

Pricing Supplement dated 29 December 2017

**Morgan Stanley Finance LLC**

Issue of USD 2,800,000 Fund Linked Notes due 2020

Guaranteed by Morgan Stanley

under the

**Regulation S Program for the Issuance of Notes, Series A and B, Warrants and Certificates**

The Offering Circular referred to below (as completed by this Pricing Supplement) has been prepared on the basis that any offer of Notes in any Member State of the European Economic Area which has implemented the Prospectus Directive (2003/71/EC) (as amended, including by Directive 2010/73/EU (together, the "**Prospectus Directive**") (each, a "**Relevant Member State**") will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Notes. Accordingly any person making or intending to make an offer in that Relevant Member State of the Notes may only do so in circumstances in which no obligation arises for the Issuer or any Distribution Agent to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer. Neither the Issuer nor any Distribution Agent has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

Warning: Neither this Pricing Supplement nor the Offering Circular referred to below constitutes a "prospectus" for the purposes of Article 5.4 of Directive 2003/71/EC (as amended, including by Directive 2010/73/EU, the "**Prospectus Directive**"), and the Pricing Supplement and the Offering Circular have been prepared on the basis that no prospectus shall be required under the Prospectus Directive in relation to any Notes be offered and sold under hereby.

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

**PART A – CONTRACTUAL TERMS**

THE NOTES DESCRIBED HEREIN AND ANY GUARANTEE IN RESPECT THEREOF, AND THE SECURITIES TO BE DELIVERED ON REDEMPTION OF THE NOTES (IF ANY) HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "**SECURITIES ACT**"), OR THE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES. NEITHER THE ISSUER NOR THE GUARANTOR IS REGISTERED, OR WILL REGISTER, UNDER THE U.S. INVESTMENT COMPANY ACT OF 1940, AS AMENDED. TRADING IN THE NOTES HAS NOT BEEN APPROVED BY THE U.S. COMMODITY FUTURES TRADING COMMISSION UNDER THE U.S. COMMODITY EXCHANGE ACT OF 1936, AS AMENDED.

THE NOTES DESCRIBED HEREIN, ANY INTEREST THEREIN, ANY GUARANTEE IN RESPECT THEREOF AND THE SECURITIES TO BE DELIVERED ON REDEMPTION OF THE NOTES (IF ANY) MAY NOT BE OFFERED, SOLD, PLEDGED, ASSIGNED, DELIVERED OR OTHERWISE TRANSFERRED OR REDEEMED AT ANY TIME, DIRECTLY OR INDIRECTLY, WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS (AS DEFINED IN REGULATION S UNDER THE SECURITIES ACT). HEDGING TRANSACTIONS INVOLVING ANY "EQUITY SECURITIES" OF "DOMESTIC ISSUERS" (AS SUCH TERMS ARE DEFINED IN THE SECURITIES ACT AND REGULATIONS THEREUNDER) MAY ONLY BE CONDUCTED IN ACCORDANCE WITH THE SECURITIES ACT. SEE "*SUBSCRIPTION AND SALE*" AND "*NO OWNERSHIP BY U.S. PERSONS*" IN THE ACCOMPANYING OFFERING CIRCULAR DATED 30 JUNE 2017. IN PURCHASING THE NOTES, PURCHASERS WILL BE DEEMED TO REPRESENT AND WARRANT THAT THEY ARE NEITHER LOCATED IN THE UNITED STATES NOR A U.S. PERSON AND THAT THEY ARE NOT PURCHASING ON BEHALF OF, OR FOR THE ACCOUNT OR BENEFIT OF, ANY U.S. PERSON.

THE NOTES ARE NOT RATED.

This document constitutes the Pricing Supplement relating to the issue of the Notes described herein. This Pricing Supplement must be read in conjunction with the Offering Circular dated 30 June 2017 and the supplement to the Offering Circular dated 31 August 2017, 20 October 2017 and 30 November 2017 (the "**Offering Circular**"). Full information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of this Pricing Supplement and the Offering Circular. Copies of the Offering Circular are available from the offices of Morgan Stanley & Co. International plc at 25 Cabot Square, Canary Wharf, London, E14 4QA. The Offering Circular has also been published on the website of the Irish Stock Exchange ([www.ise.ie](http://www.ise.ie)) and the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)).

