

## CALCULATION OF REGISTRATION FEE

<i>Title of Each Class of Securities Offered</i>	<i>Maximum Aggregate Offering Price</i>	<i>Amount of Registration Fee</i>
Participation Securities due 2022	\$3,996,000	\$464.34

Pricing Supplement No. 275  
Registration Statement No. 333-200365  
Dated May 26, 2015  
Filed Pursuant to Rule 424(b)(2)



## Morgan Stanley \$3,996,000 Performance Securities

Linked to the Bloomberg Commodity Index<sup>SM</sup> 3 Month Forward due May 31, 2022

Principal at Risk Securities

### Investment Description

These Performance Securities (the "Securities") are unsecured and unsubordinated debt securities issued by Morgan Stanley with returns linked to the performance of the Bloomberg Commodity Index<sup>SM</sup> 3 Month Forward (the "Index"). If the Index Return is greater than zero, Morgan Stanley will pay the Principal Amount at maturity plus a return equal to the product of (i) the Principal Amount multiplied by (ii) the Index Return multiplied by (iii) the Participation Rate of 202%. If the Index Return is equal to zero, Morgan Stanley will pay the full Principal Amount at maturity. However, if the Index Return is negative, Morgan Stanley will pay less than the full Principal Amount at maturity, if anything, resulting in a loss of principal that is proportionate to the negative Index Return. These long-dated Securities are for investors who seek a commodity index-based return and who are willing to risk a loss on their principal and forgo current income in exchange for the Participation Rate feature applicable at maturity. **Investing in the Securities involves significant risks. You will not receive interest or dividend payments during the term of the Securities. You may lose some or all of your Principal Amount.**

**All payments are subject to the credit risk of Morgan Stanley. If Morgan Stanley defaults on its obligations, you could lose some or all of your investment. These Securities are not secured obligations and you will not have any security interest in, or otherwise have any access to, any underlying reference asset or assets.**

### Features

- ☐ **Participation in Positive Index Returns:** If the Index Return is greater than zero, Morgan Stanley will pay the Principal Amount at maturity plus pay a return equal to the Index Return multiplied by the Participation Rate. If the Index Return is less than zero, investors will be exposed to the negative Index Return at maturity.
- ☐ **Full Downside Market Exposure:** If the Index Return is negative, Morgan Stanley will pay less than the full Principal Amount, if anything, resulting in a loss of principal that is proportionate to the negative Index Return. Accordingly, you may lose some or all of your Principal Amount. Any payment on the Securities, including any repayment of principal, is subject to the creditworthiness of Morgan Stanley.

### Key Dates

Trade Date	May 26, 2015
Settlement Date	May 29, 2015
Final Valuation Date*	May 24, 2022
Maturity Date*	May 31, 2022

\*Subject to postponement in the event of a Market Disruption Event or for non-Index Business Days. See "Postponement of Final Valuation Date and Maturity Date" under "Additional Terms of the Securities."

**THE SECURITIES ARE SIGNIFICANTLY RISKIER THAN CONVENTIONAL DEBT INSTRUMENTS. THE TERMS OF THE SECURITIES MAY NOT OBLIGATE MORGAN STANLEY TO REPAY THE FULL PRINCIPAL AMOUNT OF THE SECURITIES. THE SECURITIES HAVE DOWNSIDE MARKET RISK SIMILAR TO THE INDEX, WHICH CAN RESULT IN A LOSS OF SOME OR ALL OF YOUR INVESTMENT AT MATURITY. THIS MARKET RISK IS IN ADDITION TO THE CREDIT RISK INHERENT IN PURCHASING A DEBT OBLIGATION OF MORGAN STANLEY. YOU SHOULD NOT PURCHASE THE SECURITIES IF YOU DO NOT UNDERSTAND OR ARE NOT COMFORTABLE WITH THE SIGNIFICANT RISKS INVOLVED IN INVESTING IN THE SECURITIES. THE SECURITIES WILL NOT BE LISTED ON ANY SECURITIES EXCHANGE.**

**YOU SHOULD CAREFULLY CONSIDER THE RISKS DESCRIBED UNDER "KEY RISKS" BEGINNING ON PAGE 5 OF THIS PRICING SUPPLEMENT IN CONNECTION WITH YOUR PURCHASE OF THE SECURITIES. EVENTS RELATING TO ANY OF THOSE RISKS, OR OTHER RISKS AND UNCERTAINTIES, COULD ADVERSELY AFFECT THE MARKET VALUE OF, AND THE RETURN ON, YOUR SECURITIES.**

### Security Offering

Morgan Stanley is offering Performance Securities linked to the Bloomberg Commodity Index<sup>SM</sup> 3 Month Forward. The Securities are not subject to a predetermined maximum gain and, accordingly, any return at maturity will be determined by the performance of the Index. The Securities are offered at a minimum investment of 100 Securities at the Price to Public listed below. Index Initial Level Participation Rate CUSIP ISIN Bloomberg Commodity Index<sup>SM</sup> 3 Month Forward 225.2542 202% 61764V778 US61764V7780

Index	Initial Level	Participation Rate	CUSIP	ISIN
Bloomberg Commodity Index <sup>SM</sup> 3 Month Forward	225.2542	202%	61764V778	US61764V7780

**See "Additional Information about Morgan Stanley and the Securities" on page 2. The Securities will have the terms set forth in the accompanying prospectus and prospectus supplement and this pricing supplement.**

*Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these Securities or passed upon the adequacy or accuracy of this pricing supplement or the accompanying prospectus supplement and prospectus. Any representation to the contrary is a criminal offense. The Securities are not bank deposits and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency, nor are they obligations of, or*

Estimated value on the Trade Date		\$9.55 per Security. See "Additional Information about Morgan Stanley and the Securities" on page 2.	
	Price to Public	Underwriting Discount <sup>(1)</sup>	Proceeds to Morgan Stanley <sup>(2)</sup>
Per Security	\$10	\$0	\$10
Total	\$3,996,000	\$0	\$3,996,000

(1) UBS Financial Services Inc. will act as placement agent at an issue price of \$10 per Security. All sales of the Securities will be made to certain fee-based advisory accounts for which UBS Financial Services Inc. is an investment advisor and will not receive a sales commission. For more information, please see "Supplemental Plan of Distribution; Conflicts of Interest" on page 22 of this pricing supplement.

(2) See "Use of Proceeds and Hedging" on page 20.

The agent for this offering, Morgan Stanley & Co. LLC, is our wholly-owned subsidiary. See "Supplemental Plan of Distribution; Conflicts of Interest" on page 22 of this pricing supplement.

Morgan Stanley

UBS Financial Services Inc.

### Additional Information about Morgan Stanley and the Securities

Morgan Stanley has filed a registration statement (including a prospectus, as supplemented by a prospectus supplement) with the SEC for the offering to which this communication relates. In connection with your investment, you should read the prospectus in that registration statement, the prospectus supplement and any other documents relating to this offering that Morgan Stanley has filed with the SEC for more complete information about Morgan Stanley and this offering. You may get these documents for free by visiting EDGAR on the SEC website at [www.sec.gov](http://www.sec.gov). Alternatively, Morgan Stanley, any underwriter or any dealer participating in this offering will arrange to send you the prospectus and the prospectus supplement if you so request by calling toll-free 1-(800)-584-6837.

You may access the accompanying prospectus supplement and prospectus on the SEC website at [www.sec.gov](http://www.sec.gov) as follows:

- ◆ Prospectus supplement dated November 19, 2014:  
[http://www.sec.gov/Archives/edgar/data/895421/000095010314008172/dp51153\\_424b2-seriesf.htm](http://www.sec.gov/Archives/edgar/data/895421/000095010314008172/dp51153_424b2-seriesf.htm)
- ◆ Prospectus dated November 19, 2014:  
[http://www.sec.gov/Archives/edgar/data/895421/000095010314008169/dp51151\\_424b2-base.htm](http://www.sec.gov/Archives/edgar/data/895421/000095010314008169/dp51151_424b2-base.htm)

*References to "Morgan Stanley," "we," "our" and "us" refer to Morgan Stanley. In this document, the "Securities" refers to the Performance Securities that are offered hereby. Also, references to the accompanying "prospectus" and "prospectus supplement" mean the Morgan Stanley prospectus dated November 19, 2014 and the Morgan Stanley prospectus supplement dated November 19, 2014, respectively.*

You should rely only on the information incorporated by reference or provided in this pricing supplement or the accompanying prospectus supplement and prospectus. We have not authorized anyone to provide you with different information. We are not making an offer of these securities in any state where the offer is not permitted. You should not assume that the information in this pricing supplement or the accompanying prospectus supplement and prospectus is accurate as of any date other than the date on the front of this document.

If the terms discussed in this pricing supplement differ from those discussed in the prospectus supplement or prospectus, the terms contained in this pricing supplement will control.

