

BASE PROSPECTUS SUPPLEMENT

Morgan Stanley

*as issuer and guarantor
(incorporated under
the laws of the State of Delaware in the United States of America)*

MORGAN STANLEY & CO. INTERNATIONAL PLC
*as issuer
(incorporated with limited liability in England and Wales)*

MORGAN STANLEY (JERSEY) LIMITED
*as issuer
(incorporated with limited liability in Jersey, Channel Islands)*

MORGAN STANLEY B.V.
*as issuer
(incorporated with limited liability in The Netherlands)*

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

Morgan Stanley ("**Morgan Stanley**"), Morgan Stanley & Co. International plc ("**MSI plc**"), Morgan Stanley (Jersey) Limited ("**Morgan Stanley Jersey**") and Morgan Stanley B.V. ("**MSBV**", and together with Morgan Stanley, MSI plc and Morgan Stanley Jersey, the "**Issuers**") 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 the base prospectus dated 15 June 2010 prepared by the Issuers (the "**Base Prospectus**") (and any documents incorporated by reference therein and any supplements thereto) and used in connection with the program (the "**Program**") under which any of the Issuers may offer from time to time notes (the "**Notes**"), warrants (the "**Warrants**") and certificates (the "**Certificates**"). **Investors should be aware of their rights under Section 87Q(4) of FSMA.**

Defined terms used in the Base Prospectus 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 the Base Prospectus or any previous Base Prospectus Supplement thereto, the statements in this Base Prospectus Supplement will prevail.

The purpose of this Base Prospectus Supplement is to give information in relation to certain changes:

- (1) to the Program to allow (a) Morgan Stanley to issue Notes in registered form; (b) each of the Issuers to issue Warrants and Certificates in registered form and (c) English Law Notes in registered form issued under the Program to be held under the new safekeeping structure (the "**Registered Instruments Amendments**"); and
- (2) to the tax treatment of the Program Securities under Austrian law as a result of the enactment of the Budget Accompanying Act of 2011 (*Budgetbegleitgesetz 2011*), in particular, to: (i) disclose changes to the current income tax rates applied to income

received from bonds held by private foundations and (ii) give advance notice of changes in the taxation of Program Securities purchased after 30 September 2011.

REGISTERED INSTRUMENTS AMENDMENTS

The Issuers are making the Registered Instruments Amendments to the Program on or about the date of this Base Prospectus Supplement. The Registered Instruments Amendments will allow Morgan Stanley to issue Notes in registered form ("**Morgan Stanley Registered Notes**"), allow each of the Issuers to issue Warrants and Certificates in registered form ("**Registered Warrants**" and "**Registered Certificates**", respectively) and allow English Law Notes in registered form issued by Morgan Stanley and other Issuers under the Program to be held under the new safekeeping structure.

The Issue and Paying Agency Agreement, the Securities Agreement and the Euro Distribution Agreement will be amended and restated on or about the date hereof to incorporate the relevant changes required to implement the Registered Instruments Amendments, including the relevant changes to the forms of Global Notes, Global Note Certificates, Global Warrants, Global Certificates, Registered Warrants in global form (the "**Global Registered Warrants**") and Registered Certificates in global form (the "**Global Registered Certificates**", together with the Global Notes, the Global Note Certificates, the Global Warrants, the Global Certificates and the Global Registered Warrants, the "**Global Instruments**"), and additional deeds of covenant (the "**New Deeds of Covenant**") will be entered into by each of Morgan Stanley, MSI plc, Morgan Stanley Jersey and MSBV. All such amended and restated agreements, forms of Global Instruments and the New Deeds of Covenant will be available for inspection at the offices of The Bank of New York Mellon and the Issuers as further specified below.

As a result of the Registered Instruments Amendments, in the case of payments made by Morgan Stanley in respect of Morgan Stanley Registered Notes, Registered Warrants and Registered Certificates, **the beneficial owner of such a security (or the financial institution holding the security on behalf of the beneficial owner) will be required to furnish the U.S. Internal Revenue Service Form W-8BEN on which the beneficial owner certifies under penalties of perjury that it is not a U.S. person.** Unless otherwise specified in the Final Terms of the securities, no additional amounts will be paid to holders in the event that any withholding or deduction of Taxes is required by law.