### **Information Concerning Investment Risk**

**Noteholders and prospective purchasers of Notes should ensure that they understand the nature of the Notes and the extent of their exposure to risk and that they consider the suitability of the Notes as an investment in the light of their own circumstances and financial condition. The amount payable on redemption of the Notes is linked to the performance of the Underlying (as defined herein), and may be less than par. Given the highly specialised nature of these Notes, Morgan Stanley Finance LLC (the "Issuer"), Morgan Stanley ("the Guarantor") and Morgan Stanley & Co. International plc ("MSI plc") consider that they are only suitable for highly sophisticated investors who are able to determine for themselves the risk of an investment linked to the Underlying, are willing to take risks and can absorb the partial loss of their initial investment. Consequently, if you are not an investor who falls within the description above you should not consider purchasing these Notes without taking detailed advice from a specialised professional adviser.**

**Potential investors are urged to consult with their legal, regulatory, investment, accounting, tax and other advisors with regard to any proposed or actual investment in these Notes. Please see the Offering Circular together with the Pricing Supplement for a full detailed description of the Notes and in particular, please review the Risk Factors associated with these Notes. Investing in the Notes entails certain risks including, but not limited to, the following:**

**Status of the Issuer Securities; relationship with Morgan Stanley securities: The Securities issued by the Issuer are its unsecured obligations and holders of these Securities are direct creditors of the Issuer, as well as direct creditors of Morgan Stanley under the related guarantee. As a finance subsidiary, the Issuer has no independent operations beyond the issuance and administration of its securities and is expected to have no independent assets available for distributions to holders of the Securities if they make claims in respect of the 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 outstanding unsecured and unsubordinated obligations of Morgan Stanley, present and future, but, in the event of insolvency, only to the extent permitted by laws affecting creditors' rights. Holders of the Securities issued by the Issuer 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.**

**Adjustments by the Determination Agent: The terms and conditions of the Notes will allow the Determination Agent to make adjustments or take any other appropriate action if circumstances occur where the Notes or any exchanges are affected by market disruption, adjustment events or circumstances affecting normal activities. These circumstances include the Nationalisation, Delisting, Insolvency or a Takeover or Merger of the share issuers of the Underlying.**

**In addition, other circumstances may occur which either increase the liability of the Issuer fulfilling its obligations under the Notes or increase the liability of any hedging activities related to such obligations,**

including without limitation the adoption of or any change in any tax law relating to a common system of financial transaction tax in the European Union or otherwise.

In such circumstances, the Determination Agent can in its sole and absolute discretion determine whether to redeem the Notes early, or adjust the terms of the Notes, which may include without limitation adjustments to the Initial Reference Price, the Final Redemption Amount or the Underlying.

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

**Product Market Risk:** The value of the Notes and the returns available under the terms of the Notes will be influenced and dependent on the value of the Underlying. It is impossible to predict how the level of the Underlying will vary over time. The historical performance (if any) of the Underlying is not indicative of its future performance.

**Credit Risk:** Investors are exposed to the credit risk of the Issuer and/or Guarantor. The Notes are essentially a loan to the Issuer with a repayment amount linked to the performance of the Underlying that the Issuer promises to pay at maturity and that the Guarantor promises to pay if the Issuer fails to do so. There is the risk, however, that the Issuer and the Guarantor may not be able to fulfil their obligations, irrespective of whether the Notes are referred to as capital or principal protected. Investors may lose all or part of their investment if the Issuer and the Guarantor are unable to pay the coupons (if any) or the redemption amount. No assets of the Issuer and/or Guarantor are segregated and specifically set aside in order to pay the holders of the Notes in the event of liquidation of the Issuer and/or Guarantor, and the holders of the Notes will rank behind secured or preferred creditors.

