Pricing Supplement dated 2 August 2017

Morgan Stanley B.V.

Issue of USD 1,400,000 Equity Linked Notes due 2020

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 UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "**SECURITIES ACT**"), OR THE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES. NEITHER THE ISSUER NOR THE GUARANTOR IS REGISTERED, OR WILL REGISTER, UNDER THE U.S. INVESTMENT COMPANY ACT OF 1940, AS AMENDED TRADING IN THE NOTES HAS NOT BEEN APPROVED BY THE U.S. COMMODITY FUTURES TRADING COMMISSION UNDER THE U.S. COMMODITY EXCHANGE ACT 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 REGULATION S UNDER THE SECURITIES ACT). HEDGING TRANSACTIONS INVOLVING ANY "EQUITY SECURITIES" OF "DOMESTIC ISSUERS" (AS SUCH TERMS ARE DEFINED IN THE SECURITIES ACT AND REGULATIONS THEREUNDER) MAY ONLY BE CONDUCTED IN ACCORDANCE WITH THE SECURITIES ACT. SEE "SUBSCRIPTION AND SALE" AND "NO OWNERSHIP BY U.S. PERSONS" IN THE OFFERING CIRCULAR DATED 30 JUNE 2017. 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 30 June 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. Given the highly specialised nature of these Notes, Morgan Stanley B.V. (the "Issuer"), Morgan Stanley ("the Guarantor") and Morgan Stanley & Co. International plc ("MSI plc") consider that they are only suitable for highly sophisticated investors who are able to determine for themselves the risk of an investment linked to the 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 see the Offering Circular together with the Pricing Supplement for a full detailed description of the Notes and in

particular, please review the Risk Factors associated with these Notes. Investing in the Notes entails certain risks including, but not limited to, the following:

Capital is not protected: the final redemption amount depends on the performance of the Underlying and could be zero.

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. These circumstances include the Nationalisation, Delisting, Insolvency or a Takeover or Merger of the share issuers of the Underlying(s) as applicable.

In addition, other circumstances may occur which either increase the liability of the Issuer fulfilling its obligations under the Notes 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 Notes early, or adjust the terms of the Notes, which may include without limitation adjustments to the Initial Reference Price, the Final Redemption Amount or the Underlying. The Determination Agent also has the discretion to make adjustments with respect to any corporate action.

Potential investors should see the Offering Circular for a detailed description of potential adjustment events and adjustments.

Basket Components Risk: The Notes will be redeemed at an amount determined by reference to the performance of the Basket Components and such performance will therefore affect the nature and value of the investment return on the Notes. Noteholders and prospective purchasers of Notes should conduct their own investigations and, in deciding whether or not to purchase Notes, prospective purchasers should form their own views of the merits of an investment related to the Basket Components based upon such investigations and not in reliance on any information given in this document.

Exit Risk: Any secondary market price of the Notes will depend on many factors, including the value and volatility of the Underlying(s), interest rates, the dividend rate on the stocks that compose the Underlying (if any), time remaining to maturity and the creditworthiness of the Issuer and/or the 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 Note and which may also be less than the amount the holder would have received had the holder held the Note through to maturity.

Credit Risk: Investors are exposed to the credit risk of the Issuer and/or 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 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 the Guarantor may not be able to fulfill their obligations, irrespective of whether the Notes are referred to as capital or principal protected. Investors may lose all or part of their investment if the Issuer and the Guarantor are unable to pay the coupons (if any) or the redemption amount. 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 liquidation of the Issuer and/or Guarantor, and the holders of the Notes will rank behind secured or preferred creditors.

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.

Product Market Risk: The value of the Notes and the returns available under the terms of the Notes 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.

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(s), in option contracts on the Underlying(s) or positions in any other available securities or instruments. In addition, the Issuer and its affiliates trade the Underlying(s) as part of their general businesses. Any of these activities could potentially affect the value of the Underlying(s), and accordingly, could affect the pay-out to holders on the Notes.

No Shareholder Rights: A holder of Notes will have no beneficial interest in the stocks that compose the relevant Underlying nor any voting rights and will not have the right to receive dividends or other distributions with respect to the stocks that compose the Underlying.

Underlying Issuer Risk: The issuer of the relevant Underlying is not an affiliate of the Issuer or its affiliates and is not involved with this offering in any way. Consequently, the Issuer and the Determination Agent have no ability to control the actions of the issuer of the relevant Underlying, including and rebalancing that could trigger an adjustment to the terms of the Notes by the Determination Agent.

