MORGAN STANLEY
Form 424B2
September 18, 2018

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities Offered	*Maximum Aggregate Offering Price*	*Amount of Registration Fee*
Contingent Income Auto-Callable Securities due 2026	$1,001,000	$124.62

September 2018

Pricing Supplement No. 978

Registration Statement Nos. 333-221595; 333-221595-01

Dated September 14, 2018

Filed pursuant to Rule 424(b)(2)

Morgan Stanley Finance LLC

Structured Investments

Opportunities in U.S. and International Equities

Contingent Income Buffered Auto-Callable Securities due March 19, 2026, With 1-year Initial Non-Call Period

All Payments on the Securities Based on the Worst Performing of the NASDAQ-100 Index® and the iShares® MSCI Emerging Markets ETF

Fully and Unconditionally Guaranteed by Morgan Stanley

Principal at Risk Securities

The securities are unsecured obligations of Morgan Stanley Finance LLC ("MSFL") and are fully and unconditionally guaranteed by Morgan Stanley. The securities have the terms described in the accompanying product supplement, index supplement and prospectus, as supplemented or modified by this document. The securities do not provide for the regular payment of interest and provide a minimum payment at maturity of only 25% of the stated principal amount. Instead, the securities will pay a contingent monthly coupon **but only if** the determination closing level of **each of the NASDAQ-100 Index® and the iShares® MSCI Emerging Markets ETF**, which we refer to as the underlyings, is **at or above** 75% of its respective initial level, which we refer to as the coupon barrier level, on the related observation date. If, however, the determination closing level of **either of the underlyings** is less than its respective coupon barrier level on any observation date, we will pay no interest for the related monthly period. Beginning after one year, the securities will be automatically redeemed if the determination closing level of each of the underlyings is **greater than or equal to** its respective initial level on any monthly redemption determination date for the early redemption payment equal to the sum of the stated principal amount plus the related contingent monthly coupon. No further payments will be made on the securities once they have been redeemed. At maturity, if the securities have not previously been redeemed and the final level of each of the underlyings is **greater than or equal to** 75% of its respective initial level, meaning that **neither** of the underlyings has declined by an amount greater than the buffer amount of 25%, the payment at maturity will be the stated principal amount and the related contingent monthly coupon. However, if the final level of **either** of the underlyings is **less than** 75% of its respective initial level, meaning that **either** of the underlyings has declined by an amount greater than the buffer amount of 25%, investors will lose 1% for every 1% decline in the final level of the worst performing underlying from its initial level beyond the buffer amount of 25%. **Accordingly, investors in the securities must be willing to accept the risk of losing up to 75% of their initial investment and also the risk of not receiving any contingent monthly coupons throughout the 7.5-year term of the securities.** These long-dated securities are for investors who are willing to risk their principal and seek an opportunity to earn interest at a potentially above-market rate in exchange for the risk of receiving no monthly interest over the entire 7.5-year term and in exchange for the possibility of an automatic early redemption prior to maturity. Because the payment of contingent monthly coupons is based on the worst performing of the underlyings, the fact that the securities are linked to two underlyings does not provide any asset diversification benefits and instead means that a decline in the level of either of the underlyings below the relevant coupon barrier level will result in no contingent monthly coupons, even if the other underlying closes at or above its respective coupon barrier level. Because all payments on the securities are based on the worst performing of the underlyings, a decline of either of the underlyings by an amount greater than the buffer amount as of the final observation date will result in a loss of your investment, even if the other underlying has appreciated or has not declined as much. Investors will not participate in any appreciation of either of the underlyings. The securities are notes issued as part of MSFL's Series A Global Medium-Term Notes program.

All payments are subject to our credit risk. If we default on our obligations, you could lose some or all of your investment. These securities are not secured obligations and you will not have any security interest in, or otherwise have any access to, any underlying reference asset or assets.

FINAL TERMS

Issuer:	Morgan Stanley Finance LLC
Guarantor:	Morgan Stanley
Underlyings:	NASDAQ-100 Index® (the "NDX Index") and iShares® MSCI Emerging Markets ETF (the "EEM Shares")
Aggregate principal amount:	$1,001,000
Stated principal amount:	$1,000 per security
Issue price:	$1,000 per security
Pricing date:	September 14, 2018
Original issue date:	September 19, 2018 (3 business days after the pricing date)
Maturity date:	March 19, 2026
Early redemption:	**The securities are not subject to automatic early redemption until approximately one year after the original issue date.** Following this initial 1-year non-call period, if, on any redemption determination date, beginning on September 16, 2019, the determination closing level of **each of the underlyings** is greater than or equal to its respective initial level, the securities will be automatically redeemed for an early redemption payment on the related early redemption date. No further payments will be made on the securities once they have been redeemed. **The securities will not be redeemed early on any early redemption date if the determination closing level of either of the underlyings is below its respective initial level on the related**

	redemption determination date.
Early redemption payment:	The early redemption payment will be an amount equal to (i) the stated principal amount for each security you hold *plus* (ii) the contingent monthly coupon with respect to the related observation date.
Determination closing level:	With respect to the NDX Index, the index closing value for such underlying on any redemption determination date or observation date (other than the final observation date) With respect to the EEM Shares, the closing price for such underlying on any redemption determination date or observation date (other than the final observation date) *times* the adjustment factor on such redemption determination date or observation date, as applicable
Redemption determination dates:	Starting on September 16, 2019, monthly, as set forth under "Observation Dates, Redemption Determination Dates, Coupon Payment Dates and Early Redemption Dates," subject to postponement for non-index business days, non-trading days and certain market disruption events
Early redemption dates:	Starting on September 19, 2019, monthly. See "Observation Dates, Redemption Determination Dates, Coupon Payment Dates and Early Redemption Dates" below. If any such day is not a business day, that early redemption payment, if payable, will be made on the next succeeding business day and no adjustment will be made to any early redemption payment made on that succeeding business day.
Contingent monthly coupon:	A *contingent* monthly coupon at an annual rate of 8.55% (corresponding to approximately $7.125 per month per security) will be paid on the securities on each coupon payment date ***but only if*** the determination closing level of **each of the underlyings** is at or above its respective coupon barrier level on the related observation date. **If, on any observation date, the determination closing level of either of the underlyings is less than its respective coupon barrier level, no contingent monthly coupon will be paid with respect to that observation date. It is possible that one or both of the underlyings will remain below their respective coupon barrier levels for extended periods of time or even throughout the entire 7.5-year term of the securities so that you will receive few or no contingent monthly coupons.**
Coupon barrier level:	With respect to the NDX Index, 5,659.122, which is equal to 75% of its initial level With respect to the EEM Shares, $31.47, which is equal to 75% of its initial level
Buffer amount:	With respect to each of the underlyings, 25%. As a result of the buffer amount of 25%, the level at or above which each of the underlyings must close on the final observation date so that investors do not suffer a loss on their initial investment in the securities is as follows: With respect to the NDX Index, 5,659.122, which is equal to 75% of its initial level With respect to the EEM Shares, $31.47, which is equal to 75% of its initial level
Payment at maturity:	If the securities are not redeemed prior to maturity, investors will receive a payment at maturity determined as follows: · If the final level of **each of the underlyings** is **greater than or equal to** 75% of its respective initial level, meaning that **neither** of the underlyings has decreased by an amount greater than the buffer amount of 25% from its respective initial level: the stated principal amount and the contingent monthly coupon with respect to the final observation date · If the final level of **either of the underlyings is less than** 75% of its respective initial level, meaning that **either** of the underlyings has decreased by an amount greater than the buffer amount of 25% from its respective initial level:

$1,000 + [$1,000 x (underlying percent change of the worst performing underlying + 25%)]

Under these circumstances, the payment at maturity will be less than the stated principal amount of $1,000. However, under no circumstances will the securities pay less than the minimum payment at maturity of $250 per security.