**Capital protection at maturity:** Capital protection is provided at maturity only. If the Notes are sold prior to maturity, or redeemed by the Issuer for reasons stated in the Offering Circular, this document and the Pricing Supplement or if there is a change in tax law), the proceeds may be less than the initial investment.

**Exit Risk:** Any secondary market price of the Notes will depend on many factors, including the value and volatility of the Underlying(s), interest rates, the dividend rate on the stocks that compose the Underlying, time remaining to maturity and the creditworthiness of the Issuer and/or the Guarantor. The secondary market price may be lower than the market value of the issued Notes as at the Issue Date to take into account amounts paid distributors and other intermediaries relating to the issue and sale of the Notes as well as amounts relating to the hedging of the Issuer's obligations. As a result of all of these factors, the holder may receive an amount in the secondary market which may be less than the then intrinsic market value of the Note and which may also be less than the amount the holder would have received had the holder held the Note through to maturity.

**Liquidity Risk:** The Notes will not be traded on an organized exchange. Any secondary market in the Notes made by the Dealer will be made on a reasonable efforts basis only and subject to market conditions, law, regulation and internal policy. Even whilst there may be a secondary market in the Notes it may not be liquid enough to facilitate a sale by the holder.

**Hedging Risk:** On or prior to and after the Trade Date, the Issuer, through its affiliates or others, will likely hedge its anticipated exposure under the Notes by taking positions in the Underlying, in option contracts on the Underlying or positions in any other available securities or instruments. In addition, the Issuer and its affiliates trade the Underlying as part of their general businesses. Any of these activities could potentially affect the value of the Underlying, and accordingly, could affect the pay-out to holders on the Notes.

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

**Potential Conflict of Interest:** The Determination Agent, which is an affiliate of the Issuer, will determine the pay-out to the investor at maturity. Morgan Stanley & Co. International plc and its affiliates may trade the Underlying on a regular basis as part of its general broker-dealer business and may also carry out hedging activities in relation to the Notes. Any of these activities could influence the Determination Agent's determination of adjustments made to any Notes and any such trading activity could potentially affect the price of the Underlying and, accordingly, could affect the investor's pay-out on any Note.

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

In purchasing any Notes, purchasers will be deemed to represent and undertake to the Issuer, the Dealer and each of their affiliates that (i) such purchaser understands the risks and potential consequences associated with the purchase of the Notes, (ii) that such purchaser has consulted with its own legal, regulatory, investment, accounting, tax and other advisers to extent it believes is appropriate to assist it in understanding and evaluating the risks involved in, and the consequences of, purchasing the Notes and (iii) in accordance with the terms set out in Annex 1.

A Non-U.S. holder will be subject to U.S. withholding tax unless the beneficial owner of the note (or a financial institution holding the note on behalf of the beneficial owner) furnishes the appropriate Form W-8, on which the beneficial owner certifies under penalties of perjury that it is not a U.S. person. If withholding or deduction of taxes is required by law (regardless of whether a holder furnished an appropriate form), payments on the notes will be made net of applicable withholding taxes, and Morgan Stanley Finance LLC will not be required to pay any additional amounts to Non-U.S. holders with respect to any taxes withheld.

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

#### GENERAL

- |    |      |  |                            |
|----|------|--|----------------------------|
| 1. | (i)  | Issuer:                                | Morgan Stanley Finance LLC |
|    | (ii) | Guarantor:                             | Morgan Stanley             |
| 2. | (i)  | Series Number:                         | 10355                      |
|    | (ii) | Tranche Number:                        | 1                          |
| 3. |      | Specified Currency or Currencies:      | U.S. Dollar ("USD")        |
| 4. |      | Aggregate Nominal Amount of the Notes: | USD 2,800,000              |
|    | (i)  | Series:                                | USD 2,800,000              |

