

**MORGAN STANLEY B.V.**

as Issuer

**Legal Entity Identifier (LEI): KG1FTDCK4KNVM3OHB52**

Issue of EUR 5,000,000 Reverse Convertible Notes linked to German Government Bond Yield 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 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 "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 hereunder.

**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 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 AND ANY GUARANTEE IN RESPECT THEREOF, AND THE SECURITIES TO BE DELIVERED ON REDEMPTION OF THE NOTES (IF ANY) MAY NOT BE OFFERED, SOLD, PLEDGED, ASSIGNED, DELIVERED OR OTHERWISE TRANSFERRED OR REDEEMED AT ANY TIME, DIRECTLY OR INDIRECTLY, WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS (AS DEFINED IN REGULATIONS UNDER THE SECURITIES ACT). HEDGING TRANSACTIONS INVOLVING ANY “EQUITY SECURITIES” OF “DOMESTIC ISSUERS” (AS SUCH TERMS ARE DEFINED IN THE SECURITIES ACT AND REGULATIONS THEREUNDER) MAY ONLY BE CONDUCTED IN ACCORDANCE WITH THE SECURITIES ACT. SEE “*SUBSCRIPTION AND SALE*” AND “*NO OWNERSHIP BY U.S. PERSONS*” IN THE ACCOMPANYING OFFERING CIRCULAR DATED 29 JUNE 2018, AND THE SUPPLEMENT TO THE OFFERING CIRCULAR DATED 12 SEPTEMBER 2018, 10 OCTOBER 2018, 8 NOVEMBER 2018, 18 FEBRUARY 2019 AND 21 MARCH 2019. 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, and the supplement to the Offering Circular dated 12 September 2018, 10 October 2018, 8 November 2018, 18 February 2019 and 21 March 2019 (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 Euronext Dublin ([www.ise.ie](http://www.ise.ie)) and the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)).

## Information Concerning Investment Risk and Investors who should seek specialist professional advice

Noteholders and prospective purchasers of Notes should ensure that they understand the nature of the Notes and the extent of their exposure to risk and that they consider the suitability of the Notes as an investment in the light of their own circumstances and financial condition. The amount payable on redemption of the Notes is linked to the performance of the Underlying (as defined herein), and may be less than par. The Notes are not secured debt and are riskier than ordinary debt securities. Investing in the Notes is not equivalent to directly investing in the Underlying. Given the highly specialised nature of these Notes, the Issuer, the Guarantor 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.

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 (based also on the warning above) 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 these non-principal protected Notes entails certain risks including, but not limited to, the following:

### Structure Specific Risks

**The non-principal protected Notes do not guarantee the return of any principal:** The terms of the Notes differ from those of ordinary debt securities in that the Notes do not guarantee the return of any of the principal amount at maturity. At maturity, you will receive an amount per Note that you hold, an amount in cash that depends upon the Final Bund Yield. If the Bund Yield decreases to below Strike1, you will receive an amount in cash that is less than the EUR 100,000 principal amount of each Note and you could lose a significant amount of money on your investment. *A very small absolute percentage-point change in the Bund Yield over the term of the Notes can result in a significant loss on the Notes. You could lose up to 100% of your investment in the Notes.*

**Investors will not participate in any increase in the Bund Yield:** Investors will not participate in any increase in the Bund Yield over the term of the Notes and the return on the Notes will be limited to the Interest Amounts paid on each Interest Payment Date.

**The appreciation potential is fixed and limited:** Where the Bund Yield is greater than or equal to Strike1, the appreciation potential of the Notes is limited to the Interest Amounts, even if the Final Reference Rate is significantly greater than Strike1.

### Bund Yield Specific Risks

**The historical performance of the Bund Yield is not an indication of future performance:** The historical performance of the Bund Yield should not be taken as an indication of future performance during the term of the Notes. Changes in the levels of the Bund Yield will affect the trading price of the Notes, but it is impossible to predict whether such levels will rise or fall. There can be no assurance that the Bund Yield will not decline below Strike1 on the Determination Date, in which case you will lose money on your investment.

**The Bund Yield will be affected by a number of factors:** A number of factors can affect the Bund Yield, including but not limited to: (i) changes in, or perceptions, about the future Bund Yield; (ii) general economic conditions: the economic, financial, political, regulatory and judicial events that affect financial markets generally will affect the Bund Yield; (iii) prevailing interest rates: the Bund Yield is 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 Final Redemption Amount and on the value of the Notes prior to maturity.