The Issue Price of each Security is \$10. This price includes costs associated with issuing, selling, structuring and hedging the Securities, which are borne by you, and, consequently, the estimated value of the Securities on the Trade Date is less than \$10. We estimate that the value of each Security on the Trade Date is \$9.55.

*What goes into the estimated value on the Trade Date?*

In valuing the Securities on the Trade Date, we take into account that the Securities comprise both a debt component and a performance-based component linked to the Index. The estimated value of the Securities is determined using our own pricing and valuation models, market inputs and assumptions relating to the Index, instruments based on the Index, volatility and other factors including current and expected interest rates, as well as an interest rate related to our secondary market credit spread, which is the implied interest rate at which our conventional fixed rate debt trades in the secondary market.

*What determines the economic terms of the Securities?*

In determining the economic terms of the Securities, including the Participation Rate, we use an internal funding rate, which is likely to be lower than our secondary market credit spreads and therefore advantageous to us. If the issuing, selling, structuring and hedging costs borne by you were lower or if the internal funding rate were higher, one or more of the economic terms of the Securities would be more favorable to you.

*What is the relationship between the estimated value on the Trade Date and the secondary market price of the Securities?*

The price at which MS & Co. purchases the Securities in the secondary market, absent changes in market conditions, including those related to the Index, may vary from, and be lower than, the estimated value on the Trade Date, because the secondary market price takes into account our secondary market credit spread as well as the bid-offer spread that MS & Co. would charge in a secondary market transaction of this type and other factors. However, because the costs associated with issuing, selling, structuring and hedging the Securities are not fully deducted upon issuance, for a period of up to 12 months following the Settlement Date, to the extent that MS & Co. may buy or sell the Securities in the secondary market, absent changes in market conditions, including those related to the Index, and to our secondary market credit spreads, it would do so based on values higher than the estimated value. We expect that those higher values will also be reflected in your brokerage

account statements.  
MS & Co. may, but is not obligated to, make a market in the Securities, and, if it once chooses to make a market, may cease doing so at any time.

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Investor Suitability

The Securities may be suitable for you if:

- .. You fully understand the risks inherent in an investment in the Securities, including the risk of loss of your entire initial investment.
- .. You can tolerate a loss of all or a substantial portion of your Principal Amount and are willing to make an investment that has the same downside market risk as the Index.
- .. You are willing to hold the Securities to maturity, as set forth on the cover of this pricing supplement, and accept that there may be little or no secondary market for the Securities.
- .. You believe the Index will appreciate over the term of the Securities and you are willing to invest in the Securities based on the Participation Rate of 202%.
- .. You can tolerate fluctuations of the price of the Securities prior to maturity that may be similar to or exceed the downside fluctuations in the level of the Index.
- .. You do not seek current income from your investment.
- .. You understand the increased volatility and other risks associated with investing in commodities generally and commodity futures contracts specifically.
- .. You are willing to assume the credit risk of Morgan Stanley, as issuer of the Securities, and understand that if Morgan Stanley defaults on its obligations you may not receive any amounts due to you including any repayment of principal.

The Securities may not be suitable for you if:

- .. You do not fully understand the risks inherent in an investment in the Securities, including the risk of loss of your entire initial investment.
- .. You cannot tolerate a loss of all or a substantial portion of your Principal Amount, and you are not willing to make an investment that has the same downside market risk as the Index.
- .. You require an investment designed to provide a full return of principal at maturity.
- .. You are unable or unwilling to hold the Securities to maturity, as set forth on the cover of this pricing supplement, or you seek an investment for which there will be an active secondary market.
- .. You believe that the level of the Index will decline during the term of the Securities and is likely to close below the Initial Level on the Final Valuation Date.
- .. You are unwilling to invest in the Securities based on the Participation Rate of 202%.
- .. You prefer the lower risk, and, therefore, accept the potentially lower returns, of conventional debt securities with comparable maturities issued by Morgan Stanley or another issuer with a similar credit rating.
- .. You seek current income from your investment.
- .. You do not understand the increased volatility and other risks associated with investing in commodities generally and commodity futures contracts specifically.
- .. You are not willing or are unable to assume the credit risk associated with Morgan Stanley, as issuer of the Securities, for any payment on the Securities, including any repayment of principal.

The investor suitability considerations identified above are not exhaustive. Whether or not the Securities are a suitable investment for you will depend on your individual circumstances, and you should reach an investment decision only after you and your investment, legal, tax, accounting and other advisors have carefully considered the suitability of an investment in the Securities in light of your particular circumstances. You should also review “Key Risks” on page 5 of this pricing supplement and “Risk Factors” beginning on page 5 of the accompanying prospectus for risks related to an investment in the Securities.

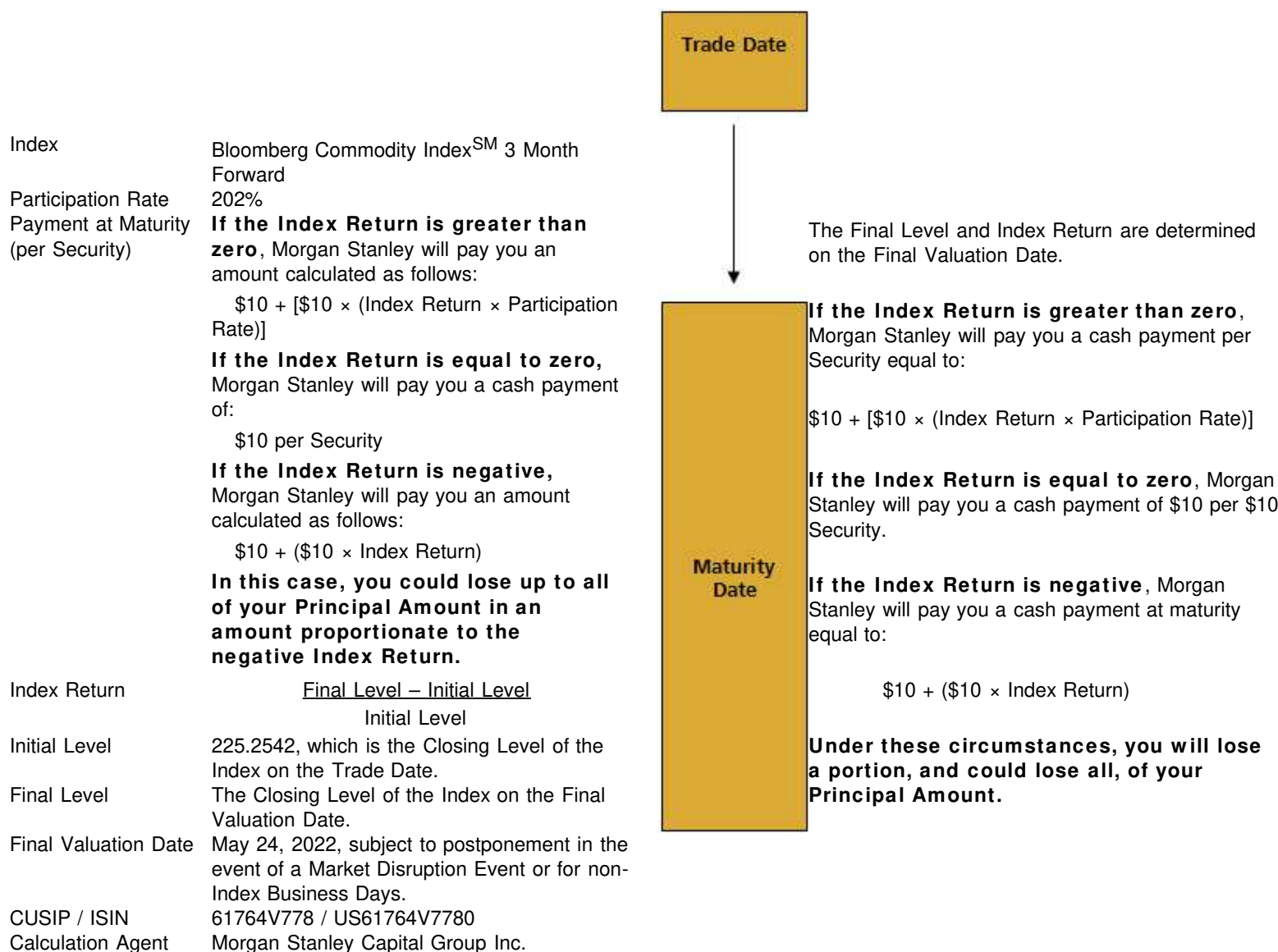
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Final Terms

Issuer	Morgan Stanley
Issue Price (per Security)	\$10.00 per Security
Principal Amount	\$10.00 per Security
Term	Approximately 7 years

Investment Timeline

The Closing Level of the Index (Initial Level) is observed and the Participation Rate is set.