	(ii)	Tranche:		USD 2,800,000
5.		Issue Price		100 per cent. of par per Note
6.	(i)	Specified Denominations:		USD 1,000
	(ii)	Calculation Amount (Par):		USD 1,000
7.	(i)	Issue Date:		29 December 2017
	(iv)	Trade Date:		20 December 2017
	(vi)	Strike Date:		22 December 2017
	(vii)	Determination Date:		21 December 2020
8.		Maturity Date:		29 December 2020 subject to adjustment in accordance with the Business Day Convention (i) in the event such date is not a Business Day or (ii) such that the Maturity Date shall always be at least five (5) Business Days following the Determination Date.
9.		Interest Basis:		Not Applicable
10.		Redemption/Payment Basis:		Fund-Linked Redemption
11.		Change of Interest or Redemption/Payment Basis:		Not Applicable
12.		Put/Call Options/Autocallable Early Redemption:		Not Applicable
	(i)	Redemption at the Option of the Issuer:		Not Applicable
		(Condition 21.5)		
	(ii)	Redemption at the Option of Noteholders:		Not Applicable
		(Condition 21.7)		
	(iii)	Autocallable Early Redemption:		Not Applicable
		(Condition 18)		
	(iv)	Other put/call options:		Not Applicable

13. (i) Status of the Notes: As set out in Condition 4.1  
(Condition 4)
- (ii) Status of the Guarantee: As set out in Condition 4.2
14. Method of distribution: Non-syndicated

**RELEVANT UNDERLYING**

15.

- (A) Single Share Notes, Share Basket Notes: Not Applicable  
(Condition 10)
- (B) Single Index Notes, Index Basket Notes: Not Applicable  
(Condition 10)
- (C) Single ETF Notes, ETF Basket Notes: Not Applicable  
(Condition 10)
- (D) Commodity-Linked Notes: Not Applicable  
(Condition 11)
- (E) Currency-Linked Notes: Not Applicable  
(Condition 12)
- (F) Inflation-Linked Notes: Not Applicable  
(Condition 13)
- (G) Property-Linked Notes: Not Applicable  
(Condition 14)
- (H) Fund-Linked Notes: Applicable  
(Condition 15)
- (i) Fund: GLOBAL EVOLUTION EM FRONTIER  
MARKETS FIXED INCOME FUND  
  
(Bloomberg code: SXGFMFR LX)

(ii)	Fund Interest:	Share of the Fund
(iii)	Fund Interest Unit:	Not Applicable
(iv)	Basket of Funds:	Not Applicable
(v)	Company:	Not Applicable
(vi)	Price source for Fund:	<a href="http://www.datahub.fundinfo.com">www.datahub.fundinfo.com</a>
(vii)	Type of Fund:	UCITS
(viii)	Fund Business Day:	Each Business Day that the Underlying Fund is open
(ix)	Fund Administrator:	Brown Brothers Harriman Luxembourg SCA
(x)	Fund Adviser:	AllianceBernstein Luxembourg SARL
(xi)	Fund Custodian:	Brown Brothers Harriman Luxembourg SCA
(xii)	Additional Fund Service Provider:	Not Applicable
(xiii)	Additional Fund Documents:	Not Applicable
(xiv)	Market of Listing for Fund:	Not Applicable
(I)	Preference Share-Linked Notes	Not Applicable
	(Condition 17)	

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

16.	Fixed Rate Note Provisions	Not Applicable
	(Condition 5)	
17.	Floating Rate Note Provisions	Not Applicable
	(Condition 6)	
18.	Zero Coupon Note Provisions	Not Applicable
	(Condition 7)	
19.	Dual Currency-Linked Note Interest Provisions	Not Applicable

