

MORGAN STANLEY B.V.

Issue of USD 2,000,000 Commodity Linked Notes due 12 July 2019

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 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.

PART A – CONTRACTUAL TERMS

THE NOTES DESCRIBED HEREIN 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 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. 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 OF 1936, 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 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 OFFERING CIRCULAR DATED 16 AUGUST 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.

THE NOTES ARE NOT RATED.

This document constitutes the Pricing Supplement relating to the issue of the Notes described herein. This Pricing Supplement must be read in conjunction with the Offering Circular dated 16 August 2016 and the supplements to the Offering Circular dated 11 November 2016, 20 December 2016, 26 January 2017, 24 March 2017 and 18 May 2017 (the "**Offering Circular**"). 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).

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 Underlying (as defined herein), and may be less than par. The Notes are not secured debt, are riskier than ordinary debt securities, and, unlike ordinary debt securities, do not guarantee the payment of regular interest or the return of any principal at maturity. Investing in the Notes is not equivalent to directly investing in the underlying commodity. Given the highly specialised nature of these Notes, Morgan Stanley B.V. (the "Issuer"), Morgan Stanley ("the Guarantor") and Morgan Stanley & Co. International plc (the "Dealer" or "MSIP") 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 Underlying, 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 review the Offering Circular in conjunction with this Pricing Supplement for a full detailed description of the Notes and in particular, please review the Risk Factors associated with these Notes. Investing in the Notes entails certain risks including, but not limited to, the following:

The Notes do not guarantee the return of any principal at maturity. The terms of the Notes differ from those of ordinary debt securities in that the Issuer does not guarantee the payment of any principal at maturity. Instead, the final redemption amount on the Notes is linked to the performance of the London gold price as defined herein (the “Underlying”). There is no minimum payment at maturity on the Notes. Accordingly, you could lose your entire initial investment in the Notes.

The Notes do not provide for regular interest payments. The terms of the Notes differ from those of ordinary debt securities in that they do not provide for the regular payment of interest.

The appreciation potential of the Notes is limited by the maximum payment at maturity. The appreciation potential of the Notes is limited by the maximum payment at maturity of USD 1,130 per Note (113% of the stated principal amount). Any increase in the level of the Underlying above 113% of its Initial Reference Price (as defined herein) will not further increase the return on the Notes.

The market price of the Notes may be influenced by many unpredictable factors. Several factors, many of which are beyond the control of the Issuer and Guarantor, will influence the value of the Notes in the secondary market and the price at which a dealer may be willing to purchase or sell the Notes in the secondary market, including:

- the value of the Underlying at any time,
- the volatility (frequency and magnitude of changes in value) of the Underlying,
- the market prices of the futures contracts of the Underlying, and the volatility of such prices,
- trends of supply and demand for the futures contracts for the Underlying at any time,
- interest and yield rates in the market,
- geopolitical conditions and economic, financial, political, regulatory or judicial events that affect the price of gold or commodities generally,
- the time remaining to the maturity of the Notes, and
- any actual or anticipated changes in the credit ratings or credit spreads of the Issuer or Guarantor.

Some or all of these factors will influence the price you will receive if you are able to sell your Notes prior to maturity.

An investment in the Notes will expose you to concentrated risks relating to gold. The market for gold bullion is global, and gold prices are subject to volatile price movements over short periods of time and are affected by numerous factors, including macroeconomic factors such as, among other things, the structure of and confidence in the global monetary system, expectations regarding the future rate of inflation, the relative strength of, and confidence in, the U.S. dollar (the currency in which the price of gold is generally quoted), interest rates and gold borrowing and lending rates, and global or regional economic, financial, political, regulatory, judicial or other events. Gold prices may also be affected by industry factors such as industrial and jewellery demand as well as lending, sales and purchases of gold by the official governmental sector, including central banks and other governmental agencies and multilateral institutions that hold gold, sales of gold recycled from jewellery, levels of gold production and production costs and short-term changes in supply and demand due to trading activities in the gold market. The price of gold may be, and has recently been, extremely volatile, and we can give you no assurance that the volatility will lessen.

You cannot predict the future performance of the Underlying based on its historical performance. In addition, there can be no assurance that the Final Reference Price (as defined herein) will be greater than, less than, or equal to, its Initial Reference Price.