Potential Conflict of Interest: The Determination Agent, which is an affiliate of the Issuer, will determine the payout to the investor at maturity. Morgan Stanley & Co. International 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 payout on any Note.

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 proposals contained herein.

GENERAL

1.	(i)	Issuer:	Morgan Stanley B.V.
	(ii)	Guarantor:	Morgan Stanley
2.	(i)	Series Number:	10030
	(ii)	Tranche Number:	1
3.	Specified Currency or Currencies:		U.S. Dollar ("**USD**")
4.	Aggregate Nominal Amount of the Notes:		
	(i)	Series:	USD 1,400,000

	(ii)	Tranche:	USD 1,400,000
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:	2 August 2017
	(ii)	Trade Date:	26 July 2017
	(iii)	Interest Commencement Date:	Not Applicable
	(iv)	Strike Date:	26 July 2017
	(v)	Determination Date:	27 July 2020
8.	Maturity Date:		3 August 2020, 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:		Equity-Linked Interest. See item 20 (A) below
10.	Redemption/Payment Basis:		Equity-Linked Redemption. See item 32 (A) 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
	(Condition 21.5)		
	(ii)	Redemption at the Option of Noteholders:	Not Applicable
	(Condition 21.7)		
	(iii)	Autocallable Early Redemption:	Applicable. See item 29.
	(Condition 18)		
	(iv)	Other put/call options:	Not Applicable
13.	(i)	Status of the Notes:	As set out in Condition 4.1
	(Condition 4)		
	(ii)	Status of the Guarantee:	As set out in Condition 4.2
14.	Method of distribution:		Non-syndicated

RELEVANT UNDERLYING

15.

(A) Single Share Notes/Share Basket Notes: Applicable

(Condition 10)

(i) Whether the Notes relate to a single share or a basket of shares (each, a "**Share**") and the identity of the relevant issuer(s) and class of the Share (each, a "**Share Issuer**"): Basket of Shares

i	**Underlying**	**Bloomberg® Code**	**Exchange**	**Initial Reference Price$_i$**
1	Danone SA	BN FP Equity	Euronext (Paris)	Official Closing Price(i) on Strike Date
2	Koninklijke Philips NV	PHIA NA Equity	Euronext (Amsterdam)	Official Closing Price(i) on Strike Date
3	Siemens AG	SIE GY Equity	Börse Frankfurt	Official Closing Price(i) on Strike Date

(ii) Partial Lookthrough ADR Provisions: Not Applicable

(iii) Full Lookthrough ADR Provisions: Not Applicable

(iv) Exchange(s): See table above.

(v) Related Exchange(s): All Exchanges

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

16. Fixed Rate Note Provisions — Not Applicable

17. Floating Rate Note Provisions — Not Applicable

(Condition 6)

18. Zero Coupon Note Provisions — Not Applicable

(Condition 7)

19. Dual Currency-Linked Note Interest Provisions — Not Applicable

(Condition 8)

20. Equity-Linked Interest Note Provisions: — Applicable

(Condition 10)

(A) Single Share Notes/Share Basket Notes:

(i) Weighting for each Share comprising the Basket of Shares: Not Applicable

(ii) Party responsible for calculating the Rate(s) of Interest and/or Interest Morgan Stanley & Co. International plc (the "**Determination Agent**"). The Determination Agent shall act as an expert and not as an agent for the Issuer or the Noteholders. All determinations, considerations

Amount(s): and decisions made by the Determination Agent shall, in the absence of manifest error, wilful default or bad faith, be final and conclusive and the Determination Agent shall have no liability in relation to such determinations except in the case of its wilful default or bad faith.

(iii) Provisions for determining Rate(s) of Interest and/or Interest Amount(s) where calculated by reference to one or more Shares:

Unless an Early Redemption Event occurs, in respect of each Interest Determination Date, an amount (the "**Interest Amount**") per Calculation Amount shall be payable on the corresponding Interest Payment Date$_j$ as determined by the Determination Agent as follows:

(i) If on an Interest Determination Date$_n$, the official closing price of each Underlying is equal to or greater than its respective Coupon Barrier Level, an amount in USD calculated as follows:

Par x [Coupon x n] - Previously Paid Coupons; OR

(ii) Else, 0% of Par;

Where:

n	**Coupon**	**"Coupon Barrier Level" as a percentage of Initial Reference Price**
1	1.6%	70%
2	1.6%	70%
3	1.6%	70%
4	1.6%	70%
5	1.6%	70%
6	1.6%	70%
7	1.6%	70%
8	1.6%	70%
9	1.6%	70%
10	1.6%	70%
11	1.6%	70%
12	1.6%	70%

"**Previously Paid Coupons**" means, in respect of a Specified Interest Payment Date$_n$, the aggregate amount of all Interest Amounts (if any) paid in respect of each Specified Interest Payment Date preceding such Specified Interest Payment Date$_n$.