**The Bund Yield may be volatile:** The Bund Yield is subject to volatility due to a variety of factors affecting interest rates generally, including but not limited to: (i) sentiment regarding the Federal Republic of Germany and global economies; (ii) expectations regarding the level of price inflation; (iii) sentiment regarding credit quality in the Federal Republic of Germany and global credit markets; (iv) central bank policy regarding interest

rates; and (v) performance of capital markets. The Bund Yield may be volatile, and even a very small absolute change in the Bund Yield over the term of the Notes can result in a significant loss on the Notes. Accordingly, volatility of the Bund Yield may adversely affect your return on the securities.

### **Liquidity Risk**

**Liquidity Risk:** There may be little or no secondary market for the Notes. 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. It is not expected that other broker-dealers will participate significantly in the secondary market for the Notes, therefore, the price at which Noteholders may be able to trade their Notes is likely to depend on the price, if any, at which Dealer is willing to transact. If, at any time, the Dealer were not to make a market in the Notes, it is likely that there would be no secondary market for the Notes. Accordingly, Noteholders should be willing to hold their Notes to maturity.

### **Potential Conflict of Interest Specific Risks**

**Potential Conflict of Interest:** The Determination Agent will determine the Final Bund Yield, the Bund Yield Performance and the Final Redemption Amount. Morgan Stanley and its affiliates (including the Issuer and Determination Agent) may trade the Reference Bond 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 Reference Bond and, accordingly, could affect the value of the Reference Bond and the investor's payout on any Note.

**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 the Bund Yield. 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.

**Our affiliates expect to hedge our obligations under the Notes:** 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 Reference Bond, in option contracts on the Reference Bond or positions in any other available securities or instruments. In addition, our affiliates expect to hedge the obligations under the Notes and they may realize a profit from that expected hedging activity even if investors do not receive a favorable investment return under the terms of the Notes or in any secondary market transaction.

### **Market / Exit Specific Risks**

**The price at which the Notes may be sold prior to maturity will depend on a number of factors and may be substantially less than the amount for which they were originally purchased:** Some of these factors include, but are not limited to: (i) actual or anticipated changes in the level of the Bund Yield, (ii) volatility of the level of the Bund Yield, (iii) changes in interest rates and yields, (iv) any actual or anticipated changes in our credit ratings or credit spreads and (v) time remaining to maturity. Depending on the actual or anticipated level of the Bund Yield, the market value of the Notes may decrease, and you may receive substantially less than 100% of the Issue Price if you are able to sell your securities prior to maturity.

**The rate we are willing to pay for Notes of this type, maturity and issuance size is likely to be lower than the rate implied by our secondary market credit spreads and advantageous to us:** Both the lower rate and the inclusion of costs associated with issuing, selling, structuring and hedging the securities in the original Issue Price reduce the economic terms of the Notes and will adversely affect secondary market prices. Assuming no change in market conditions or any other relevant factors, the prices, if any, at which dealers, including the Dealer, are willing to purchase the Notes in secondary market transactions will likely be lower than the original Issue Price, because secondary market prices will exclude the issuing, selling, structuring and hedging-related costs that are included in the original Issue Price and borne by you and because the secondary market prices will reflect our secondary market credit spreads and the bid-offer spread that any dealer would charge in a secondary market transaction of this type, the costs of unwinding the related hedging transactions as well as other factors. The inclusion of the costs of issuing, selling, structuring and hedging the Notes in the original Issue Price and the lower rate we are willing to pay as Issuer make the economic terms of the securities less favorable to you

than they otherwise would be.

### **Issuer Specific Risks**

**Investors are subject to our credit risk, and any actual or anticipated changes to our credit ratings or credit spreads may adversely affect the market value of the Notes:** Investors are dependent on our ability to pay all amounts due on the Notes on any Interest Payment Dates and at maturity and therefore investors are subject to our credit risk and to changes in the market's view of our creditworthiness. If any companies in the Morgan Stanley Group incur losses with respect to any of their activities, this may have a negative impact on our financial condition. If we default on our obligations under the Notes, your investment would be at risk and you could lose some or all of your investment. 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. As a result, the market value of the Notes prior to maturity will be affected by changes in the market's view of our creditworthiness. Any actual or anticipated decline in our credit ratings or increase in the credit spreads charged by the market for taking our credit risk is likely to adversely affect the value of the securities.

