

MORGAN STANLEY B.V. AS ISSUER

Legal Entity Identifier (LEI): KG1FTTDCK4KNVM3OHB52

Issue of USD 2,850,000 Discount Steepener Notes due 2023

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 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.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS: THE NOTES ARE NOT INTENDED TO BE OFFERED, SOLD OR OTHERWISE MADE AVAILABLE TO AND SHOULD NOT BE OFFERED, SOLD OR OTHERWISE MADE AVAILABLE TO ANY RETAIL INVESTOR IN THE EUROPEAN ECONOMIC AREA. FOR THESE PURPOSES, A RETAIL INVESTOR MEANS A PERSON WHO IS ONE (OR MORE) OF:

- (A) A RETAIL CLIENT AS DEFINED IN POINT (11) OF ARTICLE 4(1) OF DIRECTIVE 2014/65/EU, AS AMENDED ("MIFID II");
- (B) A CUSTOMER WITHIN THE MEANING OF DIRECTIVE 2002/92/EC, AS AMENDED, WHERE THAT CUSTOMER WOULD NOT QUALIFY AS A PROFESSIONAL CLIENT AS DEFINED IN POINT (10) OF ARTICLE 4(1) OF MIFID II; OR
- (C) NOT A QUALIFIED INVESTOR AS DEFINED IN THE PROSPECTUS DIRECTIVE.

CONSEQUENTLY, NO KEY INFORMATION DOCUMENT REQUIRED BY REGULATION (EU) NO 1286/2014, AS AMENDED (THE "PRIIPS REGULATION") FOR OFFERING OR SELLING THE NOTES OR OTHERWISE MAKING THEM AVAILABLE TO RETAIL INVESTORS IN THE EUROPEAN ECONOMIC AREA HAS BEEN OR WILL BE PREPARED AND THEREFORE OFFERING OR SELLING THE NOTES OR OTHERWISE MAKING THEM AVAILABLE TO ANY RETAIL INVESTOR IN THE EUROPEAN ECONOMIC AREA MAY BE UNLAWFUL UNDER THE PRIIPS REGULATION.

MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET:

SOLELY FOR THE PURPOSES OF THE MANUFACTURER'S PRODUCT APPROVAL PROCESS, THE TARGET MARKET ASSESSMENT IN RESPECT OF THE NOTES HAS LED TO THE CONCLUSION THAT:

- (A) THE TARGET MARKET FOR THE NOTES IS ELIGIBLE COUNTERPARTIES AND PROFESSIONAL CLIENTS ONLY, EACH AS DEFINED IN MIFID II; AND**
- (B) ALL CHANNELS FOR DISTRIBUTION OF THE NOTES TO ELIGIBLE COUNTERPARTIES AND PROFESSIONAL CLIENTS ARE APPROPRIATE.**

ANY PERSON SUBSEQUENTLY OFFERING, SELLING OR RECOMMENDING THE NOTES (A "DISTRIBUTOR") SHOULD TAKE INTO CONSIDERATION THE MANUFACTURER'S TARGET MARKET ASSESSMENT; HOWEVER, A DISTRIBUTOR SUBJECT TO MIFID II IS RESPONSIBLE FOR UNDERTAKING ITS OWN TARGET MARKET ASSESSMENT IN RESPECT OF THE NOTES (BY EITHER ADOPTING OR REFINING THE MANUFACTURER'S TARGET MARKET ASSESSMENT) AND DETERMINING APPROPRIATE DISTRIBUTION CHANNELS.

