

THIRD REGISTRATION DOCUMENT SUPPLEMENT

Morgan Stanley

MORGAN STANLEY

(incorporated under the laws of the State of Delaware in the United States of America)

MORGAN STANLEY & CO. INTERNATIONAL plc

(incorporated with limited liability in England and Wales)

MORGAN STANLEY B.V.

(incorporated with limited liability in the Netherlands)

and

MORGAN STANLEY FINANCE LLC

(formed under the laws of the State of Delaware in the United States of America)

Morgan Stanley, Morgan Stanley & Co. International plc (“**MSI plc**”), Morgan Stanley B.V. (“**MSBV**”) and Morgan Stanley Finance LLC (“**MSFL**”) have prepared this third supplement to the registration document (the “**Third Registration Document Supplement**”) to supplement and be read in conjunction with the registration document dated 9 June 2017 (the “**Registration Document**”) of Morgan Stanley, MSI plc, MSBV and MSFL, as supplemented by the first registration document supplement dated 25 August 2017 (the “**First Registration Document Supplement**”) and the second registration document supplement dated 18 October 2017 (the “**Second Registration Document Supplement**”).

Status of Supplement

This Third Registration Document Supplement has been approved by the Luxembourg Commission de Surveillance du Secteur Financier (the “**CSSF**”) which is the Luxembourg competent authority for the purpose of Directive 2003/71/EC, as amended (the “**Prospectus Directive**”) and relevant implementing measures in Luxembourg as a registration document supplement prepared in compliance with Article 16.1 of the Prospectus Directive and relevant implementing measures in Luxembourg.

Unless otherwise defined in this Third Registration Document Supplement, terms defined in the Registration Document (as supplemented by the First Registration Document Supplement and the Second Registration Document Supplement) shall have the same meaning when used in this Third Registration Document Supplement. To the extent that there is any inconsistency between any statement in, or incorporated by reference in, this Third Registration Document Supplement and any other statement in, or incorporated by reference in, the Registration Document (as supplemented by the First Registration Document Supplement and the Second Registration Document Supplement), the statements in this Third Registration Document Supplement will prevail.

This Third Registration Document Supplement constitutes a supplement to and should be read in conjunction with, the Registration Document (as supplemented by the First Registration Document Supplement and the Second Registration Document Supplement).

Information being supplemented

The purpose of this Third Registration Document Supplement is to:

- (a) disclose the publication by Morgan Stanley of its Quarterly Report on Form 10-Q for the quarterly period ended 30 September 2017 (the “**Morgan Stanley September 2017 10-Q**”) and incorporate as set out in “Part A” of this Third Registration Document Supplement;
- (b) make certain consequential amendments to the Registration Document pursuant to the publication of the Morgan Stanley September 2017 10-Q, as set out in “Part B” of this Third Registration Document Supplement; and

- (c) make an amendment to the section entitled “Selected Financial Information of Morgan Stanley B.V.”, as set out in “Part C” of this Third Registration Document Supplement.

Responsibility

Each of the Responsible Persons (as defined below) accepts responsibility for the information contained in the relevant document and confirms that, to the best of its knowledge, having taken all reasonable care to ensure that such is the case, the information contained in the relevant document is in accordance with the facts and does not omit anything likely to affect the import of such information.

“**Responsible Person**” means Morgan Stanley with regard to the Morgan Stanley third registration document supplement (the “**Morgan Stanley Third Registration Document Supplement**”) which comprises the Morgan Stanley Registration Document and this Third Registration Document Supplement.

General

Save as disclosed in this Third Registration Document Supplement, no significant new factor, material mistake or inaccuracy relating to information included in the Registration Document (as supplemented by the First Registration Document Supplement and the Second Registration Document Supplement) has arisen since the publication of the Registration Document (as supplemented by the First Registration Document Supplement and the Second Registration Document Supplement).

Any information or documents incorporated by reference into the Morgan Stanley September 2017 10-Q are not incorporated by reference into this Third Registration Document Supplement as such information or documents are either not relevant for the investor in any securities issued by Morgan Stanley, MSI plc, MSBV or MSFL (as applicable) or are covered in the relevant securities note or summary which comprise the relevant prospectus in respect of such securities.

This Third Registration Document Supplement and the Morgan Stanley September 2017 10-Q are available for viewing, and copies may be obtained from, in the case of the Morgan Stanley September 10-Q, the offices of Morgan Stanley and, in the case of this Third Registration Document Supplement, the offices of each of Morgan Stanley, MSI plc, MSBV and MSFL.

