject.</p> <p>Risk Management: Morgan Stanley's hedging strategies and other risk management techniques may not be fully effective in mitigating its risk exposure in all market environments or against all types of risk.</p>
	<p>Competitive Environment Risk: Morgan Stanley faces strong competition from other financial services firms, which could lead to pricing pressures that could materially adversely affect its revenue and profitability. Further automated trading markets may adversely affect Morgan Stanley's business (for example by putting downward pressure on trading commissions or comparable fees). Finally, Morgan Stanley's ability to retain and attract qualified employees is critical to the success of its business and the failure to do so may materially adversely affect its performance.</p> <p>International Risk: Morgan Stanley is subject to numerous political, economic, legal, operational, franchise and other risks as a result of its international operations (including risks of possible nationalization, expropriation, price, capital or exchange controls, increased taxes and levies and other restrictive governmental actions, as well as the outbreak of hostilities or political and governmental instability) which could adversely impact its businesses in many ways.</p> <p>Acquisition and Joint Venture Risk: in relation to past and future acquisitions, Morgan Stanley may be unable to fully capture the expected value from acquisitions, joint ventures, minority stakes and strategic alliances.</p> <p>All material assets of MSBV are obligations of one or more companies in the Morgan Stanley group and MSBV's ability to perform its obligations</p>

		is dependent upon such companies fulfilling their obligations to MSBV. Should such companies prospects be impaired, holders of securities issued by MSBV may also be exposed to a risk of loss.
D.3	Key Risks Specific to the Notes:	<p>The securities are subject to the following risks:</p> <ul style="list-style-type: none"> • 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. • Investors may lose all or a substantial portion of their investment if the value / performance of the Relevant Underlying does not move in the anticipated direction. • The terms of certain Notes differ from those of ordinary debt securities because the Notes may not pay interest and, on maturity, depending on the performance of the Relevant Underlying, may return less than the amount invested or nothing, or may return assets or securities of an issuer that is not affiliated with the Issuer, the value of which is less than the amount invested. • Any person intending to use the Notes as a hedge instrument should recognise that the Notes may not hedge exactly a Relevant Underlying or portfolio of which a Relevant Underlying forms a part. • Secondary trading of the Notes may be limited. Further, if the Notes are traded via one or more electronic trading systems and these systems become partially or completely unavailable, this would effect the investor's ability to trade the Notes. • Potential conflicts of interest may exist between the investor and the Determination Agent, who, under the terms of the Notes, may make such adjustments as it considers appropriate as a consequence of certain events affecting the Relevant Underlying, and in doing so, is entitled to exercise substantial discretion. • Because the Global Note Certificates may be held by or on behalf of a clearing system investors will have to rely on such clearing system's procedures for transfer, payment and communication with the relevant Issuer. • The terms and conditions applicable to the Notes permit defined majorities to bind all holders of the Notes, including those who did not attend and vote at the relevant meeting. • The Issuer may enter into distribution agreements with various financial institutions and other intermediaries as determined by the Issuer, (i) to whom a periodic fee may be payable and (ii) who may sell the Notes to investors at a price different from the price at which they purchase the Notes.

- Notes may be redeemed early if the Issuer or Guarantor is obliged to increase the amounts payable in respect of any Notes due to any withholding or deduction for or on account of, any present or future taxes or such levies.
- If an event of default occurs in respect of the Issuer or the Guarantor, investor would have an unsecured claim against the Issuer or the Guarantor for the amount due on the early redemption of the Notes.
- An Issuer may amend the terms and condition of the Notes, the Guarantee and the deed of covenant dated 17 July 2013 (as amended or supplemented from time to time) in relation to, amongst others, the Notes, without Noteholder consent if, in its opinion, such amendments are not materially prejudicial to Noteholders
- The market price of Notes may be very volatile. Further, investors in Notes may receive no interest and payment or payment of principal or interest, if applicable, may occur at a different time or in a different currency than expected. The Relevant Underlying may be subject to significant fluctuations that may not correlate with changes in interest rates, currencies or other indices. The timing of changes in a Relevant Underlying may affect the actual yield to investors, even if the average level is consistent with their expectations. In general, the earlier the change in the Relevant Underlying the greater the effect on yield.
- It is impossible to predict how the level of the Relevant Underlying will vary over time. The historical performance value (if any) of the Relevant Underlying does not indicate the future performance of the Relevant Underlying. Factors such as volatility, interest rates, remaining term of the Notes or exchange rates will influence the price investors will receive if an investor sells its Notes prior to maturity.
- The Issuer's and/or its affiliates' hedging costs tend to be higher the less liquidity the Relevant Underlying has or the greater the difference between the "buy" and "sell" prices for the Relevant Underlying or derivatives contracts referenced to the Relevant Underlying, and this may impact payments on the Notes.
- The issuer of the Relevant Underlying will not be an affiliate of the Issuer, but the Issuer its affiliates may presently or from time to time engage in business with such issuer of the Relevant Underlying.
- General exchange rate and exchange control risks, including the risk that exchange rates will affect an investment in the Notes, the risk of the Issuer's lack of any control over exchange rates and the risk that some currencies may become unavailable and of an alternative payment method used if the payment currency becomes unavailable.
- The Determination Agent may determine that a Disruption Event has occurred and such events can affect the Relevant Underlying