PART A – CONTRACTUAL TERMS

THE NOTES DESCRIBED HEREIN AND THE SECURITIES TO BE DELIVERED ON REDEMPTION OF THE NOTES (IF ANY) HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "**SECURITIES ACT**"), OR THE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES. 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 AND THE SECURITIES TO BE DELIVERED ON REDEMPTION OF THE NOTES (IF ANY) MAY NOT BE OFFERED, SOLD, PLEDGED, ASSIGNED, DELIVERED OR OTHERWISE TRANSFERRED OR REDEEMED AT ANY TIME, DIRECTLY OR INDIRECTLY, WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS (AS DEFINED IN REGULATIONS UNDER THE SECURITIES ACT). HEDGING TRANSACTIONS INVOLVING ANY "EQUITY SECURITIES" OF "DOMESTIC ISSUERS" (AS SUCH TERMS ARE DEFINED IN THE SECURITIES ACT AND REGULATIONS THEREUNDER) MAY ONLY BE CONDUCTED IN ACCORDANCE WITH THE SECURITIES ACT. SEE "*SUBSCRIPTION AND SALE*" AND "*NO OWNERSHIP BY U.S. PERSONS*" IN THE ACCOMPANYING OFFERING CIRCULAR DATED 29 JUNE 2018 AS SUPPLEMENTED ON 12 SEPTEMBER 2018, 10 OCTOBER 2018 AND 8 NOVEMBER 2018. 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 29 June 2018 as supplemented on 12 September 2018, 10 October 2018 and 8 November 2018 (the "**Offering Circular**"). Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of this Pricing Supplement and the Offering Circular. Copies of the Offering Circular are available from the offices of Morgan Stanley & Co. International plc at 25 Cabot Square, Canary Wharf, London, E14 4QA. The Offering Circular has also been published on the website of Euronext Dublin (www.ise.ie) and the Luxembourg Stock Exchange (www.bourse.lu).

Information Concerning Investment Risk

Noteholders and prospective purchasers of Notes should ensure that they understand the nature of the Notes and the extent of their exposure to risk and that they consider the suitability of the Notes as an investment in the light of their own circumstances and financial condition. Given the highly specialised nature of these Notes, the Issuer and the Dealer consider that they are only suitable for highly sophisticated investors who are able to determine for themselves the risk of an investment in the Notes and who are willing to take such risks. 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.

Please review the Offering Circular together with this Pricing Supplement for a full detailed description of the Notes and in particular, please review the Risk Factors in the Offering Circular. Investing in the Notes entails certain risks including, but not limited to, the following:

Structure Specific Risks

Capital protection at maturity: Capital protection is provided at maturity only. If the Notes are sold prior to maturity, or redeemed by the Issuer for reasons stated in the Offering Circular and this Pricing Supplement, the proceeds may be less than the initial investment.

There will be no interest payments on the Notes: The Issuer will not pay interest on the Notes.

Underlyings Specific Risks

The historical performance of the Underlyings are not an indication of future performance. Historical performance of USD CMS10Y and USD CMS2Y (each as defined herein) (the “Underlyings”) should not be taken as an indication of their future performance during the term of the Notes. Changes in the levels of the Underlyings will affect the trading price of the Notes, but it is impossible to predict whether such levels will rise or fall.

The Underlyings will be affected by a number of factors. A number of factors can affect the Underlyings, including but not limited to: (i) changes in, or perceptions, about the future Underlyings; (ii) general economic conditions: the economic, financial, political, regulatory and judicial events that affect financial markets generally will affect the Underlyings; (iii) prevailing interest rates: the Underlyings are subject to daily fluctuations depending on prevailing interest rates in the market generally; and (iv) policies of the governing bodies regarding interest rates. These and other factors may have a negative impact on the value of the Notes prior to maturity.

The Underlyings may be volatile. The Underlyings are subject to volatility due to a variety of factors affecting interest rates generally, including but not limited to: (i) sentiment regarding the EU and global economies; (ii) expectations regarding the level of price inflation; (iii) sentiment regarding credit quality in the EU and global credit markets; (iv) central bank policy regarding interest rates; and (v) performance of capital markets. The Underlyings may be volatile, and even a very small absolute change in the Underlyings over the term of the Notes can result in a significant loss on the Notes. Accordingly, volatility of the Underlyings may adversely affect your return on the securities.

Liquidity Risk

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 holders.

Potential Conflicts of Interest

Potential Conflict of Interest: The Determination Agent, which is an affiliate of the Issuer, will determine the payment to the investor at maturity. MSI plc and its affiliates may trade the Underlying on a regular basis as part of its general broker-dealer business and may also carry out hedging activities in relation to the Notes. Any of these activities could influence the Determination Agent’s determination of adjustments made to any Notes and any such trading activity could potentially affect the price of the Underlying and, accordingly, could affect the investor’s payment on any Notes.