### **Other Risks**

**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.

**The Issuer or the Guarantor may be substituted without the consent of the holders of Notes:** The Issuer may, without the consent of Noteholders and provided certain conditions are satisfied, agree to (i) substitute Morgan Stanley or a subsidiary of Morgan Stanley in place of the Issuer or (ii) substitute a non-Morgan Stanley Group entity in place of the Issuer or the Guarantor (provided that such non-Morgan Stanley Group entity is of at least the equivalent creditworthiness to the Issuer or Guarantor, as applicable).

**In purchasing any Notes, purchasers will be deemed to represent and undertake to the Issuer, the Guarantor, 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 the 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.**

**The Issuer, the Guarantor and the Dealer are not qualified to give legal, tax or accounting advice to its investors and do not purport to do so in this document. Investors 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: Series 11495  
(ii) Tranche Number: 1
3. Specified Currency or Currencies: Euro ("EUR")
4. Aggregate Nominal Amount of the Notes: EUR 5,000,000  
(i) Series: EUR 5,000,000  
(ii) Tranche: EUR 5,000,000
5. Issue Price: 100 per cent. of Par per Note
6. (i) Specified Denominations: EUR 100,000  
(ii) Calculation Amount (Par): EUR 100,000
7. (i) Issue Date: 12 April 2019  
(ii) Trade Date: 1 April 2019  
(iii) Interest Commencement Date: Issue Date  
(iv) Determination Date: 6 April 2020
8. Maturity Date: 14 April 2020, subject to adjustment in accordance with the Business Day Convention in the event such date is not a Business Day.
9. Interest Basis: 5.00 per cent. Fixed Rate  
*(further particulars specified below)*
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  
(iv) Other put/call options: Not Applicable

- |     |                               |                             |
|-----|-------------------------------|-----------------------------|
| 13. | (i) Status of the Notes:      | As set out in Condition 4.1 |
|     | (ii) Status of the Guarantee: | As set out in Condition 4.2 |
| 14. | Method of distribution:       | Non-syndicated              |

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

- |     |  |   |
|-----|--|---|
| 15. | Fixed Rate Note Provisions<br>(Condition 5)  | Applicable  |
|     | (i) Rate(s) of Interest:   | 5.00 per cent. per annum payable in arrear on the Maturity Date |
|     | (ii) Interest Period:  | As set out in Condition 2.1; Unadjusted                         |
|     | (iii) Interest Payment Date(s):  | Maturity Date   |
|     | (iv) Fixed Coupon Amount(s):   | Not Applicable  |
|     | (v) Broken Amount(s):  | Not Applicable  |
|     | (vi) Day Count Fraction:   | 30/360  |
|     | (vii) Business Day Convention:   | Modified Following Business Day Convention                      |
|     | (viii) Additional Business Centre(s):  | London and New York   |
|     | (ix) Other terms relating to the method of calculating interest for Fixed Rate Notes:    | Not Applicable  |
|     | (x) Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s): | Morgan Stanley & Co. International plc                          |
| 16. | Floating Rate Note Provisions<br>(Condition 6)   | Not Applicable  |
| 17. | Zero Coupon Note Provisions<br>(Condition 7)   | Not Applicable  |
| 18. | Dual Currency-Linked Note Interest Provisions<br>(Condition 8)                           | Not Applicable  |
| 19. | Equity-Linked Note Interest Provisions<br>(Condition 10)                                 | Not Applicable  |
| 20. | Commodity-Linked Note Interest Provisions<br>(Condition 11)                              | Not Applicable  |
| 21. | Currency-Linked Note Interest Provisions<br>(Condition 12)                               | Not Applicable  |
| 22. | Inflation-Linked Note Interest Provisions<br>(Condition 13)                              | Not Applicable  |
| 23. | Property-Linked Note Interest Provisions<br>(Condition 14)                               | Not Applicable  |



24. Fund-Linked Note Interest Provisions (Condition 15) Not Applicable
25. Credit-Linked Note Interest Provisions (Condition 16) Not Applicable

**PROVISIONS RELATING TO REDEMPTION**

26. Call Option (Condition 21.5) Not Applicable
27. Put Option (Condition 21.7) Not Applicable
28. Autocallable Early Redemption (Condition 18) Not Applicable
29. Final Redemption Amount of each Note (Condition 21.1) 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 on the Determination Date by the Determination Agent, equal to:

- (i) if the Final Bund Yield is **greater than or equal to Strike1**:

**Calculation Amount**

- (ii) if the Final Bund Yield is **less than Strike1**, an amount determined by the Determination Agent in accordance with the following formula:

$$\text{Calculation Amount} - (\text{Calculation Amount} \times \text{LEV} \times \text{Bund Yield Performance})$$

provided that the Final Redemption Amount shall not be less than zero.