Terms continued on the following page

Agent:	Morgan Stanley & Co. LLC (“MS & Co.”), an affiliate of MSFL and a wholly owned subsidiary of Morgan Stanley. See “Supplemental information regarding plan of distribution; conflicts of interest.”
Estimated value on the pricing date:	$981.80 per security. See “Investment Summary” beginning on page 4.

Commissions and issue price:	**Price to public**	**Agent’s commissions**[(1)]	**Proceeds to us**[(2)]
Per security	$1,000	$10	$990
Total	$1,001,000	$10,010	$990,990

(1) Selected dealers and their financial advisors will collectively receive from the agent, MS & Co., a fixed sales commission of $10 for each security they sell. See “Supplemental information regarding plan of distribution; conflicts of interest.” For additional information, see “Plan of Distribution (Conflicts of Interest)” in the accompanying product supplement.

(2) See “Use of proceeds and hedging” on page 25.

The securities involve risks not associated with an investment in ordinary debt securities. See “Risk Factors” beginning on page 10.

The Securities and Exchange Commission and state securities regulators have not approved or disapproved these securities, or determined if this document or the accompanying product supplement, index supplement and prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The securities are not deposits or savings accounts and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency or instrumentality, nor are they obligations of, or guaranteed by, a bank.

You should read this document together with the related product supplement, index supplement and prospectus, each of which can be accessed via the hyperlinks below. Please also see “Additional Information About the Securities” at the end of this document.

As used in this document, “we,” “us” and “our” refer to Morgan Stanley or MSFL, or Morgan Stanley and MSFL collectively, as the context requires.

Product Supplement for Auto-Callable Securities dated November 16, 2017	**Index Supplement dated November 16, 2017**	**Prospectus dated November 16, 2017**

Morgan Stanley Finance LLC
Contingent Income Buffered Auto-Callable Securities due March 19, 2026, With 1-year Initial Non-Call Period

All Payments on the Securities Based on the Worst Performing of the NASDAQ-100 Index® and the iShares® MSCI Emerging Markets ETF

Principal at Risk Securities
Terms continued from previous page:

Initial level:	With respect to the NDX Index, 7,545.496, which is the index closing value for such underlying on the pricing date With respect to the EEM Shares, $41.96, which is the closing price for such underlying on the pricing date
Coupon payment dates:	Monthly, as set forth under "Observation Dates, Redemption Determination Dates, Coupon Payment Dates and Early Redemption Dates" below. If any such day is not a business day, that coupon payment will be made on the next succeeding business day and no adjustment will be made to any coupon payment made on that succeeding business day; *provided further* that the contingent monthly coupon, if any, with respect to the final observation date shall be paid on the maturity date.
Observation dates:	Monthly, as set forth under "Observation Dates, Redemption Determination Dates, Coupon Payment Dates and Early Redemption Dates" below, subject, independently in the case of each of the underlyings, to postponement for non-index business days, non-trading days and certain market disruption events. We also refer to March 16, 2026 as the final observation date.
Final level:	With respect to the NDX Index, the index closing value of the NDX Index on the final observation date With respect to the EEM Shares, the closing price of one EEM Share on the final observation date *times* the adjustment factor on such date
Minimum payment at maturity:	$250 per security (25% of the stated principal amount)
Adjustment factor:	With to the EEM Shares, 1.0, subject to adjustment in the event of certain events affecting the EEM Shares
Worst performing underlying:	The underlying with the larger percentage decrease from the respective initial level to the respective final level
Underlying percent change:	With respect to each underlying: (final level – initial level) / initial level
CUSIP / ISIN:	61768DEN1 / US61768DEN12
Listing:	The securities will not be listed on any securities exchange.

Observation Dates / Redemption Determination Dates	Coupon Payment Dates / Early Redemption Dates
October 15, 2018*	October 18, 2018*
November 14, 2018*	November 19, 2018*
December 14, 2018*	December 19, 2018*
January 14, 2019*	January 17, 2019*
February 14, 2019*	February 20, 2019*
March 14, 2019*	March 19, 2019*
April 15, 2019*	April 18, 2019*
May 14, 2019*	May 17, 2019*
June 14, 2019*	June 19, 2019*
July 15, 2019*	July 18, 2019*

August 14, 2019*	August 19, 2019*
September 16, 2019	September 19, 2019
October 14, 2019	October 17, 2019
November 14, 2019	November 19, 2019
December 16, 2019	December 19, 2019
January 14, 2020	January 17, 2020
February 14, 2020	February 20, 2020
March 16, 2020	March 19, 2020
April 14, 2020	April 17, 2020
May 14, 2020	May 19, 2020
June 15, 2020	June 18, 2020
July 14, 2020	July 17, 2020
August 14, 2020	August 19, 2020
September 14, 2020	September 17, 2020
October 14, 2020	October 19, 2020
November 16, 2020	November 19, 2020
December 14, 2020	December 17, 2020
January 14, 2021	January 20, 2021
February 16, 2021	February 19, 2021
March 15, 2021	March 18, 2021
April 14, 2021	April 19, 2021
May 14, 2021	May 19, 2021
June 14, 2021	June 17, 2021
July 14, 2021	July 19, 2021
August 16, 2021	August 19, 2021
September 14, 2021	September 17, 2021
October 14, 2021	October 19, 2021
November 15, 2021	November 18, 2021
December 14, 2021	December 17, 2021
January 14, 2022	January 20, 2022
February 14, 2022	February 17, 2022
March 14, 2022	March 17, 2022
April 14, 2022	April 20, 2022
May 16, 2022	May 19, 2022
June 14, 2022	June 17, 2022
July 14, 2022	July 19, 2022
August 15, 2022	August 18, 2022
September 14, 2022	September 19, 2022
October 14, 2022	October 19, 2022
November 14, 2022	November 17, 2022
December 14, 2022	December 19, 2022
January 17, 2023	January 20, 2023
February 14, 2023	February 17, 2023
March 14, 2023	March 17, 2023

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All Payments on the Securities Based on the Worst Performing of the NASDAQ-100 Index® and the iShares® MSCI Emerging Markets ETF

Principal at Risk Securities

April 14, 2023	April 19, 2023
May 15, 2023	May 18, 2023
June 14, 2023	June 19, 2023
July 14, 2023	July 19, 2023
August 14, 2023	August 17, 2023
September 14, 2023	September 19, 2023
October 16, 2023	October 19, 2023
November 14, 2023	November 17, 2023
December 14, 2023	December 19, 2023
January 16, 2024	January 19, 2024
February 14, 2024	February 20, 2024
March 14, 2024	March 19, 2024
April 15, 2024	April 18, 2024
May 14, 2024	May 17, 2024
June 14, 2024	June 19, 2024
July 15, 2024	July 18, 2024
August 14, 2024	August 19, 2024
September 16, 2024	September 19, 2024
October 14, 2024	October 17, 2024
November 14, 2024	November 19, 2024
December 16, 2024	December 19, 2024
January 14, 2025	January 17, 2025
February 14, 2025	February 20, 2025
March 14, 2025	March 19, 2025
April 14, 2025	April 17, 2025
May 14, 2025	May 19, 2025
June 16, 2025	June 19, 2025
July 14, 2025	July 17, 2025
August 14, 2025	August 19, 2025
September 15, 2025	September 18, 2025
October 14, 2025	October 17, 2025
November 14, 2025	November 19, 2025
December 15, 2025	December 18, 2025
January 14, 2026	January 20, 2026
February 17, 2026	February 20, 2026
March 16, 2026 (final observation date)	March 19, 2026 (maturity date)

*The securities are not subject to automatic early redemption until the twelfth coupon payment date, which is September 19, 2019.