Our affiliates may publish research that could affect the market value of the Notes: One or more of our affiliates may, at present or in the future, publish research reports with respect to movements in interest rates generally or the Reference Rate specifically. This research is modified from time to time without notice to you and may express opinions or provide recommendations that are inconsistent with purchasing or holding the Notes. Any of these activities may affect the market value of the Notes.

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 payment to holders on the Notes.

Exit Risk

Exit Risk: Any secondary market price of the Notes will depend on many factors, including the value and volatility of the Underlyings, interest rates, time remaining to maturity and the creditworthiness of the Issuer and Guarantor. The secondary market price may be lower than the market value of the issued Notes as at the Issue Date to take into account amounts paid to distributors and other intermediaries relating to the issue and sale of the Notes as well as amounts relating to the hedging of the Issuer's obligations. As a result of all of these factors, the holder may receive an amount in the secondary market which may be less than the then intrinsic market value of the Notes and which may also be less than the amount the holder would have received had the holder held the Notes through to maturity.

Issuer Specific Risks

Credit Risk: Investors are exposed to the credit risk of the Issuer and Guarantor. The Notes are essentially a loan to the Issuer that the Issuer promises to pay to you at maturity (and that the Guarantor promises to pay if 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 the Guarantor. You may lose all or part of your investment if the Issuer and/or Guarantor is unable to pay the coupons or the redemption amount and/or becomes insolvent. No assets of the Issuer 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.

Other Risks

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

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: 11103
(ii) Tranche Number: 1
 3. Specified Currency or Currencies: United States dollars (“USD”)
 4. Aggregate Nominal Amount of the Notes: USD 2,850,000
(i) Series: USD 2,850,000
(i) Tranche: USD 2,850,000
 5. Issue Price: 89.40 per cent. of Par per Note
 6. (i) Specified Denominations: USD 1,000
(ii) Calculation Amount (Par): USD 1,000
 7. (i) Issue Date: 26 November 2018
(ii) Trade Date: 12 November 2018
(iii) Interest Commencement Date: Not Applicable
(iv) Determination Date: 5 U.S. Government Securities Business Days prior to the Maturity Date
- Where “**U.S. Government Securities Business Day**” means a day other than a Saturday, a Sunday or a day on which the Securities Industry and Financial Markets Association recommends that the fixed income departments of its members be closed for the entire day for purposes of trading in U.S. government securities.
8. Maturity Date: 26 November 2023
 9. Interest Basis: Not Applicable. The Notes do not bear interest.
 10. Redemption/Payment Basis: Redemption at Final Redemption Amount (see paragraph 29 below)
 11. Change of Interest or Redemption/Payment Basis: Not Applicable
 12. Put/Call Options/Autocallable Early Redemption:
 - (i) Redemption at the Option of the Issuer: Not Applicable
 - (ii) Redemption at the Option of Noteholders: Not Applicable
 - (iii) Autocallable Early Redemption: Not Applicable

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| | (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 |

RELEVANT UNDERLYING

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|-----|--|-----------------------------------------|----------------|
| 15. | | | |
| (A) | | Single Share Notes, Share Basket Notes: | Not Applicable |
| (B) | | Single Index Notes, Index Basket Notes: | Not Applicable |
| (C) | | Single ETF Notes, ETF Basket Notes: | Not Applicable |
| (D) | | Commodity-Linked Notes: | Not Applicable |
| (E) | | Currency-Linked Notes: | Not Applicable |
| (F) | | Inflation-Linked Notes: | Not Applicable |
| (G) | | Property-Linked Notes: | Not Applicable |
| (H) | | Fund-Linked Notes: | Not Applicable |
| (I) | | Preference Share-Linked Notes: | Not Applicable |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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|-----|--|------------------------------------------------|----------------|
| 16. | | Fixed Rate Note Provisions: | Not Applicable |
| 17. | | Floating Rate Note Provisions: | Not Applicable |
| 18. | | Zero Coupon Note Provisions: | Not Applicable |
| 19. | | Dual Currency-Linked Note Interest Provisions: | Not Applicable |
| 20. | | Equity-Linked Interest Note Provisions: | Not Applicable |
| 21. | | Commodity-Linked Interest Note Provisions: | Not Applicable |
| 22. | | Currency-Linked Interest Note Provisions: | Not Applicable |
| 23. | | Inflation-Linked Interest Note Provisions: | Not Applicable |
| 24. | | Property-Linked Interest Note Provisions: | Not Applicable |
| 25. | | Fund-Linked Interest Note Provisions: | Not Applicable |
| 26. | | Credit-Linked Interest Note Provisions: | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