(iv) Provisions for determining Rate(s) of Interest and/or Interest Amount(s) where

Determination Agent determination.

calculation by reference to one or more Shares is impossible or impracticable or otherwise disrupted:

(v) Interest Determination Date(s): Means, as specified below:

n	Interest Determination Date
1	26 October 2017
2	26 January 2018
3	26 April 2018
4	26 July 2018
5	26 October 2018
6	28 January 2019
7	26 April 2019
8	26 July 2019
9	28 October 2019
10	27 January 2020
11	27 April 2020
12	27 July 2020

Subject to adjustment in accordance with the applicable Business Day Convention if such date is not a Scheduled Trading Day or is a Disrupted Day.

(vi) Interest Period: As set out in Condition 2.1

(vii) Specified Interest Payment Date(s):

n	Specified Interest Payment Date:
1	2 November 2017
2	2 February 2018
3	3 May 2018
4	2 August 2018
5	2 November 2018
6	4 February 2019
7	3 May 2019
8	2 August 2019
9	4 November 2019
10	3 February 2020
11	4 May 2020

12	3 August 2020

Subject to adjustment in accordance with the applicable Business Day Convention.

(viii)	Averaging Date:	Not Applicable
(ix)	Averaging Date Disruption:	Not Applicable
(x)	Observation Date(s):	Not Applicable
(xi)	Observation Period(s):	Not Applicable
(xii)	Additional Disruption Events:	Change in Law, Hedging Disruption, Loss of Stock Borrow and Increased Cost of Hedging shall apply
(xiii)	Business Day Convention:	Following Business Day Convention
(xiv)	Additional Business Centre(s):	Not Applicable
(xv)	Day Count Fraction	Not Applicable
(xvi)	Minimum Rate/Amount of Interest:	Not Applicable
(xvii)	Maximum Rate/Amount of Interest:	Not Applicable
(xviii)	Other special terms and conditions:	**"Business Day"** means a Scheduled Trading Day in respect of the Underlying(s)

21.	Commodity-Linked Interest Note Provisions	Not Applicable
22.	Currency-Linked Interest Note Provisions (Condition 12)	Not Applicable
23.	Inflation-Linked Interest Note Provisions (Condition 13)	Not Applicable
24.	Property-Linked Interest Note Provisions (Condition 14)	Not Applicable
25.	Fund-Linked Interest Note Provisions (Condition 15)	Not Applicable
26.	Credit-Linked Interest Note Provisions (Condition 16)	Not Applicable

PROVISIONS RELATING TO REDEMPTION

27.	Call Option (Condition 21.5)	Not Applicable
28.	Put Option (Condition 21.7)	Not Applicable

29. Autocallable Early Redemption — Applicable

(Condition 18)

(i) Autocallable Early Redemption Observation Date(s): See table below:

n	Autocallable Early Redemption Observation Date(n)	Autocallable Early Redemption Date(n)	Autocall Level(n) (as % of Initial Reference $Price_i$)	Autocallable Early Redemption Amount (as % of Par)
1	26 October 2017	2 November 2017	100%	100%
2	26 January 2018	2 February 2018	100%	100%
3	26 April 2018	3 May 2018	100%	100%
4	26 July 2018	2 August 2018	100%	100%
5	26 October 2018	2 November 2018	100%	100%
6	28 January 2019	4 February 2019	100%	100%
7	26 April 2019	3 May 2019	100%	100%
8	26 July 2019	2 August 2019	100%	100%
9	28 October 2019	4 November 2019	100%	100%
10	27 January 2020	3 February 2020	100%	100%
11	27 April 2020	4 May 2020	100%	100%
12	27 July 2020	3 August 2020	100%	100%

(ii) Autocallable Early Redemption Amount(s) of each Note and method and calculation of such amount(s): If on any Autocallable Early Redemption Observation $Date_n$, the official closing price of each $Underlying_i$ is equal to or greater than its relevant Autocall $Level_n$, the Notes will be automatically redeemed on the corresponding Autocallable Early Redemption $Date_n$ at the Autocallable Early Redemption Amount.

(iii) Autocallable Early Redemption Date(s): See table above.