Morgan Stanley Finance LLC
Contingent Income Buffered Auto-Callable Securities due March 19, 2026, With 1-year Initial Non-Call Period

All Payments on the Securities Based on the Worst Performing of the NASDAQ-100 Index® and the iShares® MSCI Emerging Markets ETF

Principal at Risk Securities
Investment Summary

Contingent Income Buffered Auto-Callable Securities

Principal at Risk Securities

Contingent Income Buffered Auto-Callable Securities due March 19, 2026, With 1-year Initial Non-Call Period All Payments on the Securities Based on the Worst Performing of the NASDAQ-100 Index® and the iShares® MSCI Emerging Markets ETF (the "securities") do not provide for the regular payment of interest. Instead, the securities will pay a contingent monthly coupon **but only if** the determination closing level of **each of the NASDAQ-100 Index® and the iShares® MSCI Emerging Markets ETF**, which we refer to as the underlyings, is **at or above** 75% of its respective initial level, which we refer to as the coupon barrier level, on the related observation date. If, however, the determination closing level of **either of the underlyings** is less than its respective coupon barrier level on any observation date, we will pay no interest for the related monthly period. Beginning after one year, the securities will be automatically redeemed if the determination closing level of each of the underlyings is **greater than or equal to** its respective initial level on any monthly redemption determination date for the early redemption payment equal to the sum of the stated principal amount plus the related contingent monthly coupon. No further payments will be made on the securities once they have been redeemed. At maturity, if the securities have not previously been redeemed and the final level of each of the underlyings is **greater than or equal to** 75% of its respective initial level, meaning that **neither** of the underlyings has declined by an amount greater than the buffer amount of 25%, the payment at maturity will be the stated principal amount and the related contingent monthly coupon. However, if the final level of **either** of the underlyings **is less than** 75% of its respective initial level, meaning that **either** of the underlyings has declined by an amount greater than the buffer amount of 25%, investors will lose 1% for every 1% decline in the final level of the worst performing underlying from its initial level beyond the buffer amount of 25%. **Accordingly, investors in the securities must be willing to accept the risk of losing up to 75% of their initial investment and also the risk of not receiving any contingent monthly coupons throughout the 7.5-year term of the securities.** Investors will not participate in any appreciation of either underlying.

Maturity:	7.5 years
Contingent monthly coupon:	A *contingent* monthly coupon at an annual rate of 8.55% (corresponding to approximately $7.125 per month per security) will be paid on the securities on each coupon payment date **but only if** the determination closing level of **each of the underlyings** is at or above its respective coupon barrier level on the related observation date.

If on any observation date, the determination closing level of either of the underlyings is less than its respective coupon barrier level, we will pay no coupon for the applicable monthly period.

Automatic early redemption monthly starting after one year:	The securities are not subject to automatic early redemption until approximately one year after the original issue date. Following this initial 1-year non-call period, if the determination closing level of **each of the underlyings** is greater than or equal to its respective initial level on any monthly redemption determination date, beginning on September 16, 2019, the securities will be automatically redeemed for an early redemption payment equal to the stated principal amount *plus* the contingent monthly coupon with respect to the related observation date. No further payments will be made on the securities once they have been redeemed.
Payment at maturity:	If the securities have not previously been redeemed and the final level of **each of the underlyings** is **greater than or equal to** 75% of its respective initial level, meaning that **neither** of the underlyings has declined by an amount greater than the buffer amount of 25%, the payment at maturity will be the stated principal amount and the related contingent monthly coupon. If the final level of **either** of the underlyings is **less than** 75% of its respective initial level, meaning that **either** of the underlyings has declined by an amount greater than the buffer amount of 25%, investors will lose 1% for every 1% decline in the final level of the worst performing underlying from its initial level beyond the buffer amount of 25%. Under these circumstances, the payment at maturity will be less than the stated principal amount of the securities. *However, under no circumstances will the securities pay less than the minimum payment at maturity of $250 per security* **Accordingly, investors in the securities must be willing to accept the risk of losing up to 75% of their initial investment.**

Morgan Stanley Finance LLC
Contingent Income Buffered Auto-Callable Securities due March 19, 2026, With 1-year Initial Non-Call Period

All Payments on the Securities Based on the Worst Performing of the NASDAQ-100 Index® and the iShares® MSCI Emerging Markets ETF

Principal at Risk Securities
The original issue price of each security is $1,000. This price includes costs associated with issuing, selling, structuring and hedging the securities, which are borne by you, and, consequently, the estimated value of the securities on the pricing date is less than $1,000. We estimate that the value of each security on the pricing date is $981.80.

What goes into the estimated value on the pricing date?

In valuing the securities on the pricing date, we take into account that the securities comprise both a debt component and a performance-based component linked to the underlyings. The estimated value of the securities is determined using our own pricing and valuation models, market inputs and assumptions relating to the underlyings, instruments based on the underlyings, volatility and other factors including current and expected interest rates, as well as an interest rate related to our secondary market credit spread, which is the implied interest rate at which our conventional fixed rate debt trades in the secondary market.

What determines the economic terms of the securities?

In determining the economic terms of the securities, including the contingent monthly coupon rate, the coupon barrier levels and the buffer amount, we use an internal funding rate, which is likely to be lower than our secondary market credit spreads and therefore advantageous to us. If the issuing, selling, structuring and hedging costs borne by you were lower or if the internal funding rate were higher, one or more terms of the securities would be more favorable to you.

What is the relationship between the estimated value on the pricing date and the secondary market price of the securities?

The price at which MS & Co. purchases the securities in the secondary market, absent changes in market conditions, including those related to the underlyings, may vary from, and be lower than, the estimated value on the pricing date, because the secondary market price takes into account our secondary market credit spread as well as the bid-offer spread that MS & Co. would charge in a secondary market transaction of this type and other factors. However, because the costs associated with issuing, selling, structuring and hedging the securities are not fully deducted upon issuance, for a period of up to 12 months following the issue date, to the extent that MS & Co. may buy or sell the securities in the secondary market, absent changes in market conditions, including those related to the underlyings, and to our secondary market credit spreads, it would do so based on values higher than the estimated value. We expect that those higher values will also be reflected in your brokerage account statements.

MS & Co. may, but is not obligated to, make a market in the securities and, if it once chooses to make a market, may cease doing so at any time.

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All Payments on the Securities Based on the Worst Performing of the NASDAQ-100 Index® and the iShares® MSCI Emerging Markets ETF

Principal at Risk Securities
Key Investment Rationale

The securities do not provide for the regular payment of interest. Instead, the securities will pay a contingent monthly coupon **but only if** the determination closing level of **each of the underlyings** is **at or above its respective coupon barrier level** on the related observation date. The securities have been designed for investors who are willing to forgo market floating interest rates and risk the loss of principal and accept the risk of receiving few or no coupon payments for the entire 7.5 year term of the securities in exchange for an opportunity to earn interest at a potentially above-market rate if both of the underlyings close at or above their respective coupon barrier levels on each monthly observation date, unless the securities are redeemed early. The following scenarios are for illustration purposes only to demonstrate how the coupon and the payment at maturity (if the securities have not previously been redeemed) are calculated, and do not attempt to demonstrate every situation that may occur. Accordingly, the securities may or may not be redeemed, the contingent monthly coupon may be payable in none of, or some but not all of, the monthly periods during the 7.5 year term of the securities, and the payment at maturity may be up to 75% less than the stated principal amount of the securities.

Scenario 1: The securities are redeemed prior to maturity	This scenario assumes that, prior to early redemption, each of the underlyings closes at or above its respective coupon barrier level on some monthly observation dates, but one or both of the underlyings close below the coupon barrier level(s) on the others. Investors receive the contingent monthly coupon for the monthly periods for which the determination closing level of each of the underlyings is at or above its respective coupon barrier level on the related observation date, but not for the monthly periods for which the determination closing level of either of the underlyings is below the respective coupon barrier level(s) on the related observation date. Beginning after one year, when each of the underlyings closes at or above its respective initial level on a monthly redemption determination date, the securities will be automatically redeemed for the stated principal amount *plus* the contingent monthly coupon with respect to the related observation date.
Scenario 2: The securities are not redeemed prior to maturity, and investors receive principal back at maturity	This scenario assumes that each of the underlyings closes at or above its respective coupon barrier level on some monthly observation dates, but one or both of the underlyings close below the respective coupon barrier level(s) on the others, and at least one of the underlyings closes below its initial level on every monthly redemption determination date. Consequently, the securities are not redeemed early, and investors receive the contingent monthly coupon for the monthly periods for which the determination closing level of each of the underlyings is at or above its respective coupon barrier level on the related observation date, but not for the monthly periods for which the determination closing level of one or both of the underlyings is below the respective coupon barrier level(s) on the related observation date. On the final observation date, each of the underlyings closes at or above 75% of its respective initial level, meaning that neither of the underlyings has declined by an amount greater than the buffer amount of 25%. At maturity investors will receive

the stated principal amount and the related contingent monthly coupon.