	(Condition 8)	
20.	Equity-Linked Interest Note Provisions:	Not Applicable
	(Condition 10)	
21.	Commodity-Linked Interest Note Provisions	Not Applicable
	(Condition 11)	
22.	Currency-Linked Interest Note Provisions	Not Applicable
	(Condition 12)	
23.	Inflation-Linked Interest Note Provisions	Not Applicable
	(Condition 13)	
24.	Property-Linked Interest Note Provisions	Not Applicable
	(Condition 14)	
25.	Fund-Linked Interest Note Provisions	Not Applicable
	(Condition 15)	
26.	Credit-Linked Interest Note Provisions	Not Applicable
	(Condition 16)	
<b>PROVISIONS RELATING TO REDEMPTION</b>		
27.	Call Option	Not Applicable
	(Condition 21.5)	
28.	Put Option	Not Applicable
	(Condition 21.7)	
29.	Autocallable Early Redemption	Not Applicable
	(Condition 18)	
30.	Final Redemption Amount of each Note	Linked Redemption Amount specified below
	(Condition 21.1)	

31.	Dual Currency Redemption Provisions (Condition 8)	Not Applicable
32.	Equity-Linked Redemption Provisions: (Condition 10)	Not Applicable
33.	Commodity-Linked Redemption Provisions (Condition 11)	Not Applicable
34.	Currency-Linked Redemption Provisions (Condition 12)	Not Applicable
35.	Inflation-Linked Redemption Provisions (Condition 13)	Not Applicable
36.	Property-Linked Redemption Provisions (Condition 14)	Not Applicable
37.	Fund-Linked Redemption Provisions (Condition 15)	Applicable
	(i) Determination Agent responsible for calculating the Final Redemption Amount:	Morgan Stanley & Co. International plc
	(ii) Provisions for determining Final Redemption Amount:	Unless previously redeemed, or purchased and cancelled in accordance with the Conditions, the Issuer shall redeem the Notes on the Maturity Date at the Final Redemption Amount per Calculation Amount as determined by the Determination Agent as follows:  Par * (Capital Protection + Participation * Max (0%; Underlying Performance))

Where:

“**Capital Protection**” means 100 per cent.;

“**Participation**” means 100 per cent.;

“**Final Reference Price**” means the official closing level on the Determination Date;

“**Initial Reference Price**” means the official closing level on the Strike Date, being 152.48;

“**Underlying Performance**” means in respect of the Underlying Fund an amount calculated as follows:

(Final Reference Price / Initial Reference Price) – Strike

“**Strike**” means 100%

- |        |                            |                |                           |
|--------|----------------------------|----------------|---------------------------|
| (iii)  | Cut-off Period:            |                | Not Applicable            |
|        | (Condition 15.1)           |                |                           |
| (iv)   | Final Cut-off Date:        |                | Not Applicable            |
|        | (Condition 15.1)           |                |                           |
| (v)    | Valuation Date(s):         |                | 21 December 2020          |
|        | (Condition 15.1)           |                |                           |
| (vi)   | Valuation Time:            |                | As per Condition 15.7     |
| (vii)  | Averaging Date:            |                | Not Applicable            |
|        | (Condition 15.1)           |                |                           |
| (viii) | Settlement Period:         | Determination  | Condition 15.2(a) applies |
|        | (Condition 15.2(a))        |                |                           |
| (ix)   | Scheduled Date(s):         | Fund Valuation | 21 December 2020          |
| (x)    | Extraordinary Dividend:    |                | Not Applicable            |
|        | (Condition 15.7)           |                |                           |
| (xi)   | Adjustment Period:         | Determination  | Condition 15.4 applies    |
|        | (Condition 15.4):          |                |                           |
| (xii)  | Fund Interest Performance: |                | Not Applicable            |
| (xiii) | Fund Subscription Date:    |                | Not Applicable            |