27. Call Option: Not Applicable
28. Put Option: Not Applicable
29. Autocallable Early Redemption: Not Applicable
30. Final Redemption Amount of each Note: 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:
- (Condition 21.1)

$$100\% + 15 \times \text{Max}(0\%; (\text{USD CMS10Y} - \text{USD CMS2Y}))$$

Where:

“USD CMS10Y” means the annual swap rate for US dollar swap transactions with a maturity of 10 years, expressed as a percentage, which appears on Thomson Reuters Screen ICESWAP1 Page (or any successor thereto determined by the Determination Agent) as of 11:00 a.m., New York time, on the Determination Date. If such rate does not appear on such page, the rate will be determined by the Determination Agent in good faith and in a commercially reasonable manner.

“USD CMS2Y” means the annual swap rate for US dollar swap transactions with a maturity of 2 years, expressed as a percentage, which appears on Thomson Reuters Screen ICESWAP1 Page (or any successor thereto determined by the Determination Agent) as of 11:00 a.m., New York time, on the Determination Date. If such rate does not appear on such page, the rate will be determined by the Determination Agent in good faith and in a commercially reasonable manner.

If USD CMS2Y or USD CMS10Y has been permanently discontinued, the Determination Agent will use, as a substitute for such rate in respect of any date on which such rate is to be determined hereunder, the alternative reference rate selected by the central bank, reserve bank, monetary authority or any similar institution (including any committee or working group thereof) in the United States of America that is consistent with accepted market practice (the “Alternative Rate”). As part of such substitution, the Determination Agent will, after consultation with the Issuer, make such adjustments to the Alternative Rate, as well as the business day convention, determination dates and related provisions and definitions, in each case that are consistent with accepted market practice for the use of such Alternative

Rate for debt obligations such as the Notes. If, however, the Determination Agent determines in good faith that no Alternative Rate exists on the relevant date, it shall make its own determination of an alternative rate as a substitute for the relevant rate, acting in good faith and in a commercially reasonable manner.

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|-----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|
| 31. | Dual Currency Redemption Provisions: | Not Applicable |
| 32. | Equity-Linked Redemption Provisions: | Not Applicable |
| 33. | Commodity-Linked Redemption Provisions: | Not Applicable |
| 34. | Currency-Linked Redemption Provisions: | Not Applicable |
| 35. | Inflation-Linked Redemption Provisions: | Not Applicable |
| 36. | Property-Linked Redemption Provisions: | Not Applicable |
| 37. | Fund-Linked Redemption Provisions: | Not Applicable |
| 38. | Credit-Linked Redemption Provisions: | Not Applicable |
| 39. | Preference Share-Linked Redemption Provisions: | Not Applicable |
| 40. | (i) Early Redemption Amount upon Event of Default:

(Condition 26) | Theoretical Value |
| | (ii) Early Redemption Amount payable upon an event described in Conditions 10.2(b)/10.2(d)/10.4(a)(iii)/10.4(b)(iii)/10.5(c)/10.6(c)/10.7(c)/10.8(c)/11.7(b)/12.5(c)/13.6(c)/14.5/14.6(c)/15.5(d)/17.5/17.6: | Not Applicable |
| | (iii) Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons:

(Condition 21.2) | Fair Market Value Less Costs |
| 41. | 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 shall apply |
| 42. | Substitution of Issuer or Guarantor with non Morgan Stanley Group entities: | Applicable |

(Condition 38.2)

43. Governing Law: English law

GENERAL PROVISIONS APPLICABLE TO THE NOTES

44. 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

45. Record Date: For so long as the Notes are represented by a Global Note Certificate, the Record Date is one Clearing System Business Day before the relevant due date for payment. The Record Date for Notes in definitive form shall be 15 days before the relevant due date for payment.