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Principal at Risk Securities

Scenario 3: The securities are not redeemed prior to maturity, and investors suffer a loss of principal at maturity	This scenario assumes that each of the underlyings closes at or above its respective coupon barrier level on some monthly observation dates, but one or both of the underlyings close below the respective coupon barrier level(s) on the others, and at least one of the underlyings closes below its initial level on every monthly redemption determination date. Consequently, the securities are not redeemed early, and investors receive the contingent monthly coupon for the monthly periods for which the determination closing level of each of the underlyings is greater than or equal to its respective coupon barrier level on the related observation date, but not for the monthly periods for which the determination closing level of one or both of the underlyings is below the respective coupon barrier level(s) on the related observation date. On the final observation date, at least one of the underlyings closes below 75% of its respective initial level, meaning that such underlying has declined by an amount greater than the buffer amount of 25%. At maturity, investors will lose 1% for every 1% decline in the final level of the worst performing underlying from its initial level beyond the buffer amount of 25%. Under these circumstances, the payment at maturity will be less than the stated principal amount. Investors may lose up to 75% of their investment in the securities. No coupon will be paid at maturity in this scenario.

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Principal at Risk Securities
Hypothetical Examples

The following hypothetical examples illustrate how to determine whether a contingent monthly coupon is paid with respect to an observation date and how to calculate the payment at maturity, assuming the securities are not redeemed prior to maturity. The following examples are for illustrative purposes only. Whether you receive a contingent monthly coupon will be determined by reference to the determination closing level of each of the underlyings on each monthly observation date, and the amount you will receive at maturity will be determined by reference to the final level of each of the underlyings on the final observation date. The actual initial level and coupon barrier level for each of the underlyings are set forth on the cover of this document. All payments on the securities are subject to our credit risk. The below examples are based on the following terms:

Hypothetical Contingent Monthly Coupon:	8.55% per annum (corresponding to approximately $7.125 per month per security)[1] **With respect to each coupon payment date, a contingent monthly coupon is paid but only if the determination closing level of each of the underlyings is at or above its respective coupon barrier level on the related observation date.**
Payment at Maturity (if the securities are not redeemed prior to maturity):	If the final level of **each** of the underlyings is **greater than or equal to** 75% of its respective initial level: the stated principal amount and the contingent monthly coupon with respect to the final observation date. If the final level of **either** of the underlyings is **less than** 75% of its respective initial share price: $1,000 + [$1,000 x (underlying percent change of the worst performing underlying + 25%)]
Stated Principal Amount:	$1,000
Minimum Payment at Maturity:	$250 per security
Hypothetical Initial Level:	With respect to the NDX Index: 7,400 With respect to the EEM Shares: $45.00
Hypothetical Coupon Barrier Level:	With respect to the NDX Index: 5,550, which is 75% of its hypothetical initial level

	With respect to the EEM Shares: $33.75, which is 75% of its hypothetical initial level
Buffer Amount:	With respect to each of the underlyings: 25%

[1] The actual contingent monthly coupon will be an amount determined by the calculation agent based on the number of days in the applicable payment period, calculated on a 30/360 day-count basis. The hypothetical contingent monthly coupon of $7.125 is used in these examples for ease of analysis.

How to determine whether a contingent monthly coupon is payable with respect to an observation date:

	Determination Closing Level		Hypothetical Contingent Monthly Coupon
	NDX Index	EEM Shares	
Hypothetical Observation Date 1	6,400 (**at or above** its coupon barrier level)	$40.00 (**at or above** its coupon barrier level)	$7.125
Hypothetical Observation Date 2	6,200 (**at or above** its coupon barrier level)	$30.00 (**below** its coupon barrier level)	$0
Hypothetical Observation Date 3	4,500 (**below** its coupon barrier level)	$42.00 (**at or above** its coupon barrier level)	$0
Hypothetical Observation Date 4	3,900 (**below** its coupon barrier level)	$10.00 (**below** its coupon barrier level)	$0

On hypothetical observation date 1, each of the underlyings closes at or above its respective coupon barrier level. Therefore, a hypothetical contingent monthly coupon of $7.125 is paid on the relevant coupon payment date.

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On each of hypothetical observation dates 2 and 3, one of the underlyings closes at or above its respective coupon barrier level but the other underlying closes below its respective coupon barrier level. Therefore, no contingent monthly coupon is paid on the relevant coupon payment date.

On hypothetical observation date 4, each of the underlyings closes below its respective coupon barrier level and accordingly no contingent monthly coupon is paid on the relevant coupon payment date.

You will not receive a contingent monthly coupon on any coupon payment date if the determination closing level of either of the underlyings is below its respective coupon barrier level on the related observation date.

How to calculate the payment at maturity:

In the following examples, one or both of the underlyings close below the respective initial level(s) on each redemption determination date, and, consequently, the securities are not automatically redeemed prior to, and remain outstanding until, maturity.

	Final Level		Payment at Maturity
	NDX Index	EEM Shares	
Example 1:	9,800 (**at or above** 75% of initial level)	$90.00 (**at or above** 75% of initial level)	$1,007.125 (the stated principal amount and the contingent monthly coupon with respect to the final observation date)
Example 2:	1,850 (**below** 75% of initial level)	$65.00 (**at or above** 75% of initial level)	$1,000 + [$1,000 x (underlying percent change of the worst performing underlying + 25%)] = $1,000 + [$1,000 x (-75% + 25%)] = $1,000 + ($1,000 x -50%) = $500
Example 3:	3,700 (**below** 75% of initial level)	$6.75 (**below** 75% of initial level)	$1,000 + [$1,000 x (underlying percent change of the worst performing underlying + 25%)] = $1,000 + [$1,000 x (-85% + 25%)] = $1,000 + ($1,000 x --60%) = $400

In example 1, the final level of each of the underlyings is at or above 75% of its initial level. Therefore, investors receive at maturity the stated principal amount of the securities and the hypothetical contingent monthly coupon with respect to the final observation date. However, investors do not participate in any appreciation of either of the underlyings.

In example 2, the final level of one of the underlyings is at or above 75% of its initial level, but the final level of the other underlying is below 75% of its initial level. Therefore, investors are exposed to the downside performance of the NDX Index, which is the worst performing underlying in this example, and investors lose 1% of principal for every 1% decline in the final level of the NDX Index from its initial level beyond the buffer amount of 25%. The payment at maturity in this example is equal to $500 per security. Investors do not receive the contingent monthly coupon for the final observation date.

In example 3, the final levels of both of the underlyings are below 75% of their initial levels. Therefore, investors are exposed to the downside performance of the EEM Shares, which represent the worst performing underlying in this example, and investors lose 1 % of principal for every 1% decline in the final level of the EEM Shares from their initial level beyond the buffer amount of 25%. The payment at maturity in this example is equal to $400 per security. Investors do not receive the contingent monthly coupon for the final observation date.

If the final level of EITHER of the underlyings is below 75% of its initial level, you will be exposed to the downside performance of the worst performing underlying at maturity, and your payment at maturity will be less than the stated principal amount per security. Under these circumstances, you will lose some, and up to 75%, of your investment in the securities.