Single commodity prices tend to be more volatile than, and may not correlate with, the prices of commodities generally. The payment at maturity on the Notes is linked exclusively to the level of the Underlying and not to a diverse basket of commodities or a broad-based commodity index. The price of the Underlying may not correlate to, and may diverge significantly from, the prices of commodities generally. Because the Notes are linked to a single-underlying commodity, they carry greater risk and may be more

volatile than a Note linked to the prices of multiple commodities or a broad-based commodity index. The Underlying may be highly volatile, and we can give you no assurance that the volatility will lessen.

There are risks relating to trading of commodities on the London Bullion Market Association. Gold is traded on the London Bullion Market Association, which we refer to as the LBMA. The price of the Underlying will be determined by reference to the fixing prices reported by the LBMA. The LBMA is a self-regulatory association of bullion market participants. Although all market-making members of the LBMA are supervised by the Bank of England and are required to satisfy a capital adequacy test, the LBMA itself is not a regulated entity. If the LBMA should cease operations, or if bullion trading should become subject to a value added tax or other tax or any other form of regulation currently not in place, the role of LBMA price fixings as a global benchmark for the value of gold and silver may be adversely affected. The LBMA is a principals' market which operates in a manner more closely analogous to over-the-counter physical commodity markets than regulated futures markets, and certain features of U.S. futures contracts are not present in the context of LBMA trading. For example, there are no daily price limits on the LBMA, which would otherwise restrict fluctuations in the prices of LBMA contracts. In a declining market, it is possible that prices would continue to decline without limitation within a trading day or over a period of trading days.

Investing in the Notes is not equivalent to investing in the physical commodity. Investing in the Notes is not equivalent to investing in physical gold. By purchasing the Notes, you do not purchase any entitlement to gold or futures contracts or forward contracts on gold. Further, by purchasing the Notes, you are taking credit risk of the Issuer and not to any counterparty to a physical precious metal trade.

Historical and future performance of the Underlying: The value of the Note and the returns available under the terms of the Note will be influenced and dependent on the value of the Underlying. It is impossible to predict how the level of the Underlying will vary over time. The historical performance (if any) of the Underlying is not indicative of its future performance.

Adjustments by the Determination Agent: The terms and conditions of the Note will allow the Determination Agent to make adjustments or take any other appropriate action if circumstances occur where the Note or any exchanges are affected by market disruption, adjustment events or circumstances affecting normal activities.

In addition, other circumstances may occur which either increase the liability of the Issuer fulfilling its obligations under the Note or increase the liability of any hedging activities related to such obligations, including without limitation the adoption of or any change in any tax law relating to a common system of financial transaction tax in the European Union or otherwise.

In such circumstances, the Determination Agent can in its sole and absolute discretion determine whether to redeem the Note early, or adjust the terms of the Note, which may include without limitation adjustments to the Initial Reference Price, the Final Redemption Amount or the Underlying. The Determination Agent is not required but has the discretion to make adjustments with respect to each and every corporate action. Potential investors should see the Offering Circular for a detailed description of potential adjustment events and adjustments.

Credit Risk: Investors are exposed to the credit risk of the Issuer and Guarantor. The Notes are essentially a loan to the Issuer with a repayment amount linked to the performance of the Underlying that the Issuer promises to pay to you at maturity (and that the Guarantor promises to pay in the event that the Issuer fails to do so). There is the risk, however, that the Issuer and/or Guarantor may not be able to fulfil its promise to you. If any companies in the Morgan Stanley group incur losses with respect to any of their activities, this may have a negative impact on the financial condition of the Issuer and/or Guarantor. You may lose all or part of your investment if the Issuer and/or Guarantor is unable to pay the redemption amount and becomes insolvent. No assets of the Issuer and/or Guarantor are segregated and specifically set aside in order to pay the holders of the Notes in the event of the insolvency of the Issuer and/or Guarantor, and the holders of the Notes will rank behind creditors who have priority rights over certain assets of the Issuer and/or Guarantor.

Liquidity Risk: Any secondary market in the Notes made by the Dealer will be made on a reasonable efforts basis only and subject to market conditions, law, regulation and internal policy. Even whilst there may be a secondary market in the Notes it may not be liquid enough to facilitate a sale by the holder.

Hedging Risk: On or prior to and after the Trade Date, the Issuer, through its affiliates or others, will likely hedge its anticipated exposure under the Notes by taking positions in the Underlying in option contracts on the Underlying or positions in any other available securities or instruments. In addition, the Issuer and its affiliates

trade the Underlying as part of their general businesses. Any of these activities could potentially affect the value of the Underlying, and accordingly, could affect the payout to holders on the Notes.