(xiv)	Hypothetical Investor:	Not Applicable
(xv)	Hypothetical Investor Jurisdiction:	Not Applicable
(xvi)	Scheduled Redemption Payment Date:	29 December 2020
(xvii)	Subscription Notice Date:	Not Applicable
(xviii)	Redemption Notice Date:	Not Applicable
(xvix)	Reference Price:	Not Applicable
(xx)	Relevant Fund Interest Unit Price:	Not Applicable
(xxi)	Eligible Fund Interest: (Condition 15.5)	Not Applicable
(xxii)	Fund Event(s): (Condition 15.5)	Nationalisation, Insolvency Event, Fund Modification, Strategy Breach, Breach by Fund Service Provider, Adviser Resignation, Hedging Disruption, Regulatory Action, Reporting Disruption, Change in Law
(xxiii)	NAV Trigger Percentage:	Not Applicable
(xxiv)	NAV Trigger Period:	Not Applicable
(xxv)	Aggregate NAV Trigger Value:	Not Applicable
(xxvi)	Aggregate NAV Trigger Period:	Not Applicable
(xxvii)	NAV Source	Not Applicable
(xxviii)	Additional Fund Event(s):	Not Applicable
(xxix)	Business Day Convention:	Following Business Day Convention
(xxx)	Additional Business Centre(s):	Not Applicable
(xxx1)	Other terms:	<p>“Potential Adjustment Event” shall be amended and replaced as follows:</p> <p>"Potential Adjustment Event" means any of the following:</p> <p>(a) a subdivision, consolidation or reclassification of the relevant amount of Fund</p>

Interest, or a free distribution or dividend of any such Fund Interest to existing holders by way of bonus, capitalization or similar issue, where "Fund Interest" means an interest issued to or held by an investor in a fund, pooled investment vehicle or any other interest identified as such;

(b) a distribution, issue or dividend to existing holders of the relevant Fund Interest of (A) an additional amount of such Fund Interest, or (B) other share capital or securities granting the right to payment of dividends and/or the proceeds of liquidation of the Fund equally or proportionately with such payments to holders of such Fund Interest, or (C) share capital or other securities of another issuer acquired or owned (directly or indirectly) by the Fund as a result of a spin-off or other similar transaction, or (D) any other type of securities, rights or warrants or other assets, in any case for payment (cash or other consideration) at less than the prevailing market price as determined by the Calculation Agent;

(c) an Extraordinary Dividend;

(d) a repurchase by the Reference Fund of relevant Fund Interests whether the consideration for such repurchase is cash, securities or otherwise, other than in respect of a redemption of Fund Interests initiated by an investor in such Fund Interests;

(e) the discontinuance of any regularly scheduled cash dividend or change in dividend policy, as determined by the Calculation Agent; or

(f) any other event that may have a diluting or concentrative effect on the theoretical value of the relevant Fund Interests.

38. Credit-Linked Redemption Provisions Not Applicable

(Condition 16)

39. Preference Share-Linked Redemption Provisions: Not Applicable

(Condition 17)

40. (i) Early Redemption Amount upon Qualified Financial Institution Determination Event of Default:
- (Condition 26)
- (ii) Early redemption amount payable upon an event described in Condition 10.2(b)/10.4(a)(iii)/10.5(c)/10.6(c)/10.7(c)/10.8(c)/11.7(b)/12.5(c)/13.6(c)/14.5/14.6(c)/15.5(d)/17.4/17.5/17.6: As provided in Condition 10.2(b)/10.4(a)(iii)/10.5(c)/10.6(c)/10.7(c)/10.8(c)/11.7(b)/12.5(c)/13.6(c)/14.5/14.6(c)/15.5(d)/17.4/17.5/17.6
- (iii) Early redemption amount(s) per Calculation Amount payable on redemption for taxation reasons: An amount equal to the fair market value of such Note, on such day as is selected by the Determination Agent in its sole and absolute discretion (provided that such day is not more than 15 days before the date fixed for redemption of the Note), less the proportion attributable to that Note of the reasonable cost to the Issuer and/or any Affiliate of, or the loss realised by the Issuer and/or any Affiliate on, unwinding any related hedging arrangements, all as calculated by the Determination Agent in its sole and absolute discretion
- (Condition 21.3)
41. Illegality and Regulatory Event:
- (Condition 27)
- (i) Illegality and Regulatory Event: Applicable
- (ii) Early Redemption Amount (Illegality and Regulatory Event): Early Redemption Amount (Illegality and Regulatory Event) – Fair Value Less Costs
42. Substitution of Issuer or Guarantor with non Morgan Stanley Group entities: Applicable
- (Condition 38.2)
43. Governing Law: English law