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Risk Factors

The following is a list of certain key risk factors for investors in the securities. For further discussion of these and other risks, you should read the section entitled "Risk Factors" in the accompanying product supplement, index supplement and prospectus. We also urge you to consult with your investment, legal, tax, accounting and other advisers in connection with your investment in the securities.

§ **The securities provide a minimum payment at maturity of only 25% of your principal.** The terms of the securities differ from those of ordinary debt securities in that they provide a minimum payment at maturity of only 25% of the stated principal amount of the securities, subject to our credit risk. If the securities have not been automatically redeemed prior to maturity and if the final level of **either** of the underlyings is **less than** 75% of its respective initial level, meaning that either of the underlyings has declined by an amount greater than the buffer amount of 25%, you will lose 1% for every 1% decline in the final level of the worst performing underlying from its initial level beyond the buffer amount of 25%. In this case, the payment at maturity will be less than the stated principal amount. **You could lose up to 75% of your investment in the securities.**

§ **The securities do not provide for the regular payment of interest and may pay no interest over the entire term of the securities.** The terms of the securities differ from those of ordinary debt securities in that they do not provide for the regular payment of interest. Instead, the securities will pay a contingent monthly coupon **but only if** the determination closing level of **each of the underlyings** is **at or above** 75% of its respective initial level, which we refer to as the coupon barrier level, on the related observation date. If, on the other hand, the determination closing level of **either of the underlyings** is lower than its respective coupon barrier level on the relevant observation date for any interest period, we will pay no coupon on the applicable coupon payment date. It is possible that the determination closing level of one or both of the underlyings could remain below the respective coupon barrier level(s) for extended periods of time or even throughout the entire 7.5 year term of the securities so that you will receive few or no contingent monthly coupons. If you do not earn sufficient contingent monthly coupons over the term of the securities, the overall return on the securities may be less than the amount that would be paid on a conventional debt security of ours of comparable maturity.

§ **You are exposed to the price risk of each of the underlyings, with respect to both the contingent monthly coupons, if any, and the payment at maturity.** Your return on the securities is not linked to a basket consisting of each of the underlyings. Rather, it will be contingent upon the independent performance of each of the underlyings. Unlike an instrument with a return linked to a basket of underlying assets, in which risk is mitigated and diversified among all the components of the basket, you will be exposed to the risks related to each of the underlyings. Poor performance by **either** of the underlyings over the term of the securities may negatively affect your return and will not be offset or mitigated by any positive performance by the other underlying. To receive **any** contingent monthly coupons, **each of the underlyings** must close at or above its respective coupon barrier level on the applicable observation date. In addition, if **either** of the underlyings has declined to below 75% of its respective initial level as of the final observation date, meaning that either of the underlyings has declined by an amount greater than the buffer amount of 25%, you will lose 1% for every 1% decline in the final level of the worst performing underlying from its initial level beyond the buffer amount of 25%, even if the other underlying has appreciated or has not declined as much. Under this scenario, the value of any such payment will be less than the stated principal amount. Accordingly, your investment is subject to the price risk of each of the underlyings.

§ **The contingent monthly coupon, if any, is based only on the determination closing levels of the underlyings on the related monthly observation date at the end of the related interest period.** Whether the contingent monthly coupon will be paid on any coupon payment date will be determined at the end of the relevant interest period based on the determination closing level of each of the underlyings on the relevant monthly observation date. As a result, you will not know whether you will receive the contingent monthly coupon on any coupon payment date until near the end of the relevant interest period. Moreover, because the contingent monthly coupon is based solely on the price of each of the underlyings on monthly observation dates, if the determination closing level of either of the underlyings on any observation date is below its respective coupon barrier level, you will receive no coupon for the related interest period even if the price(s) of one or both of the underlyings were higher on other days during that interest period.

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§ **Investors will not participate in any appreciation of either of the underlyings.** Investors will not participate in any appreciation of either of the underlyings, and the return on the securities will be limited to the contingent monthly coupon that is paid with respect to each observation date on which each determination closing level is greater than or equal to its respective coupon barrier level, if any.

§ **The securities 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 securities.** You are dependent on our ability to pay all amounts due on the securities on each coupon payment date, upon automatic redemption and at maturity and therefore you are subject to our credit risk. The securities are not guaranteed by any other entity. If we default on our obligations under the securities, your investment would be at risk and you could lose some or all of your investment. As a result, the market value of the securities 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 market value of the securities.

§ **As a finance subsidiary, MSFL has no independent operations and will have no independent assets.** As a finance subsidiary, MSFL has no independent operations beyond the issuance and administration of its securities and will have no independent assets available for distributions to holders of MSFL securities if they make claims in respect of such securities in a bankruptcy, resolution or similar proceeding. Accordingly, any recoveries by such holders will be limited to those available under the related guarantee by Morgan Stanley and that guarantee will rank *pari passu* with all other unsecured, unsubordinated obligations of Morgan Stanley. Holders will have recourse only to a single claim against Morgan Stanley and its assets under the guarantee. Holders of securities issued by MSFL should accordingly assume that in any such proceedings they would not have any priority over and should be treated *pari passu* with the claims of other unsecured, unsubordinated creditors of Morgan Stanley, including holders of Morgan Stanley-issued securities.

§ **There are risks associated with investments in securities linked to the value of foreign (and especially emerging markets) equity securities.** The price of the EEM Shares tracks the performance of the MSCI Emerging Markets Index℠, which measures the value of foreign (and especially emerging markets) equity securities. Investments in securities linked to the value of foreign equity securities involve risks associated with the securities markets in those countries, including risks of volatility in those markets, governmental intervention in those markets and cross-shareholdings in companies in certain countries. Also, there is generally less publicly available information about foreign companies than about U.S. companies that are subject to the reporting requirements of the Securities and Exchange Commission, and foreign companies are subject to accounting, auditing and financial reporting standards and requirements different from those applicable to U.S. reporting companies. The prices of securities issued in foreign markets may be affected by political, economic, financial and social factors in those countries, or global regions, including changes in government, economic and fiscal policies and currency exchange laws. In addition, the stocks included in the MSCI Emerging Markets Index℠ and that are generally tracked by the EEM Shares have been issued by companies in various emerging markets countries, which pose further risks in addition to the risks associated with investing in foreign equity markets generally. Countries with emerging markets may have relatively unstable governments, may present the risks of nationalization of businesses, restrictions on foreign ownership and prohibitions on the repatriation of assets, and may have less protection of property rights than more developed countries. The economies of countries with emerging markets may be based on only a few industries, may be highly vulnerable to changes in local or global trade conditions, and may suffer from extreme and volatile debt burdens or inflation rates. Local securities markets may trade a small number of securities and may be unable to respond effectively to increases in trading volume, potentially making prompt liquidation of holdings difficult or impossible at times. Moreover, the economies in such countries may differ unfavorably from the economy in the United States in such respects as growth of gross national product, rate of inflation, capital reinvestment, resources, self-sufficiency and balance of payment positions between countries.

§ **The securities are subject to currency exchange risk**. Because the price of the EEM Shares tracks the performance of the MSCI Emerging Markets Index℠, holders of the securities will be exposed to currency exchange rate risk with respect to each of the currencies in which such component securities trade. Exchange rate movements for a particular currency are volatile and are the result of numerous factors including the supply of, and the demand for, those currencies, as well as relevant government policy, intervention or actions, but are also influenced significantly from time to time by political or economic developments, and by macroeconomic factors and speculative actions related to the relevant region. An investor's net exposure will depend on the extent to which the currencies of the component securities strengthen or weaken against the U.S. dollar and the relative weight of each security. If, taking into account such weighting, the dollar strengthens against the currencies of the component securities represented in the EEM Shares, the price of the EEM Shares will be adversely affected and the payment at maturity on the securities may be reduced.

Of particular importance to potentially currency exchange risk are:

- existing and expected rates of inflation;
- existing and expected interest rate levels;
- the balance of payments; and
- the extent of governmental surpluses or deficits in the countries represented in the MSCI Emerging Markets Index℠ and the United States.