**INVESTING IN THE SECURITIES INVOLVES SIGNIFICANT RISKS. YOU MAY LOSE YOUR ENTIRE PRINCIPAL AMOUNT. ANY PAYMENT ON THE SECURITIES IS SUBJECT TO THE CREDITWORTHINESS OF MORGAN STANLEY. IF MORGAN STANLEY WERE TO DEFAULT ON ITS PAYMENT OBLIGATIONS, YOU MAY NOT RECEIVE ANY AMOUNTS OWED TO YOU UNDER THE SECURITIES AND YOU COULD LOSE YOUR ENTIRE INVESTMENT.**

## Key Risks

An investment in the Securities involves significant risks. Some of the risks that apply to the Securities are summarized here, but we urge you to also read the "Risk Factors" section of the accompanying prospectus. You should also consult your investment, legal, tax, accounting and other advisers in connection with your investment in the Securities.

- **The Securities do not guarantee any return of principal** – The terms of the Securities differ from those of ordinary debt securities in that Morgan Stanley is not necessarily obligated to repay any of the Principal Amount at maturity. If the Index Return is negative, you will be exposed to the full negative Index Return and the payout owed at maturity by Morgan Stanley will be an amount in cash that is less than the \$10 Principal Amount of each Security, resulting in a loss proportionate to the decrease in the value of the Index from the Initial Level to the Final Level. There is no minimum payment at maturity on the Securities, and, accordingly, you could lose all of your Principal Amount in the Securities.

- .. **You may incur a loss on your investment if you sell your Securities prior to maturity** – The Final Level is observed on the Final Valuation Date. If you are able to sell your Securities in the secondary market prior to maturity, you may have to sell them at a loss relative to your initial investment even if the Closing Level of the Index is above the Initial Level at that time.
- .. **The Participation Rate applies only if you hold the Securities to maturity** – You should be willing to hold your Securities to maturity. If you are able to sell your Securities prior to maturity in the secondary market, the price you receive will likely not reflect the full economic value of the Participation Rate or the Securities themselves, and the return you realize may be less than the Index's return even if such return is positive. You can receive the full benefit of the Participation Rate from Morgan Stanley only if you hold your Securities to maturity.
- .. **The Securities are subject to the credit risk of Morgan Stanley, and any actual or anticipated changes to its credit ratings or credit spreads may adversely affect the market value of the Securities** – You are dependent on Morgan Stanley's ability to pay all amounts due on the Securities at maturity, if any, and therefore you are subject to the credit risk of Morgan Stanley. If Morgan Stanley defaults on its obligations under the Securities, your investment would be at risk and you could lose some or all of your investment. As a result, the market value of the Securities prior to maturity will be affected by changes in the market's view of Morgan Stanley's creditworthiness. Any actual or anticipated decline in Morgan Stanley's credit ratings or increase in the credit spreads charged by the market for taking Morgan Stanley credit risk is likely to adversely affect the market value of the Securities.
- .. **The Securities do not pay interest** – Morgan Stanley will not pay any interest with respect to the Securities over the term of the Securities.
- .. **The market price of the Securities may be influenced by many unpredictable factors** – Several factors, many of which are beyond our control, will influence the value of the Securities in the secondary market and the price at which MS & Co. may be willing to purchase or sell the Securities in the secondary market (if at all), including:
  - o the value of the Index at any time,
  - o the volatility (frequency and magnitude of changes in value) of the Index,
  - o the price and volatility of the commodity contracts that underlie the Index,
  - o trends of supply and demand for the commodity contracts that underlie the Index,
  - o geopolitical conditions and economic, financial, political, regulatory or judicial events that affect the Index or commodities markets generally and which may affect the Final Level of the Index,
  - o interest and yield rates in the market,
  - o the time remaining until the Securities mature, and
  - o any actual or anticipated changes in our credit ratings or credit spreads.

In addition, the commodities markets are subject to temporary distortions or other disruptions due to various factors, including lack of liquidity, participation of speculators and government intervention. Generally, the longer the time remaining to maturity, the more the market price of the Securities will be affected by the other factors described above. Some or all of these factors will influence the price that you will receive if you are able to sell your Securities prior to maturity. For example, you may have to sell your Securities at a substantial discount from the principal amount of \$10 per Security if the value of the Index at the time of sale is at or below or moderately above its Initial Level, or if market interest rates rise. You cannot predict the future performance of the Index based on its historical performance.

- .. **The amount payable on the Securities is not linked to the level of the Index at any time other than the Final Valuation Date** – The Final Level will be based on the Closing Level of the Index on the Final Valuation Date, subject to postponement for non-Index Business Days and certain Market Disruption Events. Even if the level of the Index appreciates prior to the Final Valuation Date but then drops by the Final Valuation Date, the Payment at Maturity may be significantly less than it would have been had the Payment at Maturity been linked to the level of the Index prior to such drop. Although the actual level of the Index on the stated Maturity Date or at other times during the term of the Securities may be higher than

the Final Level, the Payment at Maturity will be based solely on the Closing Level of the Index on the Final Valuation Date as compared to the Initial Level.

- .. **Investments linked to commodities are subject to sharp fluctuations in commodity prices.** Investments, such as the Securities, linked to the prices of commodities are subject to sharp fluctuations in the prices of commodities and related contracts over short periods of time for a variety of factors, including: changes in supply and demand relationships; weather; climatic events; the occurrence of natural disasters; wars; political and civil upheavals; acts of terrorism; trade, fiscal, monetary, and exchange control programs; domestic and foreign

political and economic events and policies; disease; pestilence; technological developments; changes in interest rates; and trading activities in commodities and related contracts. These factors may affect the settlement price of the Index and the value of your Securities in varying and potentially inconsistent ways. As a result of these or other factors, the level of the Index may be, and has recently been, volatile. See “Bloomberg Commodity Index<sup>SM</sup> Overview” below.

**Higher future prices of the index commodities relative to their current prices may adversely affect the value of the Index and the value of the Securities.** The Index is composed of futures contracts on physical commodities. Unlike equities, which typically entitle the holder to a continuing stake in a corporation, commodity futures contracts normally specify a certain date for delivery of the underlying physical commodity. As the futures contracts that compose the Index approach expiration, they are replaced by contracts that have a later expiration. Thus, for example, a contract purchased and held in September may specify an October expiration. As time passes, the contract expiring in October is replaced by a contract for delivery in November. This process is referred to as “rolling.” If the market for these contracts is (putting aside other considerations) in “backwardation,” where the prices are lower in the distant delivery months than in the nearer delivery months, the sale of the October contract would take place at a price that is higher than the price of the November contract, thereby creating a “roll yield.” While many of the contracts included in the Index have historically exhibited consistent periods of backwardation, backwardation will most likely not exist at all times. Moreover, certain of the commodities included in the Index have historically traded in “contango” markets. Contango markets are those in which the prices of contracts are higher in the distant delivery months than in the nearer delivery months. The presence of contango and absence of backwardation in the commodity markets could result in negative “roll yields,” which could adversely affect the value of the Index, and, accordingly, the value of the Securities.

In addition, because the Index is the three-month forward version of the Bloomberg Commodity Index<sup>SM</sup>, it is based on futures contracts with delivery months that are later than the futures contracts included in the Bloomberg Commodity Index<sup>SM</sup>. However, there can be no assurance that the Index will have positive performance, generate “roll yield” or perform better than the Bloomberg Commodity Index<sup>SM</sup>. For more information, see “Annex – Bloomberg Commodity Index<sup>SM</sup> 3 Month Forward” below.

**An investment linked to commodity futures contracts is not equivalent to an investment linked to the spot prices of physical commodities.** The Index has returns based on the change in price of futures contracts included in such Index, not the change in the spot price of actual physical commodities to which such futures contracts relate. The price of a futures contract reflects the expected value of the commodity upon delivery in the future, whereas the price of a physical commodity reflects the value of such commodity upon immediate delivery, which is referred to as the spot price. Several factors can result in differences between the price of a commodity futures contract and the spot price of a commodity, including the cost of storing such commodity for the length of the futures contract, interest costs related to financing the purchase of such commodity and expectations of supply and demand for such commodity. While the changes in the price of a futures contract are usually correlated with the changes in the spot price, such correlation is not exact. In some cases, the performance of a commodity futures contract can deviate significantly from the spot price performance of the related underlying commodity, especially over longer periods of time. Accordingly, investments linked to the return of commodities futures contracts may underperform similar investments that reflect the spot price return on physical commodities.

**Suspensions or disruptions of market trading in commodity and related futures markets could adversely affect the price of the Securities.** The commodity markets are subject to temporary distortions or other disruptions due to various factors, including the lack of liquidity in the markets, the participation of speculators and government regulation and intervention. In addition, U.S. futures exchanges and some foreign exchanges have regulations that limit the amount of fluctuation in futures contract prices which may occur during a single business day. These limits are generally referred to as “daily price fluctuation limits” and the maximum or minimum price of a contract on any given day as a result of these limits is referred to as a “limit price.” Once the limit price has been reached in a particular contract, no trades may be made at a different price. Limit prices have the effect of precluding trading in a particular contract or forcing the liquidation of contracts at disadvantageous times or prices. These circumstances could adversely affect the value of the Index, and, therefore, the value of the Securities.