46. Additional Financial Centre(s) or other special provisions relating to Payment Business Days: London and New York

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

48. 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

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

50. Redenomination, renominalisation and reconventioning provisions: Not Applicable

51. Restrictions on free transferability of the Notes: None

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

53. CNY Center: Not Applicable

54. Taxation:
(i) Condition 25.1: "Additional Amounts" is Not Applicable
(ii) Condition 25.4: Implementation of Financial Transaction Tax: Not Applicable

55. Other terms: None

DISTRIBUTION

56. (i) If syndicated, of Managers and underwriting commitments (and names and addresses of the entities agreeing to place the issue without a firm commitment or on a "best efforts" basis if such entities are not the same as the Managers): Not Applicable
- (ii) Stabilising Manager(s) (if any): Not Applicable
57. If non-syndicated, name and address of Dealer: Morgan Stanley & Co. International plc
25 Cabot Square
Canary Wharf
London E14 4QA
58. U.S. Selling Restrictions: Regulation S
59. Additional selling restrictions: Not Applicable

Taxation

This discussion is limited to the U.S. federal tax issues addressed below. Additional issues may exist that are not addressed in this discussion and that could affect the federal tax treatment of an investment in the Notes. Holders should seek their own advice based upon their particular circumstances from an independent tax advisor.

A Non-U.S. Holder (as defined in the Offering Circular) should review carefully the section entitled "United States Federal Taxation" in the Offering Circular.

PURPOSE OF PRICING SUPPLEMENT

This Pricing Supplement comprises the pricing supplement required to list and have admitted to the Official List of Euronext Dublin and trading on its Global Exchange Market, the issue of Notes described herein pursuant to the Regulation S Program for the Issuance of Notes, Series A and B, Warrants and Certificates.

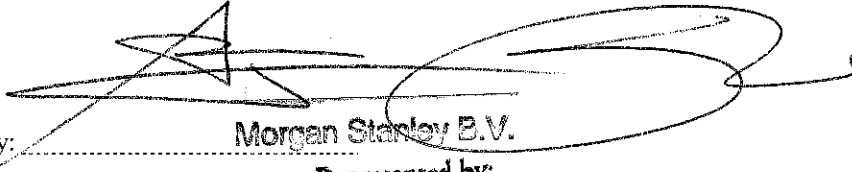
POTENTIAL SECTION 871(m) TRANSACTION

Please see paragraph 5 of Part B – Other Information to this Pricing Supplement for additional information regarding withholding under Section 871(m) of the Code.

RESPONSIBILITY

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

Signed on behalf of the Issuer:

By: 
Duly authorised **Morgan Stanley B.V.**
Represented by:
TMF Management B.V.
Managing Director

PART B – OTHER INFORMATION

1. LISTING

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

No assurances can be given that such application for listing and/or admission to trading will be granted (or, if granted, will be granted by the Issue Date. The Issuer has no duty to maintain the listing (if any) of the Notes on the relevant stock exchange(s) over their entire lifetime.

2. RATINGS

Ratings: The Notes will not be rated.

3. PERFORMANCE OF OTHER VARIABLE AND OTHER INFORMATION CONCERNING THE UNDERLYING

As at the Issue Date of the Notes, further information on the USDCMS10Y and USD CMS2Y swap rates can be found on Thomson Reuters page: ICESWAP1.

The Issuer does not intend to provide post-issuance information with regard to the USD CMS10Y and USD CMS2Y swap rates, unless required to do so by applicable law.