All of these factors are in turn sensitive to the monetary, fiscal and trade policies pursued by the governments of various countries represented in the MSCI Emerging Markets Index℠ and the United States and other countries important to international trade and finance.

§ **The market price will be influenced by many unpredictable factors.** Several factors, many of which are beyond our control, will influence the value of the securities in the secondary market and the price at which MS & Co. may be willing to purchase or sell the securities in the secondary market. We expect that generally the level of interest rates available in the market and the levels of the underlyings on any day, including in relation to the respective coupon barrier levels, will affect the value of the securities more than any other factors. Other factors that may influence the value of the securities include:

- the volatility (frequency and magnitude of changes in value) of the underlyings and the stocks constituting the NDX Index and the MSCI Emerging Markets Index℠,
-

whether the determination closing level of either of the underlyings has been below its respective coupon barrier level on any observation date,

- o dividend rates on the stocks constituting the NDX Index and the MSCI Emerging Markets Index^{SM},
- o geopolitical conditions and economic, financial, political, regulatory or judicial events that affect the underlyings or equity markets generally and which may affect the levels of the underlyings,
- o the time remaining until the securities mature,
- o interest and yield rates in the market,
- o the availability of comparable instruments,
- o the occurrence of certain events affecting the underlyings that may or may not require an adjustment to the adjustment factor,
- o the exchange rates of the U.S. dollar relative to the currencies in which the stocks constituting the MSCI Emerging Markets Index^{SM} trade, and
- o any actual or anticipated changes in our credit ratings or credit spreads.

Generally, the longer the time remaining to maturity, the more the market price of the securities will be affected by the other factors described above. Some or all of these factors will influence the price that you will receive if you sell your securities prior to maturity. For example, you may have to sell your securities at a substantial discount from the stated principal amount of $1,000 per security if the level of either of the underlyings at the time of sale is near or below its coupon barrier level or if market interest rates rise.

The price of any or both of the underlyings may be, and have recently been, volatile, and we can give you no assurance that the volatility will lessen. The levels of one or both of the underlyings may decrease and be below the respective coupon barrier level(s) on each observation date so that you will receive no return on your investment, and one or both

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of the underlyings may decline by an amount greater than the buffer amount as of the final observation date so that you lose some or all of your initial investment in the securities. There can be no assurance that the closing price of each of the underlyings will be at or above their respective coupon barrier level on any observation date so that you will receive a coupon payment on the securities for the applicable interest period, or that neither of the underlyings will decline by an amount greater than the buffer amount of 25% as of the final observation date so that you do not suffer a loss on your initial investment in the securities. See "NASDAQ-100 Index® Overview" and " iShares® MSCI Emerging Markets ETF Overview" below.

§ **Reinvestment risk.** The term of your investment in the securities may be shortened due to the automatic early redemption feature of the securities. If the securities are redeemed prior to maturity, you will receive no more contingent monthly coupons and may be forced to invest in a lower interest rate environment and may not be able to reinvest at comparable terms or returns. However, under no circumstances will the securities be redeemed in the first year of the term of the securities.

§ **The antidilution adjustments the calculation agent is required to make do not cover every event that could affect the EEM Shares.** MS & Co., as calculation agent, will adjust the adjustment factor for certain events affecting the EEM Shares. However, the calculation agent will not make an adjustment for every event that can affect the EEM Shares. If an event occurs that does not require the calculation agent to adjust the adjustment factor, the market price of the securities may be materially and adversely affected.

§ **The securities will not be listed on any securities exchange and secondary trading may be limited, and accordingly, you should be willing to hold your securities for the entire 7.5 year term of the securities.** The securities will not be listed on any securities exchange. Therefore, there may be little or no secondary market for the securities. MS & Co. may, but is not obligated to, make a market in the securities and, if it once chooses to make a market, may cease doing so at any time. When it does make a market, it will generally do so for transactions of routine secondary market size at prices based on its estimate of the current value of the securities, taking into account its bid/offer spread, our credit spreads, market volatility, the notional size of the proposed sale, the cost of unwinding any related hedging positions, the time remaining to maturity and the likelihood that it will be able to resell the securities. Even if there is a secondary market, it may not provide enough liquidity to allow you to trade or sell the securities easily. Since other broker-dealers may not participate significantly in the secondary market for the securities, the price at which you may be able to trade your securities is likely to depend on the price, if any, at which MS & Co. is willing to transact. If, at any time, MS & Co. were to cease making a market in the securities, it is likely that there would be no secondary market for the securities. Accordingly, you should be willing to hold your securities to maturity.

§ **The rate we are willing to pay for securities 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 securities, cause the estimated value of the securities to be less than the**

original issue price 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 MS & Co., may be willing to purchase the securities in secondary market transactions will likely be significantly 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 as well as other factors.

The inclusion of the costs of issuing, selling, structuring and hedging the securities 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.

However, because the costs associated with issuing, selling, structuring and hedging the securities are not fully deducted upon issuance, for a period of up to 12 months following the issue date, to the extent that MS & Co. may buy or sell the securities in the secondary market, absent changes in market conditions, including those related to the underlyings, and to our secondary market credit spreads, it would do so based on values higher than the estimated value, and we expect that those higher values will also be reflected in your brokerage account statements.

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§ **The estimated value of the securities is determined by reference to our pricing and valuation models, which may differ from those of other dealers, and is not a maximum or minimum secondary market price.** These pricing and valuation models are proprietary and rely in part on subjective views of certain market inputs and certain assumptions about future events, which may prove to be incorrect. As a result, because there is no market-standard way to value these types of securities, our models may yield a higher estimated value of the securities than those generated by others, including other dealers in the market, if they attempted to value the securities. In addition, the estimated value on the pricing date does not represent a minimum or maximum price at which dealers, including MS & Co., would be willing to purchase your securities in the secondary market (if any exists) at any time. The value of your securities at any time after the date of this document will vary based on many factors that cannot be predicted with accuracy, including our creditworthiness and changes in market conditions. See also “The market price will be influenced by many unpredictable factors” above.

§ **Adjustments to the NDX Index could adversely affect the value of the securities.** The publisher of the NDX Index may add, delete or substitute the stocks constituting the NDX Index or make other methodological changes that could change the value of the NDX Index. The publisher of the NDX Index may discontinue or suspend calculation or publication of the NDX Index at any time. In these circumstances, the calculation agent will have the sole discretion to substitute a successor index that is comparable to the discontinued underlying index and is not precluded from considering indices that are calculated and published by the calculation agent or any of its affiliates. If the calculation agent determines that there is no appropriate successor index, the payment at maturity on the securities will be an amount based on the closing prices at maturity of the securities composing the NDX Index at the time of such discontinuance, without rebalancing or substitution, computed by the calculation agent in accordance with the formula for calculating the NDX Index last in effect prior to discontinuance of the NDX Index.

§ **Adjustments to the EEM Shares or the index tracked by the EEM Shares could adversely affect the value of the securities.** The investment adviser to the iShares® MSCI Emerging Markets ETF, BlackRock Fund Advisors (the “Investment Adviser”), seeks investment results that correspond generally to the price and yield performance, before fees and expenses, of the MSCI Emerging Markets Index℠. Pursuant to its investment strategies or otherwise, the Investment Adviser may add, delete or substitute the stocks composing iShares® MSCI Emerging Markets ETF. Any of these actions could adversely affect the price of the EEM Shares and, consequently, the value of the securities. MSCI Inc. (“MSCI”) is responsible for calculating and maintaining the MSCI Emerging Markets Index℠. MSCI may add, delete or substitute the stocks constituting the MSCI Emerging Markets Index℠ or make other methodological changes that could change the level of the MSCI Emerging Markets Index℠. MSCI may discontinue or suspend calculation or publication of the MSCI Emerging Markets Index℠ at any time. In these circumstances, the calculation agent will have the sole discretion to substitute a successor index that is comparable to the discontinued MSCI Emerging Markets Index℠ and is permitted to consider indices that are calculated and published by the calculation agent or any of its affiliates. Any of these actions could adversely affect the price of the EEM Shares and, consequently, the value of the securities.