Where:

“**Bund Yield**” means, in respect of any date, the level of the London 12:00 p.m. valuation of the Reference Bond yield corresponding to the ASK price as published on the Bloomberg Screen CBBT (or any successor page) for the Reference Bond on such date. If such rate does not appear on the relevant page on the relevant date, the Bund Yield shall be determined by the Determination Agent in good faith and acting in a commercially reasonable manner.

“**Bund Yield Performance**” means the rate, expressed as a percentage, calculated as follows:

$$\text{MAX}(\text{Strike1} - \text{Final Bund Yield}, 0) - \text{MAX}(\text{Strike2} - \text{Final Bund Yield}, 0)$$

“**Final Bund Yield**” means Bund Yield for the Reference Bond on the Determination Date.

“LEV” or “Leverage” means 200.

“Reference Bond” means the Bund (German Government Bond) issued by the Federal Republic of Germany (ISIN: DE0001102465), maturing on 15 February 2029.

“Strike1” means -0.25 per cent.

“Strike2” means -0.75 per cent.

30.	Dual Currency Redemption Provisions	Not Applicable
31.	Equity-Linked Redemption Provisions	Not Applicable
32.	Commodity-Linked Redemption Provisions	Not Applicable
33.	Currency-Linked Redemption Provisions	Not Applicable
34.	Inflation-Linked Redemption Provisions	Not Applicable
35.	Credit-Linked Redemption Provisions	Not Applicable
36.	Property-Linked Redemption Provisions	Not Applicable
37.	Fund-Linked Redemption Provisions	Not Applicable
38.	Preference Share-Linked Redemption Provisions	Not Applicable
39.	(i) Early Redemption Amount upon Event of Default:  (Condition 26)	Theoretical Value
	(ii) Early redemption amount payable upon an event described in Condition 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:	Not Applicable
	(iii) Early redemption amount(s) per Calculation Amount payable on redemption for taxation reasons:  (Condition 21.3)	Fair Market Value Less Costs
40.	Illegality and Regulatory Event:  (Condition 27)	
	(i) Illegality and Regulatory Event:	Applicable
	(ii) Early Redemption Amount (Illegality and Regulatory Event):	Early Redemption Amount (Illegality and Regulatory Event) – Fair Market Value Less Costs shall apply

41. Substitution of Issuer or Guarantor with non-Morgan Stanley Group entities: Applicable  
(Condition 38.2)
42. Governing Law: English law  
(Condition 40)

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

43. Form of Notes: Registered Notes:  
(Condition 3) Global Note Certificate registered in the name of a common depositary for Euroclear and Clearstream, Luxembourg, exchangeable for Individual Note Certificates in the limited circumstances described in the Global Note Certificate
44. Record Date: The Record Date is one Clearing System Business Day before the relevant due date for payment  
(Condition 22.7)
45. Additional Financial Centre(s) or other special provisions relating to Payment Business Days: London and New York
46. Determination Agent: Morgan Stanley & Co. International plc
47. Details relating to Partly Paid Notes: Not Applicable  
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:
48. Details relating to Instalment Notes: Not Applicable  
amount of each instalment, date on which each payment is to be made:
49. Redenomination, renominalisation and reconventioning provisions: Not Applicable
50. Restrictions on free transferability of the Notes: None
51. Inconvertibility Event Provisions: Not Applicable  
(Condition 19)
52. CNY Center: Not Applicable
53. Taxation:
- (i) Condition 25.1: "Additional Amounts" is Not Applicable
- (ii) Condition 25.4: Implementation of Financial Transaction Tax: Not Applicable

54. Other terms: Condition 6.12 shall be deemed to apply except that references to:
- (i) "Relevant Rates Benchmark" shall be replaced by "Reference Bond"; and
  - (ii) "Interest Determination Date" shall be replaced by "Determination Date".

**DISTRIBUTION**

55. (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
56. If non-syndicated, name and address of Dealer: Morgan Stanley & Co. International plc  
25 Cabot Square  
Canary Wharf  
London E14 4QA
57. U.S. Selling Restrictions: Regulation S
58. 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 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**

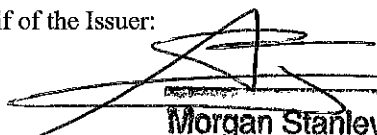
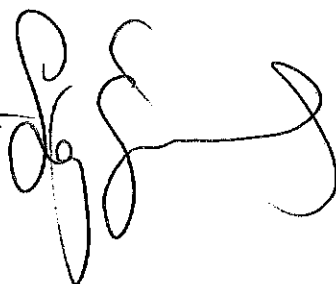
Please see paragraph 5 of Part B – Other Information to this Pricing Supplement for additional information regarding withholding under Section 871(m) of the Code.