**Adjustments to the Index could adversely affect the value of the Securities.** The publisher of the Index may add, delete or substitute the commodity contracts constituting the Index or make other methodological changes that could change the value of the Index. The Index publisher may discontinue or suspend calculation or publication of the Index at any time. Any of these actions could adversely affect the value of the Securities. Where the Index is discontinued, the Calculation Agent will have the sole discretion to substitute a Successor Index that is comparable to the Index and will be permitted to consider indices that are calculated and published by the Calculation Agent or any of its affiliates.

**Investing in the Securities is not equivalent to investing in the Index.** Investing in the Securities is not equivalent to investing in the Index or the futures contracts that underlie the Index. By purchasing the Securities, you do not purchase

any entitlement to any commodity underlying the Index or to futures contracts or forwards contracts on any such commodity.

.. **Legal and regulatory changes could adversely affect the return on and value of your Securities.** Futures contracts and options on futures contracts, including those related to the index commodities, are subject to extensive statutes, regulations, and margin requirements. The Commodity Futures Trading Commission, commonly referred to as the “CFTC,” and the exchanges on which such futures contracts trade, are authorized to take extraordinary actions in the event of a market emergency, including, for example, the retroactive implementation of speculative position limits or higher margin requirements, the establishment of daily limits and the suspension of trading. Furthermore, certain exchanges have regulations that limit the amount of fluctuations in futures contract prices that may occur during a single five-minute trading period. These limits could adversely affect the market prices of relevant futures and options contracts and forward contracts. The regulation of commodity transactions in the U.S. is subject to ongoing modification by government and judicial action. In addition, various non-U.S. governments have expressed concern regarding the disruptive effects of speculative trading in the commodity markets and the need to regulate the derivative markets in general. The effect on the value of the Securities of any future regulatory change is impossible to predict, but could be substantial and adverse to the interests of holders of the Securities.

For example, the Dodd-Frank Act, which was enacted on July 21, 2010, requires the CFTC to establish limits on the amount of positions that may be held by any person in certain commodity futures contracts and swaps, futures and options that are economically equivalent to such contracts. While the effects of these or other regulatory developments are difficult to predict, when adopted, such rules may have the effect of making the markets for commodities, commodity futures contracts, options on futures contracts and other related derivatives more volatile and over time potentially less liquid. Such restrictions may force market participants, including us and our affiliates, or such market participants may decide, to sell their positions in such futures contracts and other instruments subject to the limits. If this broad market selling were to occur, it would likely lead to declines, possibly significant declines, in commodity prices, in the price of such commodity futures contracts or instruments and potentially, the value of the Securities.

.. **The rate we are willing to pay for securities of this type, maturity and issuance size is likely to be lower than the rate implied by our secondary market credit spreads and advantageous to us. Both the lower rate and the inclusion of costs associated with issuing, selling, structuring and hedging the Securities in the Issue Price reduce the economic terms of the Securities, cause the estimated value of the Securities to be less than the Issue Price and will adversely affect secondary market prices** – Assuming no change in market conditions or any other relevant factors, the prices, if any, at which dealers, including MS & Co., may be willing to purchase the Securities in secondary market transactions will likely be significantly lower than the Issue Price, because secondary market prices will exclude the issuing, selling, structuring and hedging-related costs that are included in the Issue Price and borne by you and because the secondary market prices will reflect our secondary market credit spreads and the bid-offer spread that any dealer would charge in a secondary market transaction of this type as well as other factors.

The inclusion of the costs of issuing, selling, structuring and hedging the Securities in the Issue Price and the lower rate we are willing to pay as issuer make the economic terms of the Securities less favorable to you than they otherwise would be.

However, because the costs associated with issuing, selling, structuring and hedging the Securities are not fully deducted upon issuance, for a period of up to 12 months following the Settlement Date, to the extent that MS & Co. may buy or sell the Securities in the secondary market, absent changes in market conditions, including those related to the Index, and to our secondary market credit spreads, it would do so based on values higher than the estimated value, and we expect that those higher values will also be reflected in your brokerage account statements.

.. **The estimated value of the Securities is determined by reference to our pricing and valuation models, which may differ from those of other dealers and is not a maximum or minimum secondary market price** – These pricing and valuation models are proprietary and rely in part on subjective views of certain market inputs and certain assumptions about future events, which may prove to be incorrect. As a result, because there is no market-standard way to value these types of securities, our models may yield a higher estimated value of the Securities than those generated by others, including other dealers in the market, if they attempted to value the Securities. In addition, the estimated value on the Trade Date does not represent a minimum or maximum price at which dealers, including MS & Co., would be willing to purchase your Securities in the secondary market (if any exists) at any time. The value of your Securities at any time after the date of this pricing supplement will vary based on many factors that cannot be predicted with accuracy, including our creditworthiness and changes in market conditions. See also “The market price of the Securities may be influenced by many unpredictable factors” above.

.. **The Securities will not be listed on any securities exchange and secondary trading may be limited** – The Securities will not be listed on any securities exchange. Therefore, there may be little or no secondary market for the Securities. MS & Co. may, but is not obligated to, make a market in the Securities and, if it once chooses to make a market, may cease doing so at any time. When it does make a market, it will generally do so for transactions of routine secondary market size at prices based on its estimate of the current value of the Securities, taking into account its bid/offer spread, our credit spreads, market volatility, the notional size of the proposed sale, the cost of unwinding any related hedging positions, the time remaining to maturity and the likelihood that it will be able to resell the Securities. Even if there is a secondary market, it may not provide enough liquidity to allow you to trade or sell the Securities easily. Since other broker-dealers may not participate significantly in the secondary market for the Securities, the price at which you may be able to trade your Securities is likely to



depend on the price, if any, at which MS & Co. is willing to transact. If, at any time, MS & Co. were to cease making a market in the Securities, it is likely that there would be no secondary market for the Securities. Accordingly, you should be willing to hold your Securities to maturity.

**Hedging and trading activity by our subsidiaries could potentially adversely affect the value of the Securities** – One or more of our subsidiaries and/or third-party dealers have carried out, and will continue to carry out, hedging activities related to the Securities (and possibly to other instruments linked to the Index), including trading in swaps or futures contracts on the Index and on commodities that underlie the Index. Some of our subsidiaries also trade in financial instruments related to the Index or the prices of the commodities or contracts that underlie the Index on a regular basis as part of their general commodity trading and other businesses. Any of these hedging or trading activities on or prior to the Trade Date could have increased the Initial Level of the Index, and, therefore, could have increased the level at or above which the Index must close on the Final Valuation Date so that investors do not suffer a loss on their initial investment in the Securities. Additionally, such hedging or trading activities during the term of the Securities, including on the Final Valuation Date, could adversely affect the value of the Index on the Final Valuation Date, and, accordingly, the amount of cash payable at maturity, if any.

**Potential conflict of interest** – As Calculation Agent, Morgan Stanley Capital Group Inc. (“MSCG”) has determined the Initial Level and the Participation Rate, will determine the Final Level and whether any Market Disruption Event has occurred, and will calculate the amount payable at maturity, if any. Moreover, certain determinations made by MSCG in its capacity as Calculation Agent may require it to exercise discretion and make subjective judgments, such as with respect to the occurrence or non-occurrence of Market Disruption Events and the selection of a Successor Index or calculation of the Final Level in the event of a discontinuance of the Index or a Market Disruption Event. These potentially subjective determinations may adversely affect the payout to you at maturity, if any. For further information regarding these types of determinations, see “Additional Terms of the Securities—Postponement of Final Valuation Date and Maturity Date,” “—Discontinuance of the Index; Alteration of Method of Calculation” and “—Calculation Agent and Calculations” below. In addition, MS & Co. has determined the estimated value of the Securities on the Trade Date.

**Potentially inconsistent research, opinions or recommendations by Morgan Stanley, UBS or our or their respective affiliates** – Morgan Stanley, UBS and our or their respective affiliates may publish research from time to time on financial markets and other matters that may influence the value of the Securities, or express opinions or provide recommendations that are inconsistent with purchasing or holding the Securities. Any research, opinions or recommendations expressed by Morgan Stanley, UBS or our or their respective affiliates may not be consistent with each other and may be modified from time to time without notice. Investors should make their own independent investigation of the merits of investing in the Securities and the Index to which the Securities are linked.

**Uncertain Tax Treatment** – Please note that the discussions in this pricing supplement concerning the U.S. federal income tax consequences of an investment in the Securities supersede the discussions contained in the accompanying prospectus supplement. Subject to the discussion under “What Are the Tax Consequences of the Securities” in this pricing supplement, although there is uncertainty regarding the U.S. federal income tax consequences of an investment in the Securities due to the lack of governing authority, in the opinion of our counsel, Davis Polk & Wardwell LLP (“our counsel”), under current law, and based on current market conditions, each Security should be treated as a single financial contract that is an “open transaction” for U.S. federal income tax purposes.