§ **The performance and market price of the EEM Shares, particularly during periods of market volatility, may not correlate with the performance of the MSCI Emerging Markets Index℠, the performance of the component securities of the MSCI Emerging Markets Index℠ or the net asset value per share of the EEM**

Shares. The EEM Shares do not fully replicate the MSCI Emerging Markets Index^{SM} and may hold securities that are different than those included in the MSCI Emerging Markets Index^{SM}. In addition, the performance of the EEM Shares will reflect additional transaction costs and fees that are not included in the calculation of the MSCI Emerging Markets Index^{SM}. All of these factors may lead to a lack of correlation between the performance of EEM Shares and the MSCI Emerging Markets Index^{SM}. In addition, corporate actions (such as mergers and spin-offs) with respect to the equity securities underlying the EEM Shares may impact the variance between the performances of EEM Shares and the MSCI Emerging Markets Index^{SM}. Finally, because the shares of the EEM Shares are traded on an exchange and are subject to market supply and investor demand, the market price of one share of the EEM Shares may differ from the net asset value per share of the EEM Shares.

In particular, during periods of market volatility, or unusual trading activity, trading in the securities underlying the EEM Shares may be disrupted or limited, or such securities may be unavailable in the secondary market. Under these circumstances, the liquidity of the EEM Shares may be adversely affected, market participants may be unable to calculate accurately the net asset value per share of the EEM Shares, and their ability to create and redeem shares of the EEM Shares may be disrupted.

Under these circumstances, the market price of shares of the EEM Shares may vary substantially from the net asset value per share of the EEM Shares or the level of the MSCI Emerging Markets Index℠.

For all of the foregoing reasons, the performance of the EEM Shares may not correlate with the performance of the MSCI Emerging Markets Index℠, the performance of the component securities of the MSCI Emerging Markets Index℠ or the net asset value per share of the EEM Shares. Any of these events could materially and adversely affect the price of the shares of the EEM Shares and, therefore, the value of the securities. Additionally, if market volatility or these events were to occur on the final observation date, the calculation agent would maintain discretion to determine whether such market volatility or events have caused a market disruption event to occur, and such determination may affect the payment at maturity of the securities. If the calculation agent determines that no market disruption event has taken place, the payment at maturity would be based on the published closing price per share of the EEM Shares on the final observation date, even if the EEM Shares' shares are underperforming the MSCI Emerging Markets Index℠ or the component securities of the MSCI Emerging Markets Index℠ and/or trading below the net asset value per share of the EEM Shares.

§ **Not equivalent to investing in the underlyings or the stocks composing the NDX Index or the MSCI Emerging Markets Index℠.** Investing in the securities is not equivalent to investing in the underlyings or the stocks that constitute the NDX Index or the MSCI Emerging Markets Index℠. Investors in the securities will not have voting rights or rights to receive dividends or other distributions or any other rights with respect to the stocks that constitute the NDX Index or the MSCI Emerging Markets Index℠.

§ **Hedging and trading activity by our affiliates could potentially affect the value of the securities.** One or more of our affiliates and/or third-party dealers have carried out, and will continue to carry out, hedging activities related to the securities (and to other instruments linked to the underlyings and the MSCI Emerging Markets Index℠), including taking positions in the EEM Shares and the stocks constituting the NDX Index or the MSCI Emerging Markets Index℠, futures and/or options contracts on the underlyings or the component stock of the MSCI Emerging Markets Index℠ listed on major securities markets. As a result, these entities may be unwinding or adjusting hedge positions during the term of the securities, and the hedging strategy may involve greater and more frequent dynamic adjustments to the hedge as the final observation date approaches. Some of our affiliates also trade the underlyings and other financial instruments related to the underlyings and the MSCI Emerging Markets Index℠ on a regular basis as part of their general broker-dealer and other businesses. Any of these hedging or trading activities on or prior to the pricing date could have increased the initial level of either of the underlyings and, therefore, could have increased (i) the value at or above which such underlying must close on the redemption determination dates so that the securities are redeemed prior to maturity for the early redemption payment (depending also on the performance of the other underlying), (ii) the coupon barrier level for such underlying, which is the value at or above which such underlying must close on the observation dates so that you receive a contingent monthly coupon on the securities (depending also on the performance of the other underlying), and (iii) the value at or above which such underlying must close on the final observation date so that you are not exposed to the negative performance of the worst performing underlying at maturity (depending also on the performance of the other underlying). Additionally, such hedging or trading activities during the term of the securities could potentially affect the value of either of the underlyings on the redemption determination dates and the observation dates and, accordingly, whether we redeem the securities prior to maturity, whether we pay a contingent monthly coupon on the securities and the amount of cash you will receive at maturity.

§ **The calculation agent, which is a subsidiary of Morgan Stanley and an affiliate of MSFL, will make determinations with respect to the securities.** As calculation agent, MS & Co. has determined the initial levels and the coupon barrier levels and will determine the final levels, the payment at maturity, whether you receive a contingent monthly coupon on each coupon payment date and/or at maturity, whether the securities will be redeemed on any early redemption date, whether a market disruption event has occurred and whether to make any adjustments to the adjustment factors. Moreover, certain determinations made by MS & Co., in its capacity as calculation agent, may require it to exercise discretion and make subjective judgments, such as with respect to the occurrence or non-occurrence of market disruption events or calculation of the determination closing level in the event of a market disruption event. These potentially subjective determinations may affect the payout to you upon an automatic early redemption or at maturity. For further information regarding these types of determinations, see "Description of Auto-Callable Securities—Auto-Callable Securities Linked to Underlying Shares" and "—Calculation Agent and Calculations" in the accompanying product supplement. In addition, MS & Co. has determined the estimated value of the securities on the pricing date.

§ **The U.S. federal income tax consequences of an investment in the securities are uncertain.** There is no direct legal authority as to the proper treatment of the securities for U.S. federal income tax purposes, and, therefore, significant aspects of the tax treatment of the securities are uncertain.

Please read the discussion under "Additional Provisions—Tax considerations" in this document concerning the U.S. federal income tax consequences of an investment in the securities. We intend to treat a security for U.S. federal income tax purposes as a single financial contract that provides for a coupon that will be treated as gross income to you at the time received or accrued, in accordance with your regular method of tax accounting. Under this treatment, the ordinary income treatment of the coupon payments, in conjunction with the capital loss treatment of any loss recognized upon the sale, exchange or settlement of the securities, could result in adverse tax consequences to holders of the securities because the deductibility of capital losses is subject to limitations. We do not plan to request a ruling from the Internal Revenue Service (the "IRS") regarding the tax treatment of the securities, and the IRS or a court may not agree with the tax treatment described herein. If the IRS were successful in asserting an alternative treatment for the securities, the timing and character of income or loss on the securities might differ significantly from the tax treatment described herein. For example, under one possible treatment, the IRS could seek to recharacterize the securities as debt instruments. In that event, U.S. Holders (as defined below) would be required to accrue into income original issue discount on the securities every year at a "comparable yield" determined at the time of issuance (as adjusted based on the difference, if any, between the actual and the projected amount of any contingent payments on the securities) and recognize all income and gain in respect of the securities as ordinary income. The risk that financial instruments providing for buffers, triggers or similar downside protection features, such as the securities, would be recharacterized as debt is greater than the risk of recharacterization for comparable financial instruments that do not have such features.

Non-U.S. Holders (as defined below) should note that we currently intend to withhold on any coupon paid to Non-U.S. Holders generally at a rate of 30%, or at a reduced rate specified by an applicable income tax treaty under an "other income" or similar provision, and will not be required to pay any additional amounts with respect to amounts withheld.