30. Final Redemption Amount of each Note — Final Redemption Amount specified below

(Condition 21.1)

31. Dual Currency Redemption Provisions — Not Applicable

(Condition 8)

32. Equity-Linked Redemption Provisions: — Applicable

(Condition 10)

(A) Single Share Notes/Share Basket Notes:

(i) Determination Agent — Morgan Stanley & Co. International plc (the

	responsible for calculating the Final Redemption Amount:	"**Determination Agent**"). The Determination Agent shall act as an expert and not as an agent for the Issuer or the Noteholders. All determinations, considerations and decisions made by the Determination Agent shall, in the absence of manifest error, wilful default or bad faith, be final and conclusive and the Determination Agent shall have no liability in relation to such determinations except in the case of its wilful default or bad faith.
(ii)	Provisions for determining Final Redemption Amount:	Unless previously redeemed, or purchased and cancelled in accordance with the Conditions, the Issuer shall redeem the Notes on the Maturity Date at the Final Redemption Amount per Note as determined by the Determination Agent as follows: (i) If on the Determination Date, the Final Reference Price of the Lowest Performing Underlying is equal to or greater than its Geared Put Strike: 100% of Par (ii) If on the Determination Date, the Final Reference Price of the Lowest Performing Underlying is below its Geared Put Strike: Par * Final Reference Price LPU / Geared Put Strike of Lowest Performing Underlying Where: "**Lowest Performing Underlying**" ("**LPU**") means the Underlying which generates the lowest result from the following calculation: [Final Reference Price_i / Initial Reference Price_i] For the avoidance of doubt, if there is more than one Underlying with the lowest result, the Determination Agent shall determine the LPU in its sole discretion "**Geared Put Strike**" means 70 per cent of the Initial Reference Price; "**Final Reference Price_i** " means the official closing price of the Underlying_i on the Determination Date; "**Initial Reference Price_i** " means as specified in the above table at item 15 (A) (i); "**Final Reference Price LPU**" means the Final Reference Price of the Lowest Performing Underlying; and "**Initial Reference Price LPU**" means the Initial Reference Price of the Lowest Performing Underlying.
(iii)	Whether redemption of the Notes will be by (a) Cash Settlement or (b) Physical	Cash Settlement

		Settlement or (c) in certain circumstances depending on the closing price of the Shares, Cash Settlement or Physical Delivery at the option of the Issuer:	
	(iv)	Provisions for determining Final Redemption Amount where calculation by reference to one or more Shares is impossible or impracticable or otherwise disrupted:	Determination Agent determination
	(v)	Weighting for each Underlying:	Not Applicable
	(vi)	Averaging Dates:	Not Applicable
	(vii)	Averaging Date Disruption:	Not Applicable
	(viii)	Observation Date(s):	Not Applicable
	(ix)	Observation Period:	Not Applicable
	(x)	Determination Time(s):	As set out in the Conditions
	(xi)	Delivery provisions for Shares (including details of who is to make such delivery):	Not Applicable
	(xii)	Physical Settlement	Not Applicable
	(xiii)	Additional Disruption Events:	Change in Law, Hedging Disruption, Loss of Stock Borrow and Increased Cost of Hedging shall apply
	(xiv)	Business Day Convention:	Following Business Day Convention
	(xv)	Additional Business Centre(s):	Not Applicable
	(xvi)	Other special terms and conditions:	**"Business Day"** means a Scheduled Trading Day in respect of the Underlying(s)
33.	Commodity-Linked Redemption Provisions (Condition 11)		Not Applicable
34.	Currency-Linked Redemption Provisions (Condition 12)		Not Applicable
35.	Inflation-Linked Redemption Provisions (Condition 13)		Not Applicable
36.	Property-Linked Redemption Provisions		Not Applicable

	(Condition 14)	
37.	Fund-Linked Redemption Provisions (Condition 15)	Not Applicable
38.	Credit-Linked Redemption Provisions (Condition 16)	Not Applicable
39.	Preference Share-Linked Redemption Provisions: (Condition 17)	Not Applicable
40.	(i) Early Redemption Amount upon Event of Default (Condition 26):	Qualified Financial Institution Determination
	(ii) Early redemption amount payable upon an event described in Condition 10.2(b)/10.4(a)(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)/17.4/17.5/17.6:	As provided in Condition 10.2(b)/10.4(a)(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)/17.4/17.5/17.6
	(iii) Early redemption amount(s) per Calculation Amount payable on redemption for taxation reasons: (Condition 21.2/21.3)	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.
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
42.	Substitution of Issuer or Guarantor with non Morgan Stanley Group entities: (Condition 38.2)	Applicable
43.	Governing Law:	English Law