Commodity Risk: Prices for commodities are affected by a variety of factors, including changes in supply and demand relationships, governmental programs and policies, national and international political and economic events, wars and acts of terror, changes in interest and exchange rates, trading activities in commodities and related contracts, weather, and agricultural, trade fiscal, monetary and exchange control policies. The price volatility of each commodity also affects the value of the futures and forward contracts related to that commodity and therefore its price at any such time. These factors may affect the prices for the Underlying and the value of the Notes in varying ways and may cause the closing levels and closing prices of the Underlying to move in inconsistent directions and at inconsistent rates.

Potential Conflict of Interest: The Determination Agent (MSIP) is an affiliate of the Issuer and the economic interests of the Determination Agent may be adverse to the interests of holders of the Notes. Determinations made by the Determination Agent may affect the amount payable to holders pursuant to the terms of the Notes.

Tax and Accounting Considerations: Special tax and/or accounting considerations may apply to certain types of holders. Prospective investors are urged to consult with their own tax advisors and accounting advisors to determine any tax or accounting implications of this investment.

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 advisers 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 Annex 1.

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 provisions contained herein.

GENERAL

1.	(i)	Issuer:	Morgan Stanley B.V.
	(ii)	Guarantor:	Morgan Stanley
2.	(i)	Series Number:	9988
	(ii)	Tranche Number:	1
3.		Specified Currency or Currencies:	USD
4.		Aggregate Nominal Amount of the Notes:	USD 2,000,000
5.		Issue Price	100 per cent. of par per Note
6.	(i)	Specified Denominations:	USD 1,000
	(ii)	Calculation Amount (Par):	USD 1,000
7.	(i)	Issue Date:	12 July 2017
	(ii)	Trade Date:	28 June 2017
	(iii)	Interest Commencement Date	Issue Date
	(iv)	Strike Date:	28 June 2017

	(v) Determination Date:	28 June 2019
8.	Maturity Date:	12 July 2019, subject to adjustment in accordance with the Business Day Convention (i) in the event such date is not a Business Day or (ii) such that the Maturity Date shall always be at least five (5) Business Days following the Determination Date.
9.	Interest Basis:	Not Applicable. The Notes do not bear interest.
10.	Redemption/Payment Basis:	Commodity-Linked Redemption
11.	Change of Interest or Redemption/Payment Basis:	Not Applicable. The Notes do not bear interest.
12.	Put/Call Options/Autocallable Early Redemption:	
	(i) Redemption at the Option of the Issuer: (Condition 21.5)	Not Applicable
	(ii) Redemption at the Option of Noteholders: (Condition 21.7)	Not Applicable
	(iii) Autocallable Early Redemption: (Condition 18)	Not Applicable
	(iv) Other put/call options:	Not Applicable
13.	(i) Status of the Notes: (Condition 4)	As set out in Condition 4.1
	(ii) Status of the Guarantee:	As set out in Condition 4.2
14.	Method of distribution:	Non-syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15.	Fixed Rate Note Provisions:	Not Applicable
16.	Floating Rate Note Provisions:	Not Applicable
17.	Zero Coupon Note Provisions:	Not Applicable
18.	Dual Currency-Linked Note Interest Provisions:	Not Applicable
19.	Equity-Linked Interest Note Provisions:	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

26.	Call Option	Not Applicable
27.	Put Option	Not Applicable
28.	Autocallable Early Redemption:	Not Applicable
29.	Final Redemption Amount of each Note (Condition 21.1)	Commodity Linked Redemption Amount specified below
30.	Dual Currency Redemption Provisions	Not Applicable
31.	Equity-Linked Redemption Provisions	Not Applicable
32.	Commodity-Linked Redemption Provisions (Condition 11)	Applicable
	(i) Commodity/ies or Commodity Index/Indices:	Gold – London Afternoon Fixing Bloomberg ticker: GOLDLNPM (the “Commodity”)
	(ii) Commodity Reference Price:	For any Commodity Business Day, the afternoon London gold price per troy ounce of gold for delivery in London through a member of the London Bullion Market Association (the “LBMA”) authorized to effect such delivery, stated in U.S. dollars, as calculated and administered by independent service provider(s) pursuant to an agreement with the LBMA, and published by the LBMA on its website at www.lbma.org.uk, or any replacement or successor thereto (the “Price Source”) and published by the LBMA on such day.
	(iii) Weighting:	Not Applicable
	(iv) Exchange:	Not Applicable
	(v) Determination Agent responsible for calculating the Final Redemption Amount:	Morgan Stanley & Co. International plc