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

44. Form of Notes: Registered Notes:
- (Condition 3) Global Note Certificate registered in the name of a nominee for a common depository for Euroclear and Clearstream, Luxembourg, exchangeable for Individual Note Certificates

		on 30 days' notice in the limited circumstances described in the Global Note Certificate
45.	Record Date:	As set out in the Conditions
46.	Additional Financial Centre(s) or other special provisions relating to Payment Business Days:	New York
47.	Determination Agent:	Morgan Stanley & Co. International plc
48.	Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment:	Not Applicable
49.	Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made:	Not Applicable
50.	Redenomination, renominatisation and reconventioning provisions:	Not Applicable
51.	Restrictions on free transferability of the Notes:	None
52.	Inconvertibility Event Provisions:  (Condition 19)	Not Applicable
53.	CNY Center:	Not Applicable
54.	Taxation:	
	(i) Condition 25.1:	"Additional Amounts" is <i>Not Applicable</i>
	(ii) Condition 25.4:	Implementation of Financial Transaction Tax: <i>Not Applicable</i>
55.	Other terms:	None

## DISTRIBUTION

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

- (ii) Date of Subscription Agreement: Not Applicable
- (iii) Stabilising Manager(s) (if any): Not Applicable
- 57. If non-syndicated, name and address of Dealer: Morgan Stanley & Co. International plc  
25 Cabot Square  
London E14 4QA
- 58. U.S. Selling Restrictions: Regulation S
- 59. Total commission and concession: In connection with the offer and sale of the Securities, the Issuer or the Dealer will pay to any intermediary a one time or recurring intermediary fee. Further information is available from the sales intermediary upon request.
- 60. Additional selling restrictions: Not Applicable

#### **Taxation**

**This discussion is limited to the U.S. federal tax issues addressed below. Additional issues may exist that are not addressed in this discussion and that could affect the federal tax treatment of an investment in the Notes. Holders should seek their own advice based upon their particular circumstances from an independent tax advisor.**

A Non-U.S. Holder (as defined in the Offering Circular) should review carefully the section entitled "*United States Federal Taxation*" in the Offering Circular.

#### **PURPOSE OF PRICING SUPPLEMENT**

This Pricing Supplement comprises the pricing supplement required to list and have admitted to trading on Global Exchange Market of the Irish Stock Exchange for the issue of Notes described herein pursuant to the Regulation S Program for the Issuance of Notes, Series A and B, Warrants and Certificates.

#### **POTENTIAL SECTION 871(M) TRANSACTION**

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

**RESPONSIBILITY**

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

Signed on behalf of the Issuer:

By:

Duly authorised

A handwritten signature in black ink, appearing to read "Shubhan", is written over the "By:" line. The signature is cursive and slanted downwards to the right.

## PART B – OTHER INFORMATION

### 1. LISTING

Listing and admission to Trading: Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to the Official List of the Irish Stock Exchange and trading on its Global Exchange Market with effect from Issue Date

No assurances can be given that such application for listing and/or admission to trading will be granted (or, if granted, will be granted by the Issue Date. The Issuer has no duty to maintain the listing (if any) of the Notes on the relevant stock exchange(s) over their entire lifetime.

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

### 2. RATINGS

Ratings: The Notes will not be rated

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

Further information on each of the Underlying Fund can be found at the following:

<http://www.fundinfo.com/en/product/LU0501220429>

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

### 4. OPERATIONAL INFORMATION

ISIN: XS1725107285

Common Code: 172510728

Any clearing system(s) other than Euroclear Bank S.A./N.V., Clearstream Banking *société anonyme* and the relevant identification number(s): Not Applicable

Delivery:	Delivery free of payment
Names and addresses of initial Paying Agent(s):	As per the Conditions
Names and addresses of additional Paying Agent(s) (if any):	As per the Conditions
Intended to be held in a manner which would allow Eurosystem eligibility:	No. Whilst the designation is specified as "no" at the date of these Pricing Supplement, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper (and registered in the name of a nominee of one of the ICSDs acting as common safekeeper). Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.
5. <b>POTENTIAL SECTION 871(M) TRANSACTION</b>	The Issuer has determined that the Notes should not be subject to withholding under Section 871(m) of the Code, and hereby instructs its agents and withholding agents that no withholding is required, unless such agent or withholding agent knows or has reason to know otherwise
6. <b>Prohibition of Sales to EEA Retail Investors:</b>	Not Applicable