In 2007, the U.S. Treasury Department and the IRS released a notice requesting comments on the U.S. federal income tax treatment of "prepaid forward contracts" and similar instruments. While it is not clear whether the securities would be viewed as similar to the prepaid forward contracts described in the notice, it is possible that any Treasury regulations or other guidance promulgated after consideration of these issues could materially and adversely affect the tax consequences of an investment in the securities, possibly with retroactive effect. The notice focuses on a number of issues, the most relevant of which for holders of the securities are the character and timing of income or loss and the degree, if any, to which income realized by non-U.S. investors should be subject to withholding tax. Both U.S. and Non-U.S. Holders should consult their tax advisers regarding the U.S. federal income tax consequences of an investment in the securities, including possible alternative treatments, the issues presented by this notice and any tax consequences arising under the laws of any state, local or non-U.S. taxing jurisdiction.

Morgan Stanley Finance LLC
Contingent Income Buffered Auto-Callable Securities due March 19, 2026, With 1-year Initial Non-Call Period

All Payments on the Securities Based on the Worst Performing of the NASDAQ-100 Index® and the iShares® MSCI Emerging Markets ETF

Principal at Risk Securities
NASDAQ-100 Index® Overview

The NASDAQ-100 Index®, which is calculated, maintained and published by Nasdaq, Inc., is a modified capitalization-weighted index of 100 of the largest and most actively traded equity securities of non-financial companies listed on The NASDAQ Stock Market LLC. The NASDAQ-100 Index includes companies across a variety of major industry groups. At any moment in time, the value of the NASDAQ-100 Index equals the aggregate value of the then-current NASDAQ-100 Index share weights of each of the NASDAQ-100 Index component securities, which are based on the total shares outstanding of each such NASDAQ-100 Index component security, multiplied by each such security's respective last sale price on NASDAQ (which may be the official closing price published by NASDAQ), and divided by a scaling factor, which becomes the basis for the reported NASDAQ-100 Index value. For additional information about the NASDAQ-100 Index®, see the information set forth under "NASDAQ-100 Index®" in the accompanying index supplement.

Information as of market close on September 14, 2018:

Bloomberg Ticker Symbol:	NDX
Current Index Value:	7,545.496
52 Weeks Ago:	5,968.817
52 Week High (on 8/29/2018):	7,660.180
52 Week Low (on 9/25/2017):	5,867.348

The following graph sets forth the daily closing values of the NDX Index for the period from January 1, 2013 through September 14, 2018. The related table sets forth the published high and low closing values, as well as the end-of-quarter closing values, of the NDX Index for each quarter in the same period. The closing value of the NDX Index on September 14, 2018 was 7,545.496. We obtained the information in the table and graph below from Bloomberg Financial Markets, without independent verification. The historical values of the NDX Index should not be taken as an indication of its future performance, and no assurance can be given as to the level of the NDX Index at any time, including on the redemption determination dates or the observation dates.

NASDAQ-100 Index®	High	Low	Period End
2013			
First Quarter	2,818.690	2,700.967	2,818.690
Second Quarter	3,028.957	2,741.949	2,909.599
Third Quarter	3,237.611	2,927.346	3,218.198
Fourth Quarter	3,591.996	3,142.535	3,591.996

2014			
First Quarter	3,727.185	3,440.502	3,595.736
Second Quarter	3,849.479	3,446.845	3,849.479
Third Quarter	4,103.083	3,857.938	4,049.445
Fourth Quarter	4,337.785	3,765.281	4,236.279
2015			
First Quarter	4,483.049	4,089.648	4,333.688
Second Quarter	4,548.740	4,311.257	4,396.761
Third Quarter	4,679.675	4,016.324	4,181.060
Fourth Quarter	4,719.053	4,192.963	4,593.271
2016			
First Quarter	4,497.857	3,947.804	4,483.655
Second Quarter	4,565.421	4,201.055	4,417.699
Third Quarter	4,891.363	4,410.747	4,875.697
Fourth Quarter	4,965.808	4,660.457	4,863.620
2017			
First Quarter	5,439.742	4,911.333	5,436.232
Second Quarter	5,885.296	5,353.586	5,646.917
Third Quarter	6,004.380	5,596.956	5,979.298
Fourth Quarter	6,513.269	5,981.918	6,396.422
2018			
First Quarter	7,131.121	6,306.100	6,581.126
Second Quarter	7,280.705	6,390.837	7,040.802
Third Quarter (through September 14, 2018)	7,660.180	7,014.554	7,545.496

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Principal at Risk Securities

"Nasdaq®," "NASDAQ-100®" and "NASDAQ-100 Index®" are trademarks of Nasdaq, Inc. For more information, see "NASDAQ-100 Index®" in the accompanying index supplement.

NDX Index - Daily Closing Values
January 1, 2013 to September 14, 2018

Morgan Stanley Finance LLC
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Principal at Risk Securities
iShares® MSCI Emerging Markets ETF Overview

The iShares® MSCI Emerging Markets ETF is an exchange-traded fund that seeks investment results that correspond generally to the price and yield performance, before fees and expenses, of the MSCI Emerging Markets Index℠. The iShares® MSCI Emerging Markets ETF is managed by iShares®, Inc. ("iShares"), a registered investment company that consists of numerous separate investment portfolios, including the iShares® MSCI Emerging Markets ETF. Information provided to or filed with the Securities and Exchange Commission (the "Commission") by iShares pursuant to the Securities Act of 1933 and the Investment Company Act of 1940 can be located by reference to Commission file numbers 033-97598 and 811-09102, respectively, through the Commission's website at www.sec.gov. In addition, information may be obtained from other publicly available sources. We make no representation or warranty as to the accuracy or completeness of such information.

Information as of market close on September 14, 2018:

Ticker Symbol:	EEM UP
Current Share Price:	$41.96
52 Weeks Ago:	$45.32
52 Week High (on 1/26/2018):	$52.08
52 Week Low (on 9/10/2018):	$41.14

The following graph sets forth the daily closing values of the EEM Shares for the period from January 1, 2013 through September 14, 2018. The related table sets forth the published high and low closing prices, as well as the end-of-quarter closing prices, of the EEM Shares for each quarter in the same period. The closing price of the EEM Shares on September 14, 2018 was $41.96. We obtained the information in the table and graph below from Bloomberg Financial Markets, without independent verification. The historical performance of the EEM Shares should not be taken as an indication of its future performance, and no assurance can be given as to the price of the EEM Shares at any time, including on the redemption determination dates or the observation dates.

iShares® MSCI Emerging Markets ETF (CUSIP 464287234)	**High ($)**	**Low ($)**	**Period End ($)**
2013			
First Quarter	45.20	41.80	42.78
Second Quarter	44.23	36.63	38.57
Third Quarter	43.29	37.34	40.77
Fourth Quarter	43.66	40.44	41.77
2014			

First Quarter	40.99	37.09	40.99
Second Quarter	43.95	40.82	43.23
Third Quarter	45.85	41.56	41.56
Fourth Quarter	42.44	37.73	39.29
2015			
First Quarter	41.07	37.92	40.13
Second Quarter	44.09	39.04	39.62
Third Quarter	39.78	31.32	32.78
Fourth Quarter	36.29	31.55	32.19
2016			
First Quarter	34.28	28.25	34.25
Second Quarter	35.26	31.87	34.36
Third Quarter	38.20	33.77	37.45
Fourth Quarter	38.10	34.08	35.01
2017			
First Quarter	39.99	35.43	39.39
Second Quarter	41.93	38.81	41.39
Third Quarter	45.85	41.05	44.81
Fourth Quarter	47.81	44.82	47.12
2018			
First Quarter	52.08	45.69	48.28
Second Quarter	48.14	42.33	43.33
Third Quarter (through September 14, 2018)	45.03	41.14	41.96

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All Payments on the Securities Based on the Worst Performing of the NASDAQ-100 Index® and the iShares® MSCI Emerging Markets ETF

Principal at Risk Securities

Shares of the iShares® MSCI Emerging Markets ETF — Daily Closing Prices

January 1, 2013 to September 14, 2018