4. OPERATIONAL INFORMATION

ISIN: XS1414122215

Common Code: 141412221

VALOR: 32619686

CFI: DTZXFR

FISN: MORGAN STANLEY/ZERO CPNEMTN
2023112

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

Delivery: Delivery free of payment

Names and addresses of initial Paying Agent(s): The Bank of New York Mellon
One Canada Square
London E14 5AL

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

Intended to be held in a manner which No. Whilst the designation is specified as "no"

would allow Eurosystem eligibility:

at the date of this 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 (and registered in the name of a nominee of one of the ICSDs acting as a common safekeeper). Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day 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.

5. **POTENTIAL SECTION 871(m) TRANSACTION:** Not Applicable
6. **PROHIBITION OF SALES TO EEA RETAIL INVESTORS:** Applicable
7. **BENCHMARK REGULATION:** Amounts payable under the Notes are calculated by reference to the ICE Swap Rate, which is provided by ICE Benchmark Administration Limited. As at the Issue Date, ICE Benchmark Administration Limited appears on the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority pursuant to article 36 of the Benchmark Regulation (Regulation (EU) 2016/1011)

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, undertakings and acknowledgements to the Issuer, the Dealer and each of their respective affiliates:

- (a) you shall only distribute as principal or, alternatively, acting as agent on behalf of your unnamed principal 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 the Notes are appropriate or suitable for each of the prospective investors and that the prospective investors (a) have the requisite capacity and authority to purchase the Notes and (b) understand the risks and are capable of assessing and assuming the risks associated with an investment in the Notes;
- (b) 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 authorized and you shall not represent you are acting as an agent of Morgan Stanley in such distribution. You acknowledge that neither the Issuer nor Morgan Stanley assume any responsibility or liability whatsoever in relation to any representation or warranty you make in breach hereof;
- (c) 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 when the Pricing Supplement (or the Offering Circular and the Pricing Supplement) and shall not contain any omissions that would make them misleading. You shall only prepare and distribute such material in accordance with all applicable laws, regulations, codes, directives, orders and/or regulatory requirements, rules and guidance in force from time to time (“**Regulations**”). You acknowledge that neither the Issuer nor Morgan Stanley shall have any liability in respect of such material which shall, for the avoidance of doubt, at all times be your sole responsibility;
- (d) you will not, directly or indirectly, distribute or arrange the distribution of the Notes 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 Notes 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;
- (e) to the extent that the Dealer pays to you and/or any of your affiliates any fee, commission or non-monetary benefit (“**Remuneration**”), you represent and warrant that each time you and/or any of your affiliates receive such Remuneration, that you and/or your affiliates are entitled to receive such Remuneration in accordance with all applicable laws, regulatory requirements, or regulation, contract, fiduciary obligations or otherwise). If, in relation to the Notes, you are providing investment advice on an independent basis or portfolio management to a potential investor, you will transfer any Remuneration received by from Morgan Stanley to the potential investor as soon as reasonably possible after receipt, in all cases as required by and in accordance with applicable laws and regulations;
- (f) If for any reason and at any time, you and/or your affiliates are not entitled to receive and/or retain such Remuneration, you shall notify us immediately in writing;

- (g) to the extent that the Dealer pays Remuneration to you and/or any of your affiliates, you represent and warrant that such Remuneration does not relate to and/or is not calculated in respect of an advised sale made to a retail client (as defined in the FCA Handbook) based in the United Kingdom (whether or not through agents acting on your or their behalf such as platforms, financial advisers and/or portfolio managers) or where you are undertaking portfolio management. You agree to inform the Dealer of any such distribution to UK retail clients;
- (h) you acknowledge that where Remuneration is payable, the Dealer is obliged to disclose the amounts and/or basis of such Remuneration;
- (i) we may enter into hedging or other arrangements in reliance upon your commitment, and, if you fail to comply with your commitment, your liability to us shall include liability for our costs and losses in unwinding such hedging or other arrangements;
- (j) you are not purchasing the Notes as an extension of credit to Morgan Stanley pursuant to a loan agreement entered into in the ordinary course of your trade or business; and
- (k) in purchasing the Notes, you represent and warrant that you are neither located in the United States nor a U.S. Person and that you are not purchasing the Notes for the account or benefit of any such person.

To the extent there is any conflict between these deemed representations and warranties and any terms included in a signed distribution agreement between us, the terms of such distribution agreement shall apply.