- (vi) Provisions for determining Final Redemption Amount: Unless previously redeemed or cancelled, each Note shall be redeemed on the Maturity Date at its Final Redemption Amount, which shall be an amount per Calculation Amount, determined by the Determination Agent, equal to:
- (a) If the Final Reference Price is greater than or equal to Initial Reference Price:
- Calculation Amount x
[100% + Min(13%, Performance)]
- (b) If the Final Reference Price is less than the Initial Reference Price:
- (i) If the Final Reference Price is greater than or equal to 87.50% of the Initial Reference Price:
- Calculation Amount x [100% +
Min(12.5%, - Performance)]
- (ii) Otherwise:
- Calculation Amount x
[100% + Performance]

Where:

“**Final Reference Price**” means the Commodity Reference Price as determined by the Determination Agent on the Determination Date;

“**Initial Reference Price**” means 1,248.00\$/oz;

“**Performance**” means

$$\frac{\text{Final Reference Price} - \text{Initial Reference Price}}{\text{Initial Reference Price}}$$

- (vii) Observation Date(s): Not Applicable.
- (viii) Observation Period: Not Applicable.
- (ix) Provisions for determining Final Redemption Amount where calculation by reference to Index and/or other variable is impossible or impracticable or otherwise disrupted: The provisions contained in Condition 11 (*Provisions relating to Commodity-Linked Notes*) shall apply.
- (x) Price Source: * As specified in paragraph 32(ii) above.

(xi)	Specified Price:	Afternoon fixing
(xii)	Delivery Date:	Not Applicable
(xiii)	Pricing Date:	Each of the Strike Date and the Determination Date. If such a date is not a Commodity Business Day, the relevant Pricing Date should be the next following Commodity Business Day, or if a Commodity Disruption Event occurs in respect of the Underlying on that day, subject to Commodity Disruption Fallbacks applicable pursuant to Condition 11.3 (<i>Commodity Disruption Fallbacks</i>).
(xiv)	Common Pricing:	Not Applicable
(xv)	Commodity Disruption Events:	Price Source Disruption Trading Disruption Disappearance of Commodity Reference Price Material Change in Formula Material Change in Content Tax Disruption Provided that the definition of “Trading Disruption” in Condition 11.2 (<i>Commodity Disruption Events</i>) shall be replaced by the following definition: ““ Trading Disruption ”, which means any material disruption, suspension or limitation imposed on the trading activities of members of the London Bullion Market Association in the Commodity. The determination of whether a disruption, suspension or limitation on trading is material shall be made by the Determination Agent in its sole and absolute discretion.”
(xvi)	Commodity Disruption Fallback:	Determination Agent Determination as defined in Condition 11.3 (<i>Commodity Disruption Fallbacks</i>)
(xvii)	Commodity Index Disruption Events:	Not Applicable
(xviii)	Commodity Index Disruption Fallback:	Not Applicable
(xix)	Business Day Convention:	Following
(xx)	Additional Disruption Events:	Hedging Disruption
(xxi)	Other special terms and conditions:	For the purposes of these Notes, “ Business Day ” means any day, other than a Saturday or Sunday that is neither a legal holiday nor a day on which banking institutions are authorised or

		required by law or regulation to close in London or New York.
33.	Currency-Linked Redemption Provisions	Not Applicable
34.	Inflation-Linked Redemption Provisions	Not Applicable
35.	Credit-Linked Redemption Provisions	Not Applicable
36.	Property-Linked Redemption Provisions	Not Applicable
37.	Fund-Linked Redemption Provisions	Not Applicable
38.	Preference Share-Linked Redemption Provisions:	Not Applicable
39.	(i) Early Redemption Amount upon Event of Default: (Condition 26)	Theoretical Value
	(ii) Early redemption amount payable upon an event described in Condition 11.7(b):	As provided in Condition 11.7(b)
	(iii) Early redemption amount(s) per Calculation Amount payable on redemption for taxation reasons: (Condition 21.3)	An amount equal to the fair market value of such Note, on such day as is selected by the Determination Agent in its sole and absolute discretion (provided that such day is not more than 15 days before the date fixed for redemption of the Note), less the proportion attributable to that Note of the reasonable cost to the Issuer and/or any Affiliate of, or the loss realised by the Issuer and/or any Affiliate on, unwinding any related hedging arrangements, all as calculated by the Determination Agent in its sole and absolute discretion.
	(iv) Early redemption amount(s) per Calculation Amount payable on redemption on other early redemption (other than as specified in paragraphs 39(i), 39(ii) and 39(iii) above and paragraph 40(ii) below):	As per paragraph 39(iii)
40.	Illegality and Regulatory Event: (Condition 27)	
	(i) Illegality and Regulatory Event:	Applicable
	(ii) Early Redemption Amount (Illegality and Regulatory Event):	Early Redemption Amount (Illegality and Regulatory Event) – Fair Value Less Costs
41.	Substitution of Issuer or Guarantor with non-Morgan Stanley Group entities:	Applicable