If the Internal Revenue Service (the “IRS”) were successful in asserting an alternative treatment for the Securities, the timing and character of income on the Securities might differ significantly. For example, under one possible treatment, the IRS could seek to recharacterize the Securities as debt instruments. In that event, U.S. Holders would be required to accrue into income original issue discount on the Securities every year at a “comparable yield” determined at the time of issuance and recognize all income and gain in respect of the Securities as ordinary income. We do not plan to request a ruling from the IRS regarding the tax treatment of the Securities, and the IRS or a court may not agree with the tax treatment described in this pricing supplement. Please read carefully the discussion under “What Are the Tax Consequences of the Securities” in this pricing supplement concerning the U.S. federal income tax consequences of an investment in the Securities.

In 2007, the U.S. Treasury Department and the IRS released a notice requesting comments on the U.S. federal income tax treatment of “prepaid forward contracts” and similar instruments. The notice focuses in particular on whether to require holders of these instruments to accrue income over the term of their investment. It also asks for comments on a number of related topics, including the character of income or loss with respect to these instruments; whether short-term instruments should be subject to any such accrual regime; the relevance of factors such as the exchange-traded status of the instruments and the nature of the underlying property to which the instruments are linked; the degree, if any, to which income (including any mandated accruals) realized by non-U.S. investors should be subject to withholding tax; and whether these instruments are or should be subject to the “constructive ownership” rule, which very generally can operate to recharacterize certain long-term capital gain as ordinary income and impose an interest charge. While the notice requests comments on appropriate transition rules and effective dates, any Treasury regulations or other guidance promulgated after consideration of these issues could materially and adversely affect the tax consequences of an investment in the Securities, possibly with retroactive effect.

**Both U.S. and Non-U.S. Holders should read carefully the discussion under “What Are the Tax Consequences of the Securities” in this pricing supplement and consult their tax advisers regarding all aspects of the U.S. federal**



tax consequences of an investment in the Securities as well as any tax consequences arising under the laws of any state, local or non-U.S. taxing jurisdiction.

### Scenario Analysis and Examples at Maturity

The below scenario analysis and examples are provided for illustrative purposes only and are hypothetical. They do not purport to be representative of every possible scenario concerning increases or decreases in the level of the Index relative to the Initial Level. We cannot predict the Final Level. You should not take the scenario analysis and these examples as an indication or assurance of the expected performance of the Index. The numbers appearing in the examples below have been rounded for ease of analysis. The following scenario analysis and examples illustrate the payment at maturity for a \$10.00 security on a hypothetical offering of the Securities, and reflect the Participation Rate of 202% and the following terms\*:

Investment term:	Approximately 7 years
Hypothetical Initial Level:	220
Participation Rate:	202%

\* The actual Initial Level is specified on the cover of this pricing supplement.

**Example 1 — The level of the Index *increases* from an Initial Level of 220 to a Final Level of 242.** The Index Return is greater than zero and expressed as a formula:

$$\text{Index Return} = (242 - 220) / 220 = 10.00\%$$

$$\text{Payment at Maturity} = \$10 + [\$10 \times (10.00\% \times 202\%)] = \$12.02$$

Because the Index Return is equal to 10.00%, the Payment at Maturity is equal to \$12.02 per \$10.00 Principal Amount of Securities, resulting in a total return on the Securities of 20.20%.

**Example 2 — The Final Level is equal to the Initial Level of 220.** The Index Return is zero and expressed as a formula:

$$\text{Index Return} = (220 - 220) / 220 = 0.00\%$$

$$\text{Payment at Maturity} = \$10.00$$

Because the Index Return is zero, the Payment at Maturity per Security is equal to the original \$10.00 Principal Amount per Security, resulting in a zero percent return on the Securities.

**Example 3 — The level of the Index *decreases* from an Initial Level of 220 to a Final Level of 88.** The Index Return is negative and expressed as a formula:

$$\text{Index Return} = (88 - 220) / 220 = -60.00\%$$

$$\text{Payment at Maturity} = \$10 + (\$10 \times -60.00\%) = \$4.00$$

Because the Index Return is negative, the Securities will be fully exposed to any decline in the level of the Index as of the Final Valuation Date. Therefore, the Payment at Maturity is equal to \$4.00 per \$10.00 Principal Amount of Securities, resulting in a total loss on the Securities of 60.00%.

***If the Index Return is negative, the Securities will be fully exposed to any decline in the Index, and you will lose a portion or all of your Principal Amount at maturity.***

**Scenario Analysis – Hypothetical Payment at Maturity for each \$10.00 Principal Amount of Securities.**

Performance of the Index		Performance of the Securities		
Final Level	Index Return	Participation Rate	Payment at Maturity	Return on Securities Purchased at \$10.00 <sup>(1)</sup>
440.00	100.00%	202%	\$30.20	202.00%
418.00	90.00%	202%	\$28.18	181.80%
396.00	80.00%	202%	\$26.16	161.60%
374.00	70.00%	202%	\$24.14	141.40%
352.00	60.00%	202%	\$22.12	121.20%
330.00	50.00%	202%	\$20.10	101.00%
308.00	40.00%	202%	\$18.08	80.80%
286.00	30.00%	202%	\$16.06	60.60%
264.00	20.00%	202%	\$14.04	40.40%
242.00	10.00%	202%	\$12.02	20.20%
220.00	0.00%	N/A	\$10.00	0.00%
198.00	-10.00%	N/A	\$9.00	-10.00%
176.00	-20.00%	N/A	\$8.00	-20.00%
154.00	-30.00%	N/A	\$7.00	-30.00%
132.00	-40.00%	N/A	\$6.00	-40.00%
110.00	-50.00%	N/A	\$5.00	-50.00%
88.00	-60.00%	N/A	\$4.00	-60.00%
66.00	-70.00%	N/A	\$3.00	-70.00%
44.00	-80.00%	N/A	\$2.00	-80.00%
22.00	-90.00%	N/A	\$1.00	-90.00%
0.00	-100.00%	N/A	\$0.00	-100.00%

(1) This "Return on Securities" is the number, expressed as a percentage, that results from comparing the Payment at Maturity per \$10 Principal Amount Security to the purchase price of \$10 per Security.

**What are the tax consequences of the Securities?**

**Prospective investors should note that the discussion under the section called "United States Federal Taxation" in the accompanying prospectus supplement does not apply to the Securities issued under this pricing supplement and is superseded by the following discussion.**

The following summary is a general discussion of the principal U.S. federal tax consequences of the ownership and disposition of the Securities. This discussion applies only to initial investors in the Securities who:

- purchase the Securities at their "issue price"; and
- hold the Securities as capital assets within the meaning of Section 1221 of the Internal Revenue Code of 1986, as amended (the "Code").

This discussion does not describe all of the tax consequences that may be relevant to a holder in light of the holder's particular circumstances or to holders subject to special rules, such as:

- certain financial institutions;
- insurance companies;
- certain dealers and traders in securities or commodities;
- investors holding the Securities as part of a "straddle," wash sale, conversion transaction, integrated transaction or constructive sale

transaction;

- U.S. Holders (as defined below) whose functional currency is not the U.S. dollar;
- partnerships or other entities classified as partnerships for U.S. federal income tax purposes;
- regulated investment companies;
- real estate investment trusts;
- tax-exempt entities, including “individual retirement accounts” or “Roth IRAs” as defined in Section 408 or 408A of the Code, respectively; or
- persons subject to the alternative minimum tax.

As the law applicable to the U.S. federal income taxation of instruments such as the Securities is technical and complex, the discussion below necessarily represents only a general summary. Moreover, the effect of any applicable state, local or non-U.S. tax laws is not discussed, nor are any consequences resulting from the Medicare tax on investment income.

This discussion is based on the Code, administrative pronouncements, judicial decisions and final, temporary and proposed Treasury regulations, all as of the date hereof, changes to any of which subsequent to the date hereof may affect the tax consequences described herein. Persons considering the purchase of the Securities should consult their tax advisers with regard to the application of the U.S. federal income tax laws to their particular situations as well as any tax consequences arising under the laws of any state, local or non-U.S. taxing jurisdiction.

## General

Although there is uncertainty regarding the U.S. federal income tax consequences of an investment in the Securities due to the lack of governing authority, in the opinion of our counsel, under current law, and based on current market conditions, each Security should be treated as a single financial contract that is an “open transaction” for U.S. federal income tax purposes.

**Due to the absence of statutory, judicial or administrative authorities that directly address the treatment of the Securities or instruments that are similar to the Securities for U.S. federal income tax purposes, no assurance can be given that the Internal Revenue Service (the “IRS”) or a court will agree with the tax treatment described herein. Accordingly, you should consult your tax adviser regarding all aspects of the U.S. federal tax consequences of an investment in the Securities (including possible alternative treatments of the Securities). Unless otherwise stated, the following discussion is based on the treatment of a Security as described in the previous paragraph.**

## Tax Consequences to U.S. Holders

This section applies to you only if you are a U.S. Holder. As used herein, the term “U.S. Holder” means a beneficial owner of a Security that is, for U.S. federal income tax purposes:

- a citizen or individual resident of the United States;
- a corporation, or other entity taxable as a corporation, created or organized in or under the laws of the United States, any state thereof or the District of Columbia; or
- an estate or trust the income of which is subject to U.S. federal income taxation regardless of its source.