Prospective investors in Morgan Stanley Registered Notes or in Registered Warrants and Registered Certificates issued by any Issuer should consider such documents and consult with their legal, tax and financial advisers before deciding to purchase such securities.

Copies of the following documents can be inspected during usual business hours on any weekday at The Bank of New York Mellon at One Canada Square, London E14 5AL and also at the principal executive office of Morgan Stanley and the registered offices of MSI plc, Morgan Stanley Jersey and MSBV:

- (A) the amended and restated Issue and Paying Agency Agreement (including the amended forms of Global Note and Global Note Certificate that are governed by English law);
- (B) the amended and restated Securities Agreement (including the amended forms of Global Warrant, Global Certificate, Global Registered Warrant and Global Registered Certificate);
- (C) the amended and restated Euro Distribution Agreement;
- (D) the New Deeds of Covenant; and
- (E) the new forms of fixed rate senior registered note and floating rate senior registered note (in relation to the New York Law Notes).

AMENDMENT TO THE SUMMARY RELATING TO THE REGISTERED INSTRUMENT AMENDMENTS

The following amendment is made to the section headed "Summary" in the Base Prospectus.

The fifth paragraph under the heading "Essential characteristics and risks associated with the Program Securities" on page 4 of the Base Prospectus is deleted and replaced with the following paragraph:

"Morgan Stanley, MSI plc, Morgan Stanley Jersey and MSBV will issue Bearer Notes, Registered Notes, Bearer Warrants, Registered Warrants, Bearer Certificates and Registered Certificates. Bearer Notes, Bearer Warrants and Bearer Certificates may be in either definitive form or global form. Program Securities in definitive bearer form will be serially numbered. Registered Notes, Registered Warrants and Registered Certificates may be in either individual certificate form or in global certificate form."

AUSTRIAN TAXATION AMENDMENTS

The following amendments are made to the section headed "Austrian Taxation" in the Base Prospectus.

The following paragraph is added beneath the third paragraph under the sub-heading "**General**" on page 250 of the Base Prospectus:

"On 1 January 2011 the Budget Accompanying Act of 2011 (*Budgetbegleitgesetz 2011*) entered into force which leads to significant changes to the taxation of financial instruments in Austria. The tax disclosure below incorporates the changes contained therein in relation to any Program Securities purchased before 1 October 2011. The Budget Accompanying Act of 2011 will also introduce further changes with regard to the taxation of capital gains and warrants in Austria. These changes will affect any Program Securities purchased after 30 September 2011."

The second full paragraph under on page 251 of the Base Prospectus is deleted and replaced with the following:

"Private foundations (*Privatstiftung*) pursuant to the Austrian Private Foundations Act (*Privatstiftungsgesetz*) fulfilling the prerequisites contained in sec. 13(6) of the Austrian Corporate Income Tax Act (*Körperschaftsteuergesetz*) and holding bonds as a non-business asset are subject to interim taxation (*Zwischenbesteuerung*) on all resulting interest payments received (which term in general also encompasses the difference between the redemption price and the issue price) at a rate of 25 per cent. in case the bonds are in addition legally and factually offered to an indefinite number of persons. If the bonds are not legally and factually offered to an indefinite number of persons, then the interest payments are subject to corporate income tax at a rate of 25 per cent. Under the conditions set forth in sec. 94(11) of the Austrian Income Tax Act no withholding tax is levied."

The words "sec. 13(1)" on the second line of the fourth full paragraph under the sub-heading "Income tax regarding the Warrants" on page 252 of the Base Prospectus is deleted and replaced with the words "sec. 13(6)".

Save as disclosed in this Base Prospectus Supplement, no significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus has arisen since the publication of the Base Prospectus dated 15 June 2010.

Each Issuer accepts responsibility for the information contained in this document. To the best of the knowledge and belief of the Issuers (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.

MORGAN STANLEY

MORGAN STANLEY & CO. INTERNATIONAL PLC

MORGAN STANLEY (JERSEY) LIMITED

MORGAN STANLEY B.V.

11 May 2011