

Pricing Supplement dated 30 July 2015

12670

Morgan Stanley

Issue of USD9,000,000 Fixed-to-Floating Rate Notes due 2035 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 the 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 "Prospective 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 by Directive 2010/73/EU, the "Prospectus Directive"), and the Pricing Supplement and the Offering Circular have been prepared on the basis that no prospectus shall be required under the Prospectus Directive in relation to any Notes be offered and sold under hereby.

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

#### PART A – CONTRACTUAL TERMS

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

THE NOTES DESCRIBED HEREIN AND ANY INTEREST THEREIN 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 EITHER REGULATION S UNDER THE SECURITIES ACT OR, IN THE CASE OF FTRO NOTES, THE UNITED STATES INTERNAL REVENUE CODE OF 1986, AS AMENDED). SEE "SUBSCRIPTION AND SALE" AND "NO OWNERSHIP BY U.S. PERSONS" IN THE OFFERING CIRCULAR DATED 18 AUGUST 2014 IN PURCHASING THE NOTES, PURCHASERS WILL BE DEEMED TO REPRESENT AND WARRANT THAT THEY ARE NEITHER LOCATED IN THE UNITED STATES NOR A U.S. PERSON AND THAT THEY ARE NOT PURCHASING FOR, OR FOR THE ACCOUNT OR BENEFIT OF, ANY SUCH PERSON.

THE NOTES ARE NOT RATED.

This document constitutes the Pricing Supplement relating to the issue of Notes described herein. Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the English Law Notes set forth in the Offering Circular dated 18 August 2014 and the Supplements to Offering Circular dated 29 September 2014, 28 November 2014, 4 June 2015 and 30 June 2015 (together, the "Offering Circular"). This Pricing Supplement must be read in conjunction with such Offering Circular. 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.

#### 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.

In purchasing any Notes, purchasers will be deemed to represent and undertake to the Issuer, Dealer and each of their affiliates that (i) such purchaser understands the risks and potential consequences associated with the purchase of the Notes and (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.

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 the Notes and to review the Offering Circular. Please see the Offering Circular together 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:

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.

Credit Risk: Investors are exposed to the credit risk of the Issuer. The Notes are essentially a loan to the Issuer with a repayment amount that the Issuer promises to pay to you at maturity. There is the risk, however, that the Issuer 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. You may lose all or part of your investment if the Issuer is unable to pay the redemption amount and/or goes into liquidation. No assets of the Issuer are segregated and specifically set aside in order to pay the holders of the Notes in the event of liquidation of the Issuer, and the holders of the Notes will rank behind creditors who have priority rights over certain assets of the Issuer.

Market Risk: The Notes are denominated, and all payments will be made, in U.S. Dollars. There are risks inherent in investments in notes denominated and payable in U.S. Dollars for investors whose home and/or functional currency is not U.S. Dollars. You should consult your financial, legal and tax advisers as to any specific risks entailed by an investment in notes that are denominated and payable in a currency other than the currency of the country in which you are resident or in which you conduct your business. We refer to such country as your "home country" and to the currency of your home country as your "home currency".

Exit Risk: The secondary market price of the Notes will depend on many factors, including interest rates, interest rate volatility, time remaining to maturity and the creditworthiness of the Issuer. Depending on the actual or anticipated level of the reference rate, the market value of the notes may decrease and you may receive substantially less than 100% of the issue price if you sell your notes prior to maturity.

Liquidity Risk: The Notes will not be traded on an organised exchange. 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.

Potential Conflict of Interest: The Determination Agent (MISI plc) 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 Considerations for non-U.S. holders: Special tax considerations may apply to certain types of taxpayers. Prospective investors are urged to consult with their own tax advisors to determine any tax implications of this investment. A Non-U.S. holder will be subject to U.S. withholding tax unless the beneficial owner of the note (or a financial institution holding the note on behalf of the beneficial owner) furnishes the appropriate Form W-8, on which the beneficial owner certifies under penalties of perjury that it is not a U.S. person. If withholding or deduction of taxes is required by law (regardless of whether a holder furnished an appropriate form), payments on the notes will be made net of applicable withholding taxes, and we will not be required to pay any additional amounts to Non-U.S. holders with respect to any taxes withheld.