This Third Registration Document Supplement is available on Morgan Stanley's website at <http://sp.morganstanley.com/EU/Documents> and on the website of the Luxembourg Stock Exchange at www.bourse.lu.

The Morgan Stanley September 2017 10-Q is available on Morgan Stanley's website at <http://www.morganstanley.com/about-us-ir/> and on the website of the Luxembourg Stock Exchange at www.bourse.lu.

28 November 2017

MORGAN STANLEY

MORGAN STANLEY & CO. INTERNATIONAL PLC

MORGAN STANLEY B.V.

MORGAN STANLEY FINANCE LLC

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PART A - INCORPORATION BY REFERENCE

This Third Registration Document Supplement incorporates by reference those sections of the documents identified in the cross-reference table below and supplements and must be read in conjunction with the section entitled "Information Incorporated by Reference" contained on pages 18-25 of the Registration Document.

This Third Registration Document Supplement is available on Morgan Stanley's website at <http://sp.morganstanley.com/EU/Documents> and on the website of the Luxembourg Stock Exchange at www.bourse.lu.

The Morgan Stanley September 2017 10-Q is available on Morgan Stanley's website at <http://www.morganstanley.com/about-us-ir/> and on the website of the Luxembourg Stock Exchange at www.bourse.lu.

The following documents and/or information shall be deemed to be incorporated by reference in, and form a part of, the Registration Document:

Document filed	Information incorporated by reference	Page(s)
Morgan Stanley		
Quarterly Report on Form 10-Q for the quarterly period ended 30 September 2017	(1) Management's Discussion and Analysis of Financial Condition and Results of Operations	1-31
	(2) Quantitative and Qualitative Disclosures about Market Risk	32-41
	(3) Controls and Procedures	42
	(4) Report of Independent Registered Public Accounting Firm	43
	(5) Consolidated Financial Statements and Notes	44-91
	(6) Consolidated Income Statements (Unaudited)	44
	(7) Consolidated Comprehensive Income Statements (Unaudited)	45
	(8) Consolidated Balance Sheets (Unaudited at September 30, 2017)	46
	(9) Consolidated Statements of Changes in Total Equity (Unaudited)	47
	(10) Consolidated Cash Flow Statements (Unaudited)	48
	(11) Notes to Consolidated Financial Statements (Unaudited)	49-91
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	(13) Legal Proceedings	95
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This Third Registration Document Supplement expressly does not incorporate by reference the documents and/or information identified in the cross-reference table below, as they are not relevant for investors.

Document incorporated by reference

Information not incorporated by reference

Morgan Stanley

Quarterly Report on Form 10-Q for the quarterly period ended 30 September 2017

Exhibits
Exhibit Index

PART B - CONSEQUENTIAL AMENDMENTS TO THE REGISTRATION DOCUMENT

The Registration Document is hereby amended as follows:

- On page 61 of the Registration Document, the paragraph under the heading “*Significant Change*” shall be deemed to be deleted in its entirety and replaced by the following:

“There has been no significant change in the financial or trading position of Morgan Stanley since 30 September 2017.”

- The section entitled “*Selected Financial Information of Morgan Stanley*” on page 68 of the Registration Document shall be deemed to be deleted in its entirety and replaced by the following:

“The remainder of this section contains selected financial information of Morgan Stanley relating to the years ended 31 December 2015 and 31 December 2016 and to the quarterly periods ended 30 September 2016 and 30 September 2017. The information set out below is derived from the audited financial statements included in Morgan Stanley’s Annual Report on Form 10-K for the year ended 31 December 2016 and the unaudited financial statements included in Morgan Stanley’s Quarterly Report on Form 10-Q for the quarterly period ended 30 September 2017.

Consolidated Balance Sheets <i>(U.S.\$ in millions)</i>	At 31 December 2015	At 31 December 2016	At 30 September 2016 (unaudited)	At 30 September 2017 (unaudited)
<i>Total assets</i>	787,465	814,949	813,891	853,693
<i>Total liabilities and equity</i>	787,465	814,949	813,891	853,693
Consolidated Income Statements (U.S.\$ in millions)	At 31 December 2015	At 31 December 2016	Nine months ended 30 September 2016 (unaudited)	Nine months ended 30 September 2017 (unaudited)
<i>Net revenues</i>	35,155	34,631	25,610	28,445
<i>Income from continuing operations before income taxes</i>	8,495	8,848	6,602	7,932
<i>Net income</i>	6,279	6,123	4,443	5,553

”

- The following text shall be deemed to be incorporated after the section entitled “*Morgan Stanley First Quarterly Report*” on page 50 of the Registration Document:

“Morgan Stanley Third Quarterly Report

The following is an extract from the section entitled “Legal Proceedings” of Morgan Stanley’s Quarterly Report on Form 10-Q for the quarterly period ended 30 September 2017.