## Tax Treatment of the Securities

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Assuming the treatment of the Securities as set forth above is respected, the following U.S. federal income tax consequences should result.

**Tax Treatment Prior to Settlement.** A U.S. Holder should not be required to recognize taxable income over the term of the Securities prior to settlement, other than pursuant to a sale or exchange as described below.

**Tax Basis.** A U.S. Holder’s tax basis in the Securities should equal the amount paid by the U.S. Holder to acquire the Securities.

**Sale, Exchange or Settlement of the Securities.** Upon a sale, exchange or settlement of the Securities, a U.S. Holder should recognize gain or loss equal to the difference between the amount realized on the sale, exchange or settlement and the U.S. Holder’s tax basis in the Securities sold, exchanged or settled. Any gain or loss recognized upon the sale, exchange or settlement of the Securities should be long-term capital gain or loss if the U.S. Holder has held the Securities for more than one year at such time, and short-term capital gain or loss otherwise.

## Possible Alternative Tax Treatments of an Investment in the Securities

Due to the absence of authorities that directly address the proper tax treatment of the Securities, no assurance can be given that the IRS will accept, or that a court will uphold, the treatment described above. The IRS could, for instance, seek to treat a Security as a debt instrument subject to Treasury regulations governing contingent payment debt instruments (the "Contingent Debt Regulations"). If the IRS were successful in asserting that the Contingent Debt Regulations apply to the Securities, the timing and character of income thereon would be significantly affected. Among other things, a U.S. Holder would be required to accrue into income original issue discount ("OID") on the Securities every year at a "comparable yield" determined at the time of their issuance. Furthermore, any gain realized by a U.S. Holder at maturity or upon a sale, exchange or other disposition of the Securities would generally be treated as ordinary income, and any loss realized at maturity would be treated as ordinary loss to the extent of the U.S. Holder's prior accruals of OID and as capital loss thereafter.

Other alternative federal income tax treatments of the Securities are also possible, which if applied could also affect the timing and character of the income or loss with respect to the Securities. In 2007, the U.S. Treasury Department and the IRS released a notice requesting comments on the U.S. federal income tax treatment of "prepaid forward contracts" and similar instruments. The notice focuses in particular on whether to require holders of these instruments to accrue income over the term of their investment. It also asks for comments on a number of related topics, including the character of income or loss with respect to these instruments; whether short-term instruments should be subject to any such accrual regime; the relevance of factors such as the exchange-traded status of the instruments and the nature of the underlying property to which the instruments are linked; and whether these instruments are or should be subject to the "constructive ownership" rule, which very generally can operate to recharacterize certain long-term capital gain as ordinary income and impose an interest charge. While the notice requests comments on appropriate transition rules and effective dates, any Treasury regulations or other guidance promulgated after consideration of these issues could materially and adversely affect the tax consequences of an investment in the Securities, possibly with retroactive effect. U.S. Holders should consult their tax advisers regarding the U.S. federal income tax consequences of an investment in the Securities, including possible alternative treatments and the issues presented by this notice.

### ***Backup Withholding and Information Reporting***

Backup withholding may apply in respect of payments on the Securities and the payment of proceeds from a sale, exchange or other disposition of the Securities, unless a U.S. Holder provides proof of an applicable exemption or a correct taxpayer identification number and otherwise complies with applicable requirements of the backup withholding rules. The amounts withheld under the backup withholding rules are not an additional tax and may be refunded, or credited against the U.S. Holder's U.S. federal income tax liability, provided that the required information is timely furnished to the IRS. In addition, information returns may be filed with the IRS in connection with payments on the Securities and the payment of proceeds from a sale, exchange or other disposition of the Securities, unless the U.S. Holder provides proof of an applicable exemption from the information reporting rules.

### **Tax Consequences to Non-U.S. Holders**

This section applies to you only if you are a Non-U.S. Holder. As used herein, the term "Non-U.S. Holder" means a beneficial owner of a Security that is, for U.S. federal income tax purposes:

- an individual who is classified as a nonresident alien;
- a foreign corporation; or
- a foreign estate or trust.

The term "Non-U.S. Holder" does not include any of the following holders:

- a holder who is an individual present in the United States for 183 days or more in the taxable year of disposition and who is not otherwise a resident of the United States for U.S. federal income tax purposes;
- certain former citizens or residents of the United States; or

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- a holder for whom income or gain in respect of the Securities is effectively connected with the conduct of a trade or business in the United States.

Such holders should consult their tax advisers regarding the U.S. federal income tax consequences of an investment in the Securities.

### ***Tax Treatment upon Sale, Exchange or Settlement of the Securities***

*In general.* Assuming the treatment of the Securities as set forth above is respected, and subject to the discussion below on backup withholding, a Non-U.S. Holder of the Securities will not be subject to U.S. federal income or withholding tax in respect of amounts paid to the Non-U.S. Holder.

Subject to the discussion below regarding FATCA, if all or any portion of a Security were recharacterized as a debt instrument, any payment made to a

Non-U.S. Holder with respect to the Securities would not be subject to U.S. federal withholding tax, provided that:

- the Non-U.S. Holder does not own, directly or by attribution, ten percent or more of the total combined voting power of all classes of our stock entitled to vote;
- the Non-U.S. Holder is not a controlled foreign corporation related, directly or indirectly, to us through stock ownership;
- the Non-U.S. Holder is not a bank receiving interest under Section 881(c)(3)(A) of the Code, and
- the certification requirement described below has been fulfilled with respect to the beneficial owner.

**Certification Requirement.** The certification requirement referred to in the preceding paragraph will be fulfilled if the beneficial owner of a Security (or a financial institution holding the Securities on behalf of the beneficial owner) furnishes to the applicable withholding agent an IRS Form W-8BEN (or other appropriate form) on which the beneficial owner certifies under penalties of perjury that it is not a U.S. person.

In 2007, the U.S. Treasury Department and the IRS released a notice requesting comments on the U.S. federal income tax treatment of “prepaid forward contracts” and similar instruments. Among the issues addressed in the notice is the degree, if any, to which any income with respect to these instruments should be subject to U.S. withholding tax. It is possible that any Treasury regulations or other guidance issued after consideration of this issue could materially and adversely affect the withholding tax consequences of ownership and disposition of the Securities, possibly on a retroactive basis. Non-U.S. Holders should note that we currently do not intend to withhold on any payment made with respect to the Securities to Non-U.S. Holders (subject to compliance by such holders with the certification requirement described above and to the discussion below regarding FATCA). However, in the event of a change of law or any formal or informal guidance by the IRS, the U.S. Treasury Department or Congress, we may decide to withhold on payments made with respect to the Securities to Non-U.S. Holders, and we will not be required to pay any additional amounts with respect to amounts withheld. Accordingly, Non-U.S. Holders should consult their tax advisers regarding all aspects of the U.S. federal income tax consequences of an investment in the Securities, including the possible implications of the notice referred to above.

### **U.S. Federal Estate Tax**

Individual Non-U.S. Holders and entities the property of which is potentially includible in such an individual's gross estate for U.S. federal estate tax purposes (for example, a trust funded by such an individual and with respect to which the individual has retained certain interests or powers), should note that, absent an applicable treaty exemption, the Securities may be treated as U.S. situs property subject to U.S. federal estate tax. Prospective investors that are non-U.S. individuals, or are entities of the type described above, should consult their tax advisers regarding the U.S. federal estate tax consequences of an investment in the Securities.

### **Backup Withholding and Information Reporting**

Information returns may be filed with the IRS in connection with the payment on the Securities at maturity as well as in connection with the payment of proceeds from a sale, exchange or other disposition of the Securities. A Non-U.S. Holder may be subject to backup withholding in respect of amounts paid to the Non-U.S. Holder, unless such Non-U.S. Holder complies with certification procedures to establish that it is not a U.S. person for U.S. federal income tax purposes or otherwise establishes an exemption. Compliance with the certification procedures described above under “Tax Treatment upon Sale, Exchange or Settlement of the Securities” will satisfy the certification requirements necessary to avoid backup withholding as well. The amount of any backup withholding from a payment to a Non-U.S. Holder will be allowed as a credit against the Non-U.S. Holder's U.S. federal income tax liability and may entitle the Non-U.S. Holder to a refund, provided that the required information is timely furnished to the IRS.