GENERAL PROVISIONS APPLICABLE TO THE NOTES

44.	Form of Notes:	Registered
	(Condition 3)	Global Note Certificate registered in the name of a nominee for a common depositary for Euroclear and Clearstream, Luxembourg, exchangeable for Individual Note Certificates in the limited circumstances described in the Global Note Certificate
45.	Record Date:	As set out in the Conditions
46.	Additional Financial Centre(s) or other special provisions relating to Payment Business Day:	New York only
47.	Determination Agent:	Morgan Stanley & Co. International plc (the "**Determination Agent**"). The Determination Agent shall act as an expert and not as an agent for the Issuer or the Noteholders. All determinations, considerations and decisions made by the Determination Agent shall, in the absence of manifest error, wilful default or bad faith, be final and conclusive and the Determination Agent shall have no liability in relation to such determinations except in the case of its wilful default or bad faith.
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: Applicable
55.	Other terms:	Not Applicable

DISTRIBUTION

56.	If syndicated, of Managers and underwriting commitments (and names and addresses of	Not Applicable

	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)	
	Date of Subscription Agreement:	Not Applicable
	Stabilising Manager(s) (if any):	Not Applicable
57.	If non-syndicated, name and address of Dealer:	Morgan Stanley & Co. International plc 25 Cabot Square London E14 4QA
58.	U.S. Selling Restrictions:	Regulation S
59.	Total commission and concession:	In connection with the offer and sale of the Notes, the Issuer or the Dealer will pay to the Distributor a one time or recurring distribution fee.
60.	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 trading on Global Exchange Market of the Irish Stock Exchange the issue of Notes described herein pursuant to the Regulation S Program for the Issuance of Notes, Series A and B, Warrants and Certificates.

RESPONSIBILITY

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

Signed on behalf of the Issuer:

Morgan Stanley B.V.

TMF Management B.V.
Managing Director

By: ....
Duly authorised

2/8/17

PART B – OTHER INFORMATION

1. **LISTING**

Listings 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. 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.
Estimate of total expenses related to admission to trading:	EUR 600

2. **RATINGS**

Ratings:	The Notes will not be rated

3. **Notes linked to a Relevant Underlying only – PERFORMANCE OF EQUITY/INDEX/COMMODITY/CURRENCY/FUND/FORMULA/OTHER VARIABLE AND OTHER INFORMATION CONCERNING THE UNDERLYING**

Further details on the Underlyings can be found on Bloomberg® page:

Underlying	BBG Code
Danone SA	BN FP Equity
Koninklijke Philips NV	PHIA NA Equity
Siemens AG	SIE GY Equity

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

4. **OPERATIONAL INFORMATION**

ISIN:	XS1639726030
Common Code:	163972603
Any clearing system(s) other than Euroclear Bank S.A./N.V., Clearstream Banking *société anonyme* and the relevant identification number(s):	Not Applicable
Delivery:	Delivery free of payment
Names and addresses of initial Paying Agent(s):	As per the Conditions
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 (and registered in the name of a nominee of one of the ICSDs acting 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 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**	The Issuer has determined that the Notes should not be subject to withholding under Section 871(m) of the Code, and hereby instructs its agents and withholding agents that no withholding is required, unless such agent or withholding agent knows or has reason to know otherwise.
6.	**PROHIBITION OF SALES TO EEA RETAIL INVESTORS:**	Not Applicable

ANNEX 1

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

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

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

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

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

e) you will not, directly or indirectly, distribute or arrange the distribution of the product or disseminate or publish (which for the avoidance of doubt will include the dissemination of any such materials or information via the internet) any materials or carry out any type of solicitation in connection with the product in any country or jurisdiction, except under circumstances that will result in compliance with all applicable Regulations and selling practices, and will not give rise to any liability for the Issuer or Morgan Stanley. For the avoidance of doubt, this includes compliance with the selling restrictions mentioned herein and all applicable sanctions, laws and programs, including without limitation the U.S. Department of Treasury's Office of Foreign Assets Control;

f) To the extent that MSIP pays to you and/or any of your affiliates any fee, commission or non-monetary benefit ("**Remuneration**"), you represent and warrant to us 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.

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.

To the extent that MSIP 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 Issuer or Morgan Stanley of such distribution to UK retail clients.

You acknowledge that where Remuneration is payable, the Issuer and Morgan Stanley are obliged to disclose the amounts and/or basis of such Remuneration.

g) 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 (f) above, or acting otherwise than as required or contemplated herein.