

**THIRD SUPPLEMENT TO THE REGISTRATION
DOCUMENT**

Morgan Stanley

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

MORGAN STANLEY & CO. INTERNATIONAL PLC

(incorporated with limited liability in England and Wales)

MORGAN STANLEY B.V.

(incorporated with limited liability in the Netherlands)

MORGAN STANLEY FINANCE LLC

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

and

MORGAN STANLEY EUROPE SE

(incorporated under the laws of Germany)

Morgan Stanley, Morgan Stanley & Co. International plc (“**MSI plc**”), Morgan Stanley B.V. (“**MSBV**”), Morgan Stanley Finance LLC (“**MSFL**”) and Morgan Stanley Europe SE (“**MSESE**”) have prepared this Third supplement to the registration document (the “**Third Registration Document Supplement**”) to supplement and be read in conjunction with the registration document dated 15 November 2024 (the “**Registration Document**”), the first supplement to the Registration Document dated 27 January 2025 and the second supplement to the Registration Document dated 3 March 2025.

This Third Registration Document Supplement has been approved by the Luxembourg Commission de Surveillance du Secteur Financier (the “**CSSF**”) as competent authority under Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”), as a supplement to the Registration Document issued in compliance with Article 10(1) and Article 23(1) of the Prospectus Regulation.

The CSSF only approves this Third Registration Document Supplement as meeting the standard of completeness, comprehensibility and consistency imposed by the Prospectus Regulation and the CSSF gives no undertaking as to the economic and financial soundness of any transaction or the quality or solvency of the issuers. Such approval should not be considered as an endorsement of the issuers that are the subject of this Third Registration Document Supplement.

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

The Registration Document is intended to form part of a prospectus prepared in compliance with the Prospectus Regulation and should be read and construed with this Third Registration Document Supplement, and any supplement hereto, together with all documents incorporated by reference into it, the other parts of such relevant prospectus or, as the case may be, securities note containing disclosure in relation to any issue of debt or derivative

securities by any of Morgan Stanley, MSI plc, MSBV, MSFL or MSESE (or for which any of Morgan Stanley, MSI plc, MSBV, MSFL or MSESE is an obligor) and, where appropriate, the final terms containing information with respect to such debt or derivative securities. This includes, without limitation: (i) the Regulation S / 144A Program for the Issuance of Notes, Series A and B, Warrants and Certificates pursuant to an offering circular dated 26 June 2024; (ii) the Base Prospectus for Fixed Income Notes under the German Programme for Medium Term Securities dated 22 November 2024; (iii) the French Law Programme for the Issuance of Notes pursuant to a base prospectus dated 20 June 2024; and (iv) the Regulation S Program for the Issuance of Notes and Certificates, Series A and Series B, and Warrants pursuant to a base prospectus dated 12 July 2024.

The purpose of this Third Registration Document Supplement is to make a correction to the “*Description of Morgan Stanley*” section in the Registration Document following the publication of the second supplement to the Registration Document dated 3 March 2025.

Morgan Stanley accepts responsibility for the information contained in this Third Registration Document and confirms that, to the best of its knowledge, having taken all reasonable care to ensure that such is the case, the information contained in this Third Registration Document is in accordance with the facts and does not omit anything likely to affect the import of such information.

Save as disclosed in this Third Registration Document Supplement, no significant new factor, material mistake or material inaccuracy relating to information included in the Registration Document has arisen since the publication of the second supplement to the Registration Document on 3 March 2025.

This Third Registration Document Supplement is available for viewing, and copies may be obtained from the offices of the Responsible Person and is available on Morgan Stanley’s website at <https://sp.morganstanley.com/EU/Documents> and on the website of the Luxembourg Stock Exchange at www.luxse.com.

4 March 2025

MORGAN STANLEY

MORGAN STANLEY & CO. INTERNATIONAL PLC

MORGAN STANLEY B.V.

MORGAN STANLEY FINANCE LLC

MORGAN STANLEY EUROPE SE

CONTENTS

	Page(s)
PART A – AMENDMENT TO THE “<i>DESCRIPTION OF MORGAN STANLEY</i>” SECTION	4

PART A – AMENDMENT TO THE “DESCRIPTION OF MORGAN STANLEY” SECTION

1. The section titled “7. *LEGAL PROCEEDINGS AND CONTINGENCIES*” on page 55 of the Registration Document shall be deemed to be deleted in its entirety and the following substituted therefor:

“Save as disclosed in the paragraphs under the heading “Contingencies” under the heading “Commitments, Guarantees and Contingencies” in “Notes to Consolidated Financial Statements” at pages 124 to 127 and the section titled “Legal Proceedings” at page 154 of Morgan Stanley’s Annual Report on Form 10-K for the year ended 31 December 2024, there are no, nor have there been, any governmental, legal or arbitration proceedings involving Morgan Stanley (including any such proceedings which are pending or threatened of which Morgan Stanley is aware) during the 12-month period before the date of the Second Registration Document Supplement which may have, or have had in the recent past, a significant effect on the financial position or profitability of Morgan Stanley or the Morgan Stanley Group.”