**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

12/4/13

## 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.

Estimate of total expenses related to admission to trading: EUR 800

### 2. RATINGS

Ratings: The Notes will not be rated.

### 3. OPERATIONAL INFORMATION

ISIN: XS1414108578

Common Code: 141410857

CFI: DTZXFR

FISN: MORGAN STANLEY/ZERO CPNEMTN  
2020041

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 would allow Eurosystem eligibility: No. Whilst the designation is specified as “no” 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. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intraday credit operations by the Eurosystem at

any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

4. **POTENTIAL SECTION 871(m) TRANSACTION** Not Applicable.
5. **PROHIBITION OF SALES TO EEA RETAIL INVESTORS:** Applicable.
6. **BENCHMARK REGULATION:** 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, warranties, undertakings and acknowledgements from the purchaser to the Issuer, the Dealer and each of their affiliates:

- a) you represent and undertake to the Issuer, the Dealer and each of their affiliates that (i) you are purchasing the Notes as principal (and not as agent or in any other capacity); (ii) none of the Issuer, the Dealer or their affiliates is acting as a fiduciary or an advisor to you in respect of the Notes; (iii) you are not relying upon any representations made by the Issuer, the Dealer or any of their affiliates; (iv) you have consulted with your own legal, regulatory, tax, business, investments, financial, and accounting advisers to the extent that you have deemed necessary, and you have made your own investment, hedging and trading decisions based upon your own judgment and upon any advice from such advisors as you have deemed necessary and not upon any view expressed by the Issuer, the Dealer, each of their respective affiliates or any of their respective directors, officers, employers, agents (each a “**Person**”), (v) you are purchasing the Notes with a full understanding of the terms, conditions and risks thereof and you are capable of and willing to assume those risks and (vi) you are not purchasing the Notes as an extension of credit to the Issuer pursuant to a loan agreement entered into in the ordinary course of its trade or business;
- b) you shall only distribute as principal or, alternatively, acting on a commission basis in your own name for the account of your investors and will not do so as agent for any Morgan Stanley entity (together “**Morgan Stanley**”) who shall assume no responsibility or liability whatsoever in relation to any such distribution. You shall distribute the Notes in your own name and to such customers as you identify in your own discretion, at your own risk and under your sole responsibility. You shall make such enquiries you deem relevant in order to satisfy yourself that prospective investors have the requisite capacity and authority to purchase the Notes and that the Notes are suitable for those investors;
- c) you shall not make any representation or offer any warranty to investors regarding the Notes, the Issuer or Morgan Stanley or make any use of the Issuer’s or Morgan Stanley’s name, brand or intellectual property which is not expressly authorised and you shall not represent that you are acting as an agent of Morgan Stanley in such distribution. You acknowledge that neither the Issuer nor Morgan Stanley assume any responsibility or liability whatsoever in relation to any representation or warranty you make in breach hereof;
- d) if you distribute any material prepared and transmitted by the Issuer or by Morgan Stanley, you shall only distribute the entire material and not parts thereof. Any material you, or any third party you engage on your behalf, prepare shall be true and accurate in all material respects and consistent in all material respects with the content of the Offering Circular and this Pricing Supplement and shall not contain any omissions that would make them misleading. You shall only prepare and distribute such material in accordance with all applicable laws, regulations, codes, directives, orders and/or regulatory requirements, rules and guidance in force from time to time (“**Regulations**”). You acknowledge that neither the Issuer nor Morgan Stanley shall have any liability in respect of such material which shall, for the avoidance of doubt, at all times be your sole responsibility;
- e) you acknowledge and agree that the Issuer, the Dealer and each of their affiliates are not providing and have not provided investment advice to you or your investors in relation to any Notes. You have taken and shall take your own advice and you agree to make your own independent assessment of whether the Notes are suitable and appropriate investments for yourself and, if you on-sell the Notes, you and your investors agree and acknowledge that neither of you have relied upon and are not relying upon on any advice, counsel or representations (whether oral or in writing) of the Issuer, the Dealer or any of their affiliates as a recommendation to purchase the Notes or as any form of investment advice;
- f) you represent and undertake to the Issuer, the Dealer and each of their affiliates that (i) you will not, directly or indirectly, offer, sell or arrange the sale of any Notes or distribute or publish any offering materials (which for the avoidance of doubt will include any offering circular, prospectus, marketing materials, form of application, advertisement, other document or information) or carry

