

Morgan Stanley

Morgan Stanley & Co. International plc
25 Cabot Square
Canary Wharf
London E14 4QA
United Kingdom

Date: 24 January 2017

MORGAN STANLEY & CO. INTERNATIONAL plc

As issuer

(incorporated with limited liability in England and Wales)

**in relation to the Exchange Traded Program for the Issuance of Warrants and Certificates
and the Base Prospectus for Warrants and Certificates dated 2 December 2015**

NOTICE TO SECURITYHOLDERS (the "Notice")

The Issuer hereby notifies the Securityholders in accordance with Paragraphs 25.2 and 25.3 (*Notices*) of the General Terms and Conditions of its intention to de-list and terminate trading of the security in Schedule I below (the "**Security**") on the Nordic Growth Market NGM AB and to apply for listing and admission to trading of the Security on the Nasdaq Stockholm AB with effect as of 25 January 2017 (the "**Effective Date**").

Therefore, in accordance with Paragraph 23.3 (a)(ii) (*Modification*) of the General Terms and Conditions, the reference in the definition of "Securities Exchange" in the Conditions in Part A of the Final Terms shall be deemed to be amended to Nasdaq Stockholm AB instead of Nordic Growth Market NGM AB. Also, the reference to "Screen Page" under the Conditions in Part A of the Final Terms should be deemed to be not applicable.

As a result, in Part B of the Final Terms, under "1. Listing and Admission to Trading", and in section C.11 of the Summary, under "Admission to Trading", the references to Nordic Growth Market NGM AB shall be deemed to refer to Nasdaq Stockholm AB.

The amendments referred above will be effective for all purposes as of the Effective Date and shall be binding on all Securityholders.

This Notice should be read in conjunction with the General Terms and Conditions.

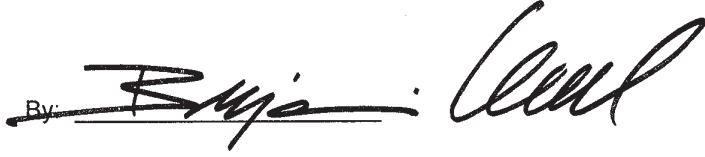

Capitalised terms used but not defined shall have the meaning given to them in the Base Prospectus for Warrants and Certificates dated 2 December 2015, available from the offices of the Issuer and on the Issuer's website at www.morganstanley.com/etp.

Contact details:

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Signed on behalf of the Issuer:

By: : 

Duly authorised

Benjamin A. Weil
Authorised Signatory

Schedule I

Security				
ISIN	Short Name	Type of Security	Underlying Name and Bloomberg Code	Issue Date
GB00BVZWC561	MINI L SAND AVA 9	Share Mini Future Long Securities	SANDVIK (SAND SS Equity)	13/01/2016