Accounting Considerations: Special accounting considerations may apply to certain types of investors. Prospective investors are urged to consult with their own accounting advisors to determine implications of this investment.

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

1.	(i)	Issuer:	Morgan Stanley
	(ii)	Guarantor:	Not Applicable
2.	(i)	Series Number:	K0046
	(ii)	Tranche Number:	1
3.		Specified Currency or Currencies:	United States Dollars ("USD")
4.		Aggregate Nominal Amount of the Notes:	USD9,000,000
	(i)	Series:	USD9,000,000
	(ii)	Tranche:	USD9,000,000
5.		Issue Price	100 per cent. of the Aggregate Nominal Amount
6.	(i)	Specified Denominations (Par):	USD1,000,000, provided that the denomination cannot be split within ONE(1) year from the Issue Date
	(ii)	Calculation Amount:	USD1,000,000.
7.	(i)	Issue Date:	30 July 2015
	(ii)	Trade Date:	23 July 2015
	(iii)	Interest Commencement Date	Issue Date
	(iv)	Strike Date	Not Applicable
	(v)	Determination Date	Not Applicable
8.		Maturity Date:	30 July 2035, subject to adjustment in accordance with the Following Business Day Convention

9.	Interest Basis:	Fixed Rate and Floating Rate (further particulars specified in paragraph 15 below)
10.	Redemption/Payment Basis:	Redemption at par
11.	Change of Interest or Redemption/Payment Basis:	Not Applicable
12.	Put/Call Options:	
	(i)	Redemption at the option of the Issuer: (Condition 20.5)
	(ii)	Redemption at the option of the Noteholders: (Condition 20.7)
	(iii)	Autocallable Early Redemption: (Condition 18)
	(iv)	Other Put/Call Options: Not Applicable
13.	Status of the Notes:	Condition 4.1 applies.
	(Condition 4)	
14.	Method of distribution:	Non-syndicated

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

15.	Fixed Rate Note Provisions	Applicable in respect of the Interest Periods from and including the Interest Commencement Date to but excluding 30 July 2017
	(Condition 5)	
	(i)	Rates of Interest: 7.10% per annum
	(ii)	Interest Period: As set out in Condition 2.1, Unadjusted.
	(iii)	Interest Payment Dates: 30 January, 30 April, 30 July and 30 October in each year from and including 30 October 2015 to and including 30 July 2017, in each case as adjusted in accordance with the following Business Day Convention
	(iv)	Fixed Coupon Amounts: Not Applicable
	(v)	Broken Amounts: Not Applicable
	(vi)	Day Count Fraction: 30/360
	(vii)	Other terms relating to the method of calculating interest for Fixed Rate Notes: Not Applicable
16.	Floating Rate Note Provisions	Applicable in respect of the Interest Periods from and including 30 July 2017 to but excluding the Maturity Date
	(i)	Interest Payment Dates: 30 January, 30 April, 30 July and 30 October in each year from and including 30 October 2017 to and including the Maturity Date, in each case as adjusted in accordance with the following