(Condition 38.2)

42. Governing Law: English law

GENERAL PROVISIONS APPLICABLE TO THE NOTES

43. Form of Notes: Registered Notes:
(Condition 3) Global Note Certificate registered in the name of a common depository for Euroclear and Clearstream, Luxembourg, exchangeable for Individual Note Certificates in the limited circumstances described in the Global Note Certificate

44. Record Date: As set out in the Conditions

45. Additional Financial Centre(s) or other special provisions relating to Payment Business Days: Not Applicable

46. Determination Agent: Morgan Stanley & Co. International plc

47. 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

48. Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made: Not Applicable

49. Redenomination, renominatisation and reconventioning provisions: Not Applicable

50. Restrictions on free transferability of the Notes: None

51. Inconvertibility Event Provisions: Not Applicable
(Condition 19)

52. CNY Center: Not Applicable

53. Taxation:
(i) Condition 25.1: "Additional Amounts" is Not Applicable
(ii) Condition 25.3: Implementation of Financial Transaction Tax: Applicable

54. Other terms: None

DISTRIBUTION

55. (i) If syndicated, of Managers and underwriting commitments (and names and addresses of the Not Applicable

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)

- (ii) Stabilising Manager(s) (if any): Not Applicable
- 56. If non-syndicated, name and address of Dealer: Morgan Stanley & Co. International plc
25 Cabot Square
Canary Wharf
London
E14 4QA
United Kingdom
- 57. U.S. Selling Restrictions: Regulation S
- 58. 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 the 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.

RESPONSIBILITY

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

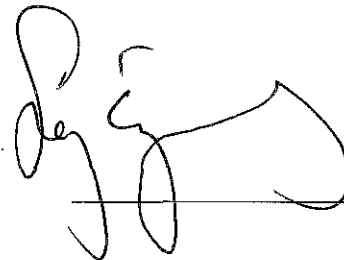
Signed on behalf of the Issuer:

Morgan Stanley B.V.

By:

TMF Management B.V.
Managing Director

Duly authorized



11/2/17

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.
Last day of Trading:	11 July 2019
Estimate of total expenses related to admission to trading:	EUR 2,600

2. RATINGS

Ratings:	The Notes will not be rated.
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3. PERFORMANCE OF THE UNDERLYING AND OTHER INFORMATION CONCERNING THE UNDERLYING

Further information on the Underlying can be obtained from Bloomberg® page GOLDLNPM.

The Issuer does not intend to provide post-issuance information with regard to the underlying.

4. OPERATIONAL INFORMATION

ISIN:	XS1414132289
Common Code:	141413228
Valoren Number:	32619687
Any clearing system(s) other than Euroclear Bank S.A./N.V., Clearstream Banking <i>société anonyme</i> and the relevant identification number(s):	Not Applicable
Delivery:	Delivery free of payment
Names and addresses of initial Paying Agent(s):	The Bank of New York Mellon One Canada Square London E14 5AL United Kingdom
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. Whilst the designation is specified as "no" at the date of these Pricing Supplement, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intraday credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

ANNEX 1 – INVESTOR REPRESENTATIONS

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, warranties, undertakings and acknowledgements from the purchaser to the Issuer, the Dealer and each of their affiliates:

- a) you represent and undertake to the Issuer, the Dealer and each of their affiliates that (i) you are purchasing the Notes 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 you in respect of the Notes; (iii) you are not relying upon any representations made by the Issuer, the Dealer 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 investment, hedging and trading decisions based upon your own judgment and upon any advice from such advisors as you have deemed necessary and not upon any view expressed by the Issuer, the Dealer, each of their respective affiliates or any of their respective directors, officers, employers, agents (each a “Person”), (v) you are purchasing the Notes with a full understanding of the terms, conditions and risks thereof and you are capable of and willing to assume those risks and (vi) you are not purchasing the Notes as an extension of credit to the Issuer pursuant to a loan agreement entered into in the ordinary course of its trade or business;
- 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 Notes 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 Notes and that the Notes are suitable for those investors;
- c) you shall not make any representation or offer any warranty to investors regarding the Notes, 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 that 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 this 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 acknowledge and agree that the Issuer, the Dealer and each of their affiliates are not providing and have not provided investment advice to you or your investors in relation to any Notes. You have taken and shall take your own advice and you agree to make your own independent assessment of whether the Notes are suitable and appropriate investments for yourself and, if you on-sell the Notes, you and your investors agree and acknowledge that neither of you have relied upon and are not relying upon on any advice, counsel or representations (whether oral or in writing) of the Issuer, the Dealer or any of their affiliates as a recommendation to purchase the Notes or as any form of investment advice;
- f) you represent and undertake to the Issuer, the Dealer and each of their affiliates that (i) you will not, directly or indirectly, offer, sell or arrange the sale of any Notes or distribute or publish any offering materials (which for the avoidance of doubt will include any offering circular, prospectus, marketing materials, form of application, advertisement, other document or information) or carry out any type of solicitation in connection with the Notes (in either case in any manner whatsoever, including via the internet) in any country or jurisdiction, except under circumstances that will result in compliance with any applicable law and regulations (including, for the avoidance of doubt, Rule 903(a) and 903(b)(2) of Regulation S of the Securities Act), and that will not constitute a public offering of the Notes as such term

is understood under the applicable laws of the relevant country or jurisdiction, or give rise to any liability for any Person and (ii) in relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a "Relevant Member State"), with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the "Relevant Implementation Date") you have not made and will not make an offer of any Notes to the public in that Relevant Member State except that it may, with effect from and including the Relevant Implementation Date, make an offer of such Notes to the public in that Relevant Member State: (aa) if an offer of those Notes may be made other than pursuant to Article 3(2) of the Prospectus Directive in that Relevant Member State, following the date of publication of a prospectus in relation to such Notes which has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that Relevant Member State, in accordance with the Prospectus Directive, in the period beginning and ending on the dates specified in such prospectus; (bb) at any time to any legal entity which is a qualified investor as defined in the Prospectus Directive; or (cc) at any time in any other circumstances falling within Article 3(2) of the Prospectus Directive (but excluding Article 3(2)(b) (offers to fewer than 150 natural or legal persons)), provided that no such offer of Notes referred to in (bb) or (cc) above shall require the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or to supplement a prospectus pursuant to Article 16 of the Prospectus Directive. For the purposes of this provision, the expression an "offer of Notes to the public" in relation to any Notes in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe the Notes, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State, the expression "Prospectus Directive" means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State) and includes any relevant implementing measure in the Relevant Member State and the expression "2010 PD Amending Directive" means Directive 2010/73/EU;

- g) you (i) acknowledge that the Notes have not been and will not be registered under the Securities Act or any securities laws of any state of the United States and are subject to U.S. tax requirements; (ii) agree that you and each of your affiliates will not offer, sell, transfer or deliver, at any time, any of the Notes, directly or indirectly, in the United States (which term includes the territories, the possessions and all other areas subject to the jurisdiction of the United States of America) or to for the account or benefit of any U.S. Person (as defined in Regulation S under the Securities Act and the Internal Revenue Code); and (iii) undertake to the Issuer, the Dealer and each of their affiliates that all offers, sales and arrangements of sales of any Notes by you will be made on terms requiring the person(s) with whom it is dealing to undertake as set out in (i), (ii) and (iii) above;
- h) you shall comply and shall procure that your affiliates, as appropriate, shall comply, with all applicable selling restrictions in respect of the sale of the Notes in any jurisdiction, including, without limitation those set out in the prospectus, and restrictions and requirements set out in the issue documents and any other regulations relating to the offer, sale or transfer of any Notes;
- i) 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;
- j) if you receive any fee, rebate or discount, you shall not be in breach of any Regulations or customer or contractual requirements or obligations and you shall, where required to do so (whether by any applicable Regulations, 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; and
- k) you agree and undertake (on an after-tax basis) 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 failing to comply with any of the provisions set out in (a) to (j) above, or acting otherwise than as required or contemplated herein.