		<p>and lead to adjustments and/or early redemption of the Notes.</p> <ul style="list-style-type: none"> The value of the Preference Shares may fluctuate up or down depending on the performance of the relevant underlying asset(s) or basis of reference to which Preference Shares are linked. The value of the Preference Share Linked Notes is dependent on the value of the Preference Shares, which will depend in part on the creditworthiness of Preference Share Issuer. If the Preference Shares become subject to redemption pursuant to the “underlying determination event” provisions contained in their terms and conditions, the Maturity Date of the Notes and thereby valuation of the Preference Shares, will be brought forward and fall earlier than would otherwise have been the case. <p>An investment in the Notes bears the risk that the Issuer or the Guarantor is not able to fulfil its obligations in respect of such Notes at maturity or before maturity of the Notes. In certain circumstances holders may lose all or a substantial portion of their principal or investment.</p>
D.6	Risk Warning:	<p>See Element D.3 above for the key risks that are specific to the Notes.</p> <p>WARNING: INVESTORS IN NOTES CONSTITUTING DERIVATIVE SECURITIES UNDER REGULATION EC/809/2004, AS AMENDED, MAY LOSE THE VALUE OF THEIR ENTIRE INVESTMENT, OR PART OF IT.</p>
Section E – Offer		
E.2b	Reasons for the Offer and Use of Proceeds:	<p>The net proceeds of each issue of Notes will be used by the relevant Issuer for general corporate purposes and/or in connection with hedging its obligations under the Notes.</p>
E.3	Terms and Conditions of the Offer:	<p><i>Conditions, offer statistics, expected timetable and action required to apply for the offer</i></p> <p>The total amount of the offer is up to GBP 10,000,000.</p> <p>The Offer Period is from and including the 29 September 2014 up to but excluding 22 November 2014.</p> <p>Description of the possibility to reduce subscriptions and the manner for refunding excess amount paid by applicants: MSI plc in its capacity as dealer and Mattioli Woods PLC (the “Distributor”) agree to adjust the subscription according to the subscription amount of the plan (the “Plan”).</p> <p>Description of the method and time limits for paying up the securities and for delivery of the securities: The Notes will be issued on the Issue Date against payment to the Issuer of the net subscription amount.</p> <p><i>Plan of distribution and allotment</i></p> <p>The Notes are offered exclusively to Mattioli Woods PLC in its capacity as Distributor. The Plan is distributed exclusively by the Distributor to investors. Offer of the Notes is conditional upon the launch of the Plan.</p> <p><i>Pricing</i></p>

		<p>The Notes will be offered at the Issue Price.</p> <p><i>Placing and Underwriting</i></p> <p>Calculation Agent: MSI plc</p> <p>Determination Agent: MSI plc</p>
E.4	Interests Material to the Issue:	Subject to potential conflicts between the investor and the Determination Agent when MSI plc and other affiliates or subsidiaries of Morgan Stanley carry out hedging activities or trades, each of Morgan Stanley, and MSBV does not have interests material to the issue.
E.7	Estimated Expenses charged to the investor by the Issuer or the offeror:	Not applicable. There are no estimated expenses charged to the investor by the Issuer.