### **FATCA Legislation**

Legislation commonly referred to as “FATCA” generally imposes a withholding tax of 30% on payments to certain non-U.S. entities (including financial intermediaries) with respect to certain financial instruments, unless various U.S. information reporting and due diligence requirements have been satisfied. An intergovernmental agreement between the United States and the non-U.S. entity's jurisdiction may modify these requirements. This legislation generally applies to certain financial instruments that are treated as paying U.S.-source interest or other U.S.-source “fixed or determinable annual or periodical” income. If the Securities were recharacterized as debt instruments, this legislation would apply to any payment of amounts treated as interest and, for dispositions after December 31, 2016, to payments of gross proceeds of the disposition (including upon retirement) of the Securities. If withholding applies to the Securities, we will not be required to pay any additional amounts with respect to amounts withheld. Both U.S. and Non-U.S. Holders should consult their tax advisers regarding the potential application of FATCA to the Securities.

**The discussion in the preceding paragraphs under “What Are the Tax Consequences of the Securities,” insofar as it purports to describe provisions of U.S. federal income tax laws or legal conclusions with respect thereto, constitutes the full opinion of Davis Polk & Wardwell LLP regarding the material U.S. federal income tax consequences of an investment in the Securities.**

### The Bloomberg Commodity Index<sup>SM</sup> 3 Month Forward

The Index is a three-month forward version of the Bloomberg Commodity Index<sup>SM</sup>. The contracts that would be the Lead Future and Next Future in three calendar months for the Bloomberg Commodity Index<sup>SM</sup> are instead the Lead Future and Next Future in the current calendar month. ("Lead Future" and "Next Future" are each defined in the most current Bloomberg Commodity Index Methodology in "Appendix A—Glossary of Terms," as updated from time to time.) Composed of longer-dated commodity futures contracts, the forward version allow investors to measure exposure to different parts of the commodity price curve. The Index is calculated using the same methodology as the Bloomberg Commodity Index<sup>SM</sup>.

The Bloomberg Commodity Index<sup>SM</sup> is currently composed of 22 exchange-traded futures contracts on 20 physical commodities. It is quoted in U.S. dollars, and reflects the return of underlying commodity futures price movements only. It reflects the returns that are potentially available through an unleveraged investment in the futures contracts on physical commodities constituting the index. The Bloomberg Commodity Index<sup>SM</sup> was previously known as the Dow Jones–UBS Commodity Index<sup>SM</sup>. On April 10, 2014, Bloomberg L.P. and UBS announced a partnership that has resulted in Bloomberg Indexes being responsible for governance, calculation, distribution and licensing of the bank's commodity indices. The Dow Jones–UBS Commodity Index<sup>SM</sup> was renamed the Bloomberg Commodity Index<sup>SM</sup> as of July 1, 2014. For more information, see "Annex—Bloomberg Commodity Index<sup>SM</sup> 3 Month Forward."

"Bloomberg<sup>®</sup>", "Bloomberg Commodity Index<sup>SM</sup>" are service marks of Bloomberg Finance L.P. and its affiliates (collectively, "Bloomberg") and have been licensed for use for certain purposes by Morgan Stanley. Neither Bloomberg nor UBS Securities LLC and its affiliates (collectively, "UBS") are affiliated with Morgan Stanley, and Bloomberg and UBS do not approve, endorse, review, or recommend the Securities. Neither Bloomberg nor UBS guarantees the timeliness, accurateness, or completeness of any data or information relating to the Bloomberg Commodity Index<sup>SM</sup>. For more information, see "Annex—Bloomberg Commodity Index<sup>SM</sup> 3 Month Forward—License Agreement between Bloomberg and Morgan Stanley" below.

### Historical Information

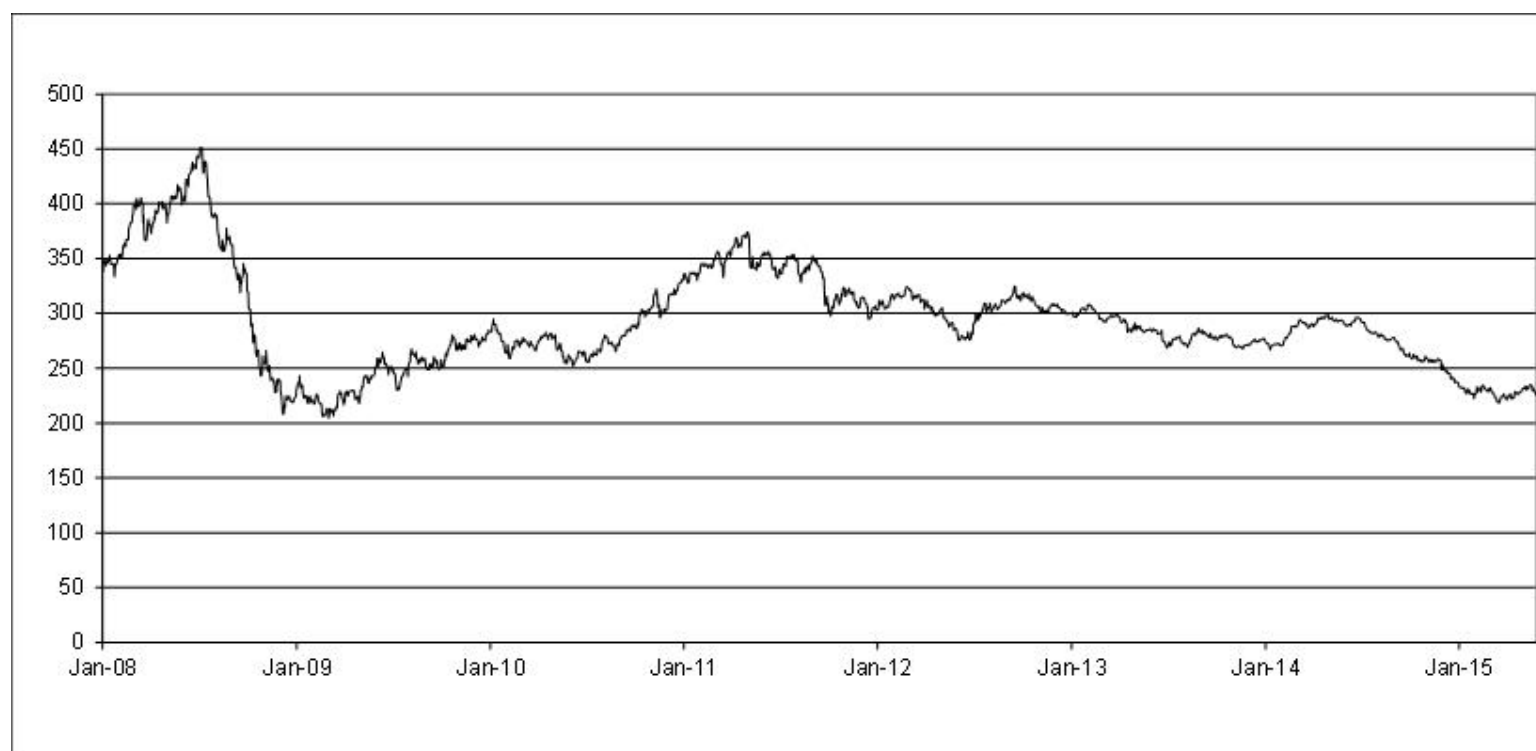
The following table sets forth the published high and low Closing Levels, as well as the end-of-quarter Closing Levels, of the Bloomberg Commodity Index<sup>SM</sup> 3 Month Forward for each quarter in the period from January 1, 2008 through May 26, 2015. The Closing Level of the Bloomberg Commodity Index<sup>SM</sup> 3 Month Forward on May 26, 2015 was 225.2542. We obtained the information in the table below from Bloomberg Financial Markets, without independent verification. The historical Closing Levels of the Bloomberg Commodity Index<sup>SM</sup> 3 Month Forward should not be taken as an indication of future performance, and no assurance can be given as to the level of the Bloomberg Commodity Index<sup>SM</sup> 3 Month Forward on the Final Valuation Date.

Quarter Begin	Quarter End	Quarterly High	Quarterly Low	Quarterly Close
1/1/2008	3/31/2008	405.7000	333.3490	375.2530
4/1/2008	6/30/2008	443.6440	372.8350	441.7210
7/1/2008	9/30/2008	450.9400	318.9950	320.3800
10/1/2008	12/31/2008	319.2370	208.5670	231.6510
1/1/2009	3/31/2009	243.1320	204.5610	221.1610
4/1/2009	6/30/2009	264.5840	217.5980	247.0340
7/1/2009	9/30/2009	267.8110	229.7010	258.0300
10/1/2009	12/31/2009	284.9718	251.4670	283.4317
1/1/2010	3/31/2010	295.0777	259.1812	271.7746
4/1/2010	6/30/2010	283.0004	252.6323	259.3030
7/1/2010	9/30/2010	289.2819	255.8355	289.2819
10/1/2010	12/31/2010	335.9051	285.8841	335.9051
1/1/2011	3/31/2011	358.7854	327.6939	358.7854
4/1/2011	6/30/2011	374.2750	331.7797	338.3606
7/1/2011	9/30/2011	354.2872	301.4076	301.4076
10/1/2011	12/31/2011	323.6555	294.5023	304.0431
1/1/2012	3/30/2012	324.0828	303.8454	307.8480
4/1/2012	6/30/2012	312.2263	275.5121	291.0120
7/1/2012	9/30/2012	324.9153	291.0120	317.7325
10/1/2012	12/31/2012	319.0132	299.2385	299.8926
1/1/2013	3/31/2013	307.9454	291.9828	297.1663
4/1/2013	6/30/2013	296.6389	268.9284	268.9284
7/1/2013	9/30/2013	286.4848	269.0864	276.9847
10/1/2013	12/31/2013	280.7567	267.6326	274.2568
1/1/2014	3/31/2014	294.7895	266.9211	289.8347
4/1/2014	6/30/2014	298.7555	288.0007	292.4106
7/1/2014	9/30/2014	292.2190	260.3029	260.3029

10/1/2014	12/31/2014	263.0278	233.4797	233.4797
1/1/2015	3/31/2015	234.2812	218.0280	220.8278
4/1/2015	5/26/2015*	235.1184	222.0076	225.2542

\* Available information for the indicated period includes data for less than the entire calendar quarter, and, accordingly, the “Quarterly High,” “Quarterly Low” and “Quarterly Close” data indicated are for this shortened period only.