	Business Day Convention								
	As set out in Condition 2.1, Unadjusted.								
	(ii) Interest Period:								
	Manner in which the Rate(s) of								
	Screen Rate Determination								
	Interest is/are to be determined:								
	(iv) Screen Rate Determination:								
	Reference Rate:								
	3 months LIBOR								
	Interest Determination Date(s):								
	Each of the second Business Day prior to the first								
	date of each Interest Period								
	Reuters Screen LIBOR01 Page								
	11:00 a.m. London time								
	Margin(s):								
	+0.80 per cent. per annum								
	(vi) Day Count Fraction:								
	30/360								
17.	Zero Coupon Note Provisions								
18.	Dual Currency-Linked Note Interest Provisions								
19.	Equity Linked Note Interest Provisions								
20.	Commodity Linked Note Interest Provisions								
21.	Currency Linked Note Interest Provisions								
22.	Inflation-Linked Note Interest Provisions								
23.	Property-Linked Note Interest Provisions								
24.	Fund-Linked Note Interest Provisions								
25.	Credit-Linked Note Interest Provisions								
<b>PROVISIONS RELATING TO REDEMPTION</b>									
26.	Call Option								
	(Condition 20.5)								
27.	Put Option								
	(Condition 20.7)								
28.	Autocallable Early Redemption								
	(Condition 18)								
29.	Final Redemption Amount of each Note								
	(Condition 20.1)								
30.	Dual Currency Redemption Provisions								
	(Condition 8)								
31.	Equity-Linked Redemption Provisions								
	(Condition 10)								
32.	Commodity-Linked Redemption Provisions								
	(Condition 11)								

33.	Not Applicable	(Condition 12)	Currency-Linked Redemption Provisions
34.	Not Applicable	(Condition 13)	Inflation-Linked Redemption Provisions
35.	Not Applicable	(Condition 16)	Credit Linked Redemption Provisions
36.	Not Applicable	(Condition 14)	Property-Linked Redemption Provisions
37.	Not Applicable	(Condition 15)	Fund-Linked Redemption Provisions
38.	Not Applicable	(Condition 17)	Preference Share-Linked Redemption Provisions
39.	Par Redemption	(Condition 25)	(i) Early Redemption Amount(s) upon an Event of Default: (Condition 25)
		As provided in Condition 10/ 11/ 12/ 13/ 15/ 16	(ii) Early Redemption Amount(s) payable upon an event described in Condition 10/11/12/13/15/16
			(iii) Early Redemption Amount upon early redemption
			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.
			"Determination Agent" means Morgan Stanley & Co. International plc or its affiliates.
40.	Governing Law:	English law	
<b>GENERAL PROVISIONS APPLICABLE TO THE NOTES</b>			
41.	Form of Notes:	Registered Notes	
	(Condition 3)	Global Registered Note registered in the name of a common depositary for Euroclear and Clearstream, Luxembourg.	
42.	Record Date:	As set out in the Conditions	
43.	Additional Financial Centre(s) or other special provisions relating to Payment Dates:	New York and London	
44.	Details relating to Parly 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	Not Applicable	

Notes and interest due on late payment:

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

46. Redenomination, renomination and reconventioning provisions: Not Applicable

47. Restrictions on free transferability of the Notes: None

48. Inconvertibility Event Provisions: Not Applicable

49. Other items: Not Applicable

#### DISTRIBUTION

50. (i) If syndicated, names and addresses of Managers and underwriting commitments: and names and addresses of the entities agreeing to place the issue without a firm commitment or on a "best efforts" basis (such entities are not the same as Managers.)

(ii) Date of Agreement: Not Applicable

(iii) Stabilising Manager(s) (if any): Not Applicable

51. If non-syndicated, name and address of Dealer: Morgan Stanley & Co. International plc  
25 Cabot Square  
London E14 4QA


52. U.S. Selling Restrictions: Regulation S

53. Total commission and concession: Not Applicable

54. Additional Selling Restrictions: Not Applicable

#### RESPONSIBILITY

The Issuer accepts responsibility for the information contained in this Pricing Supplement.  
Signed on behalf of the Issuer:

By:  .....  
Duly authorised

**PART B – OTHER INFORMATION**

1. **LISTING**  
Listing and admission to Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Global Exchange Market of the Irish Stock Exchange with effect from the Issue Date.  
Trading:  
RATINGS
2. **RATINGS**  
Ratings:  
The Notes will not be rated.
3. **OPERATIONAL INFORMATION**  
ISIN Code: XS1158161015  
Common Code: 115816101  
Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking and *société anonyme* and the relevant identification number(s):  
Delivery:  
Delivery free of payment  
Names and addresses of initial Paying Agent(s):  
The Bank of New York Mellon  
One Canada Square  
London E14  
Names and addresses of Not Applicable additional Paying Agent(s) (if any):  
Not Applicable



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

- a) (i) you are purchasing the instruments as principal (and not as agent or in any other capacity); (ii) none of the Issuer, the Dealer or their affiliates is acting as a fiduciary or an advisor to it in respect of the instruments; (iii) you are not relying upon any representations made by the Issuer, the Guarantor or any of their affiliates; (iv) you have consulted with your own legal, regulatory, tax, business, investments, financial, and accounting advisers to the extent that you have deemed necessary, and you have made your own investments, hedging and trading decisions based upon your own judgment and upon any advice from such advisors as you have deemed necessary and not upon any view expressed by the Issuer or any of its affiliates or agents and (v) you are purchasing the instruments with a full understanding of the terms, conditions and risks thereof and you are capable of and willing to assume those risks;

- b) you shall only distribute as principal or, alternatively, acting on a commission basis in your own name for the account of your investors and will not do so as agent for any Morgan Stanley entity (together "Morgan Stanley") who shall assume no responsibility or liability whatsoever in relation to any such distribution. You shall distribute the product in your own name and to such customers as you identify in your own discretion, at your own risk and under your sole responsibility. You shall make such enquiries you deem relevant in order to satisfy yourself that prospective investors have the requisite capacity and authority to purchase the product and that the product is suitable for those investors;

- c) you shall not make any representation or offer any warranty to investors regarding the product, the Issuer or Morgan Stanley or make any use of the Issuer's or Morgan Stanley's name, brand or intellectual property which is not expressly authorised and you shall not represent you are acting as an agent of Morgan Stanley in such distribution. You acknowledge that neither the Issuer nor Morgan Stanley assume any responsibility or liability whatsoever in relation to any representation or warranty you make in breach hereof;

- d) if you distribute any material prepared and transmitted by the Issuer or by Morgan Stanley, you shall only distribute the entire material and not parts thereof. Any material you, or any third party you engage on your behalf, prepare shall be true and accurate in all material respects and consistent in all material respects with the content of the Base Prospectus or Offering Circular and the Pricing Supplement and shall not contain any omissions that would make them misleading. You shall only prepare and distribute such material in accordance with all applicable laws, regulations, codes, directives, orders and/or regulatory requirements, rules and guidance in force from time to time ("Regulations"). You acknowledge that neither the Issuer nor Morgan Stanley shall have any liability in respect of such material which shall, for the avoidance of doubt, at all times be your sole responsibility;

- e) you will not, directly or indirectly, distribute or arrange the distribution of the product or disseminate or publish (which for the avoidance of doubt will include the dissemination of any such materials or information via the internet) any materials or carry out any type of solicitation in connection with the product in any country or jurisdiction, except under circumstances that will result in compliance with all applicable Regulations and selling practices, and will not give rise to any liability for the Issuer or Morgan Stanley. For the avoidance of doubt, this includes compliance with the selling restrictions mentioned herein;

- f) if you receive any fee, rebate or discount, you shall not be in breach of any Regulation or customer or contractual requirements or obligations and you shall, where required to do so (whether by any applicable Regulation, contract, fiduciary obligation or otherwise), disclose such fees, rebates and discounts to your investors. You acknowledge that where fees are payable, or rebates or discounts applied, the Issuer and Morgan Stanley are obliged to disclose the amounts and/or basis of such fees, rebates or discounts at the request of any of your investors or where required by any applicable Regulations.

INVESTOR REPRESENTATIONS

ANNEX I

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