The following new matters and developments have occurred since previously reporting certain matters in the Firm’s Annual Report on Form 10-K for the year ended December 31, 2016 (the “Form 10-K”), the Firm’s Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2017 (the “First Quarter Form 10-Q”) and the Firm’s Quarterly Report on Form 10-Q for the period ending June 30, 2017 (the “Second Quarter Form 10-Q”). See also the disclosures set forth under “Legal Proceedings” in Part I, Item 3 of the Form 10-K, Part II, Item 1 of the First Quarter Form 10-Q and Part II, Item 1 of the Second Quarter Form 10-Q.”

- The section entitled “*Residential Mortgage and Credit Crisis Related Matters*” on page 51 of the Registration Document shall be deemed to incorporate the entirety of the section entitled

“Residential Mortgage and Credit Crisis Related Matters” on page 95 of the Morgan Stanley September 2017 10-Q.

5. The section entitled *“Other Litigation”* on page 51 of the Registration Document shall be deemed to incorporate the entirety of the section entitled *“Other Matters”* on page 95 of the Morgan Stanley September 2017 10-Q.
6. The section entitled *“Contingencies”* on page 51 of the Registration Document shall be deemed to incorporate the entirety of the section entitled *“Contingencies”* on pages 77-80 of the Morgan Stanley September 2017 10-Q.
7. The last two paragraphs in section entitled *“Legal Proceedings and Contingencies”* on page 60 of the Registration Document shall be deemed to be deleted in its entirety and replaced by the following:

“Save as disclosed in:

(a) the section entitled "Legal Proceedings" in Part I, Item 3 at pages 23-28 and in the paragraphs beginning with "Legal" under the heading "Contingencies" under the heading "Commitments, Guarantees and Contingencies" in "Notes to Consolidated Financial Statements" in Part II, Item 12 at pages 156-160 of Morgan Stanley's Annual Report on Form 10-K for the year ended 31 December 2016;

(b) the paragraphs beginning with "Legal" under the heading "Contingencies" under the heading "Commitments, Guarantees and Contingencies" in "Notes to Condensed Consolidated Financial Statements (Unaudited)" at pages 75-78 and the section entitled "Legal Proceedings" at page 91 of Morgan Stanley's Quarterly Report on Form 10-Q for the quarterly period ended 31 March 2017;

(c) the paragraphs beginning with "Legal" under the heading "Contingencies" under the heading "Commitments, Guarantees and Contingencies" in "Notes to Condensed Consolidated Financial Statements" at pages 78-81 and the section entitled "Legal Proceedings" at pages 96-97 of Morgan Stanley's Quarterly Report on Form 10-Q for the quarterly period ended 30 June 2017;

(d) the paragraphs beginning with “Legal” under the heading “Contingencies” under the heading “Commitments, Guarantees and Contingencies” in “Notes to Condensed Consolidated Financial Statements” at pages 77-80 and the section entitled “Legal Proceedings” at page 95 of Morgan Stanley's Quarterly Report on Form 10-Q for the quarterly period ended 30 September 2017; and

(e) in this section "Legal Proceedings and Contingencies" of the Registration Document (as supplemented by the First Registration Document Supplement and the Second Registration Document Supplement),

there are no, nor have there been, any governmental, legal or arbitration proceedings involving Morgan Stanley (including any such proceedings which are pending or threatened of which Morgan Stanley is aware) during the 12-month period before the date of this Registration Document which may have, or have had in the recent past, a significant effect on the financial position or profitability of Morgan Stanley or the Morgan Stanley Group.”

**PART C - AMENDMENT TO THE SELECTED FINANCIAL INFORMATION OF MORGAN
STANLEY B.V.**

1. The figure for the total liabilities of MSBV on 31 December 2016 in the third paragraph of page 79 of the Registration Document that reads “EUR 9,530,847” shall be deleted in its entirety and replaced by the correct figure of “EUR 9,530,847,000”.