

## BASE PROSPECTUS SUPPLEMENT

# Morgan Stanley

### **MORGAN STANLEY**

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

### **MORGAN STANLEY & CO. INTERNATIONAL plc**

*(incorporated with limited liability in England and Wales)*

### **MORGAN STANLEY (JERSEY) LIMITED**

*(incorporated with limited liability in Jersey, Channel Islands)*

### **MORGAN STANLEY B.V.**

*(incorporated with limited liability in The Netherlands)*

Morgan Stanley ("**Morgan Stanley**"), Morgan Stanley & Co. International plc ("**MSI plc**"), Morgan Stanley (Jersey) Limited ("**MSJ**") and Morgan Stanley B.V. ("**MSBV**", together with Morgan Stanley, MSI plc and MSJ, the "**Issuers**") and Morgan Stanley, in its capacity as guarantor (in such capacity, the "**Guarantor**") have prepared this base prospectus supplement (the "**Base Prospectus Supplement**"), which constitutes a supplementary prospectus for the purposes of 87G of the Financial Services and Markets Act 2000 ("**FSMA**") and has been approved by the Financial Services Authority in its capacity as the competent authority in the United Kingdom as a prospectus supplement for the purposes of Directive 2003/71/EC (the "**Prospectus Directive**"), to supplement and be read in conjunction with:

- (i) the base prospectus of Morgan Stanley, MSI plc, MSJ and MSBV (each in its capacity as Issuer) and Morgan Stanley (in its capacity as Guarantor) in respect of the program for the issuance of Notes, Series A and B, Warrants and Certificates, dated 10 June 2011, and the supplement thereto dated 22 November 2011;
- (ii) the base prospectus of Morgan Stanley and MSJ (each in its capacity as Issuer) and Morgan Stanley (in its capacity as Guarantor) in respect of the issuance of Morgan Stanley Notes linked to Morgan Stanley Jersey Warrants exercisable for Morgan Stanley Jersey Preference Shares dated 8 August 2011;
- (iii) the base prospectus of Morgan Stanley, MSI plc, MSJ and MSBV (each in its capacity as Issuer) and Morgan Stanley (in its capacity as Guarantor) in respect of the program for the issuance of Notes, Warrants and Certificates linked to one or more securities, indices, funds, commodities, preference shares of Morgan Stanley Jersey or Sienna Finance UK Limited dated 5 August 2011; and
- (iv) the base prospectus of Morgan Stanley (in its capacity as Issuer) for the issuance of Global Medium Term Notes, Series F, G and H, dated 13 May 2011;

(together, the "**Base Prospectuses**") approved by the Financial Services Authority (in its capacity as competent authority for the purposes of Part VI of the Financial Services and Markets Act 2000).

Terms defined in each of the Base Prospectuses shall have the same meaning when used in this Base Prospectus Supplement. To the extent that there is any inconsistency between any statement in this Base Prospectus Supplement and any other statement in, or incorporated by reference in, any of the Base Prospectuses, the statements in this Base Prospectus Supplement will prevail.

The purpose of this Base Prospectus Supplement is to disclose the revised ratings of Morgan Stanley and MSI plc as specified in an announcement made on 29 November 2011 by Standard & Poor's Ratings Services in relation to its review of the ratings of Morgan Stanley and other large financial institutions applying its new criteria for banks.

#### **Amendment to the Base Prospectuses**

##### ***Recent Events.***

Following revisions to its rating methodology, Standard & Poor's Ratings Services reviewed its ratings of 37 of the largest financial institutions in the world applying its new ratings criteria for banks and, on 29 November 2011, announced that it was revising the issuer ratings of Morgan Stanley and MSI plc to the following:

##### **Morgan Stanley**

	<b>Revised rating as of 29 November 2011</b>
Long-term debt	A-
Short-term debt	A-2
Ratings outlook	Negative

Morgan Stanley's ratings are issued by Standard & Poor's Financial Services LLC. Standard & Poor's Financial Services LLC is not incorporated in the European Union and is not registered under the CRA Regulation. An application has been made for its ratings to be endorsed by Standard & Poor's Credit Market Services Europe Limited, a rating agency registered under the CRA Regulation, although as of the date of this Base Prospectus Supplement, notification of the corresponding decision has not yet been provided by the relevant competent authority.

##### **MSI plc**

	<b>Revised rating as of 29 November 2011</b>
Long-term debt	A
Short-term debt	A-1
Ratings outlook	Negative

MSI plc's ratings are issued by Standard & Poor's Credit Market Services Europe Limited, a rating agency registered under the CRA Regulation.

In accordance with Article 16 of the Prospectus Directive (as implemented in the United Kingdom by Section 87Q(4) of the FSMA), investors who have agreed to purchase or subscribe for, or have applied to purchase or subscribe for, any Note, Warrants or Certificates (as the case may be) prior to the publication of this Base Prospectus Supplement shall have the right, exercisable within two Business Days following the date of publication of this Base Prospectus Supplement, to withdraw their acceptances or applications by notice in writing to the relevant Issuer, agent, Dealer or Distribution Agent, as the case may be.

Each of the Issuers and the Guarantor, in relation to the relevant Base Prospectuses where it is an Issuer or the Guarantor (as applicable), confirms the following:

Save as disclosed in this Base Prospectus Supplement, and in any prior supplements to any of the Base Prospectuses, no significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectuses has arisen since the publication of the Base Prospectuses.

Each of Morgan Stanley, MSI plc, MSJ and MSBV accepts responsibility for the information contained in this Base Prospectus Supplement. To the best of the knowledge and belief of the Issuers and the Guarantor (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

This Base Prospectus Supplement is available for viewing, and copies may be obtained from the offices of the Issuers, the Paying Agents and the Securities Agents (as applicable).

21 December 2011

**MORGAN STANLEY**

**MORGAN STANLEY & CO. INTERNATIONAL PLC**

**MORGAN STANLEY (JERSEY) LIMITED**

**MORGAN STANLEY B.V.**