## ANNEX 1

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

- (i) you shall only distribute as principal or, alternatively, acting as an agent on behalf of your unnamed principals and will not do so as agent for any Morgan Stanley entity (together “Morgan Stanley”) who shall assume no responsibility or liability whatsoever in relation to any such distribution. You shall distribute the product in your own name and to such customers as you identify in your own discretion, at your own risk and under your sole responsibility. You shall make such enquiries you deem relevant in order to satisfy yourself that the Securities are appropriate or suitable for each of the prospective investors and that the prospective investors (a) have the requisite capacity and authority to purchase the Security and (b) understand the risks and are capable of assessing and assuming the risks associated with an investment in the Security;
- (ii) you shall not make any representation or offer any warranty to investors regarding the Security, the Issuer or Morgan Stanley or make any use of the Issuer’s or Morgan Stanley’s name, brand or intellectual property which is not expressly authorized and you shall not represent you are acting as an agent of Morgan Stanley in such distribution. You acknowledge that neither the Issuer nor Morgan Stanley assume any responsibility or liability whatsoever in relation to any representation or warranty you make in breach hereof;
- (iii) if you distribute any material prepared and transmitted by the Issuer or by Morgan Stanley, you shall only distribute the entire material and not parts thereof. Any material you, or any third party you engage on your behalf, prepare shall be true and accurate in all material respects and consistent in all material respects with the content of the Offering Circular and the Pricing Supplement and shall not contain any omissions that would make them misleading. You shall only prepare and distribute such material in accordance with all applicable laws, regulations, codes, directives, orders and/or regulatory requirements, rules and guidance in force from time to time (“Regulations”). You acknowledge that neither the Issuer nor Morgan Stanley shall have any liability in respect of such material which shall, for the avoidance of doubt, at all times be your sole responsibility;
- (iv) you will not, directly or indirectly, distribute or arrange the distribution of the product or disseminate or publish (which for the avoidance of doubt will include the dissemination of any such materials or information via the internet) any materials or carry out any type of solicitation in connection with the product in any country or jurisdiction, except under circumstances that will result in compliance with all applicable Regulations and selling practices, and will not give rise to any liability for the Issuer or Morgan Stanley. For the avoidance of doubt, this includes compliance with the selling restrictions mentioned herein and all applicable sanctions laws and programs, including without limitation the U.S. Department of Treasury’s Office of Foreign Assets Control;
- (v) to the extent that MSIP pays to you and/or any of your affiliates any fee, commission or non-monetary benefit (“**Remuneration**”), you represent and warrant to us each time you and/or any of your affiliates receive such Remuneration, that you and/or your affiliates are entitled to receive such Remuneration in accordance with all applicable laws, regulatory requirements, or regulation, contract, fiduciary obligations or otherwise). If, in relation to the Notes, you are providing investment advice on an independent basis or portfolio management to a potential investor, you will transfer any Remuneration received by from Morgan Stanley to the potential investor as soon as reasonably possible after receipt, in all cases as required by and in accordance with applicable laws and regulations.

If, for any reason and at any time, you and/or your affiliates are not entitled to receive and/or retain such Remuneration, you shall notify us immediately in writing.

To the extent that MSIP pays Remuneration to you and/or any of your affiliates, you represent and warrant that such Remuneration does not relate to and/or is not calculated in respect of an advised sale made to a retail client

(as defined in the FCA Handbook) based in the United Kingdom (whether or not through agents acting on your or their behalf such as platforms, financial advisers and/or portfolio managers) or where you are undertaking portfolio management. You agree to inform the Issuer or Morgan Stanley of such distribution to UK retail clients.

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

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