out any type of solicitation in connection with the Notes (in either case in any manner whatsoever, including via the internet) in any country or jurisdiction, except under circumstances that will result in compliance with any applicable law and regulations (including, for the avoidance of doubt, Rule 903(a) and 903(b)(2) of Regulation S of the Securities Act), and that will not constitute a public offering of the Notes as such term is understood under the applicable laws of the relevant country or jurisdiction, or give rise to any liability for any Person and (ii) in relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a "Relevant Member State"), with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the "Relevant Implementation Date") you have not made and will not make an offer of any Notes to the public in that Relevant Member State except that it may, with effect from and including the Relevant Implementation Date, make an offer of such Notes to the public in that Relevant Member State: (aa) if an offer of those Notes may be made other than pursuant to Article 3(2) of the Prospectus Directive in that Relevant Member State, following the date of publication of a prospectus in relation to such Notes which has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that Relevant Member State, in accordance with the Prospectus Directive, in the period beginning and ending on the dates specified in such prospectus; (bb) at any time to any legal entity which is a qualified investor as defined in the Prospectus Directive; or (cc) at any time in any other circumstances falling within Article 3(2) of the Prospectus Directive (but excluding Article 3(2)(b) (offers to fewer than 150 natural or legal persons)), provided that no such offer of Notes referred to in (bb) or (cc) above shall require the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or to supplement a prospectus pursuant to Article 16 of the Prospectus Directive. For the purposes of this provision, the expression an "offer of Notes to the public" in relation to any Notes in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe the Notes, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State, the expression "**Prospectus Directive**" means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State) and includes any relevant implementing measure in the Relevant Member State and the expression "2010 PD Amending Directive" means Directive 2010/73/EU;

- g) you (i) acknowledge that the Notes have not been and will not be registered under the Securities Act or any securities laws of any state of the United States and are subject to U.S. tax requirements; (ii) agree that you and each of your affiliates will not offer, sell, transfer or deliver, at any time, any of the Notes, directly or indirectly, in the United States (which term includes the territories, the possessions and all other areas subject to the jurisdiction of the United States of America) or to for the account or benefit of any U.S. Person (as defined in Regulation S under the Securities Act and the Internal Revenue Code); and (iii) undertake to the Issuer, the Dealer and each of their affiliates that all offers, sales and arrangements of sales of any Notes by you will be made on terms requiring the person(s) with whom it is dealing to undertake as set out in (i), (ii) and (iii) above;
- h) you shall comply and shall procure that your affiliates, as appropriate, shall comply, with all applicable selling restrictions in respect of the sale of the Notes in any jurisdiction, including, without limitation those set out in the prospectus, and restrictions and requirements set out in the issue documents and any other regulations relating to the offer, sale or transfer of any Notes;
- i) you will not, directly or indirectly, distribute or arrange the distribution of the product or disseminate or publish (which for the avoidance of doubt will include the dissemination of any such materials or information via the internet) any materials or carry out any type of solicitation in connection with the product in any country or jurisdiction, except under circumstances that will result in compliance with all applicable Regulations and selling practices, and will not give rise to any liability for the Issuer or Morgan Stanley. For the avoidance of doubt, this includes compliance with the selling restrictions mentioned herein;
- j) if you receive any fee, rebate or discount, you shall not be in breach of any Regulations or customer or contractual requirements or obligations and you shall, where required to do so (whether by any applicable Regulations, contract, fiduciary obligation or otherwise), disclose such fees, rebates and discounts to your investors. You acknowledge that where fees are payable, or rebates or discounts



applied, the Issuer and Morgan Stanley are obliged to disclose the amounts and/or basis of such fees, rebates or discounts at the request of any of your investors or where required by any applicable Regulations; and

- k) you agree and undertake (on an after-tax basis) to indemnify and hold harmless and keep indemnified and held harmless the Issuer, the Dealer and each of their respective affiliates and their respective directors, officers and controlling persons from and against any and all losses, actions, claims, damages and liabilities (including without limitation any fines or penalties and any legal or other expenses incurred in connection with defending or investigating any such action or claim) caused directly or indirectly by you or any of your affiliates or agents failing to comply with any of the provisions set out in (a) to (j) above, or acting otherwise than as required or contemplated herein.