The graph below illustrates the performance of the Bloomberg Commodity Index<sup>SM</sup> 3 Month Forward from January 1, 2008 through May 26, 2015, based on information from Bloomberg. ***Past performance of the Bloomberg Commodity Index<sup>SM</sup> 3 Month Forward is not indicative of the future performance of the Bloomberg Commodity Index<sup>SM</sup> 3 Month Forward.***



## Additional Terms of the Securities

### Some Definitions

We have defined some of the terms that we use frequently in this pricing supplement below:

- ◆ “Closing Level” means, on any Index Business Day for the Index, the official settlement price of the Index, or any Successor Index (as defined under “—Discontinuance of the Index; Alteration of Method of Calculation” below), as published by the Index Publisher on such day. In certain circumstances, the Closing Level will be based on the alternate calculation of the Index as described under “—Discontinuance of the Index; Alteration of Method of Calculation.”
- ◆ “Index Business Day” means a day, for the Index, as determined by the Calculation Agent, on which the official settlement price of the Index is scheduled to be published by the Index Publisher or its successor.
- ◆ “Index Publisher” means Bloomberg Finance L.P., and any successor publisher of the Index.



- ◆ “Market Disruption Event” means: (i) with respect to the Index, any of a Price Source Disruption, a Disappearance of a Commodity Reference Price, a Material Change in Formula or a Material Change in Content and (ii) with respect to one or more commodity contracts underlying the Index (each, an “index contract”), any of a Price Source Disruption, a Disappearance of Commodity Reference Price, a Trading Disruption or a Tax Disruption, in each case as determined by the Calculation Agent.
- ◆ “Price Source Disruption” means (a) with respect to the Index, either (i) the temporary failure of the Index Publisher to announce or publish the official settlement price of the Index (or the price of any Successor Index, if applicable), or the information necessary for determining such price (or the price of any Successor Index, if applicable) or (ii) the temporary discontinuance or unavailability of such index, and (b) with respect to any index contract, the temporary or permanent failure of any Relevant Exchange for such index contract to announce or publish the relevant price for such index contract.
- ◆ “Disappearance of Commodity Reference Price” means (a) with respect to the Index, the disappearance or permanent discontinuance or unavailability of the official settlement price of such Index, notwithstanding the availability of the price source or the status of trading in the relevant index contracts, and (b) with respect to any index contract, either (i) the failure of trading to commence, or the permanent discontinuance of trading, in such index contract on the Relevant Exchange for such index contract or (ii) the disappearance of, or of trading in, such index contract. For purposes of this definition, a discontinuance of publication of an Index shall not be a Disappearance of Commodity Reference Price with respect to the Index if the Calculation Agent has selected a Successor Index in accordance with “—Discontinuance of the Index; Alteration of Method of Calculation” below.
- ◆ “Material Change in Formula” means, with respect to the Index, the occurrence since the Trade Date of a material change in the formula for, or the method of calculating, the Closing Level.
- ◆ “Material Change in Content” means, with respect to the Index, the occurrence since the Trade Date of a material change in the content, composition or constitution of the Index or relevant futures contracts.
- ◆ “Trading Disruption” means, with respect to an index contract, the material suspension of, or material limitation imposed on, trading in such index contract on the Relevant Exchange for such index contract.
- ◆ “Tax Disruption” means, with respect to an index contract, the imposition of, change in or removal of an excise, severance, sales, use, value-added, transfer, stamp, documentary, recording or similar tax on, or measured by reference to, such index contract (other than a tax on, or measured by reference to, overall gross or net income) by any government or taxation authority after the Trade Date, if the direct effect of such imposition, change or removal is to raise or lower the price of such index contract on any Trading Day from what it would have been without that imposition, change or removal.
- ◆ “Trading Day” means, with respect to an index contract, a day, as determined by the Calculation Agent, on which the Relevant Exchange for such index contract is open for trading during its regular trading session, notwithstanding any such Relevant Exchange closing prior to its scheduled closing time.
- ◆ “Relevant Exchange” means the principal exchange or trading market for any index contract then included in the Index or any Successor Index.

#### **Postponement of Final Valuation Date and Maturity Date**

If the scheduled Final Valuation Date is not an Index Business Day, the Final Valuation Date solely for the Index shall be postponed and the Final Level shall be determined on the next succeeding Index Business Day; provided that if a Market Disruption Event with respect to the Index or an index contract occurs on the scheduled Final Valuation Date, the Final Level will be determined in accordance with the next succeeding paragraph.

If a Market Disruption Event with respect to the Index or any index contract occurs on the scheduled Final Valuation Date, the Calculation Agent will calculate the Closing Level for the Final Valuation Date using (i) for each index contract that did not suffer a Market Disruption Event on the scheduled Final Valuation Date, the official settlement price of such index contract on such date

and (ii) for each index contract that did suffer a Market Disruption Event on such date, the official settlement price of such index contract on the first succeeding Trading Day on which no Market Disruption Event is existing with respect to such index contract; provided that, if a Market Disruption Event has occurred with respect to such index contract on each of the three consecutive Trading Days immediately succeeding the scheduled Final Valuation Date, the Calculation Agent will determine the price of such index contract for the Final Valuation Date on such third succeeding Trading Day by requesting the principal office of each of the three leading dealers in the relevant market, selected by the Calculation Agent, to provide a quotation for the relevant price. If such quotations are provided as requested, the price of the relevant index contract for the Final Valuation Date will be the arithmetic

mean of such quotations. Quotations of Morgan Stanley & Co. LLC ("MS & Co."), MSCG or any of their affiliates may be included in the calculation of such mean, but only to the extent that any such bid is the highest of the quotes obtained. If fewer than three quotations are provided as requested, the price of the relevant index contract for the Final Valuation Date will be determined by the Calculation Agent in its sole discretion (acting in good faith) taking into account any information that it deems relevant. In calculating the Closing Level in the circumstances described in this paragraph, the Calculation Agent will use the formula for calculating the Index last in effect prior to the Final Valuation Date; provided that if the relevant Market Disruption Event in respect of the Index is due to a Material Change in Formula, the Calculation Agent will use the formula last in effect prior to that Market Disruption Event.

If the Final Valuation Date is postponed so that it falls less than two business days prior to the scheduled Maturity Date, the Maturity Date will be the second business day following the Final Valuation Date, as postponed.

#### **Alternate Exchange Calculation in case of an Event of Default**

If an event of default with respect to the Securities shall have occurred and be continuing, the amount declared due and payable upon any acceleration of the Securities (the "Acceleration Amount") will be an amount, determined by the Calculation Agent in its sole discretion, that is equal to the cost of having a Qualified Financial Institution, of the kind and selected as described below, expressly assume all our payment and other obligations with respect to the Securities as of that day and as if no default or acceleration had occurred, or to undertake other obligations providing substantially equivalent economic value to you with respect to the Securities. That cost will equal:

- o the lowest amount that a Qualified Financial Institution would charge to effect this assumption or undertaking, plus
- o the reasonable expenses, including reasonable attorneys' fees, incurred by the holders of the Securities in preparing any documentation necessary for this assumption or undertaking.

During the Default Quotation Period for the Securities, which we describe below, the holders of the Securities and/or we may request a Qualified Financial Institution to provide a quotation of the amount it would charge to effect this assumption or undertaking. If either party obtains a quotation, it must notify the other party in writing of the quotation. The amount referred to in the first bullet point above will equal the lowest—or, if there is only one, the only—quotation obtained, and as to which notice is so given, during the Default Quotation Period. With respect to any quotation, however, the party not obtaining the quotation may object, on reasonable and significant grounds, to the assumption or undertaking by the Qualified Financial Institution providing the quotation and notify the other party in writing of those grounds within two business days after the last day of the Default Quotation Period, in which case that quotation will be disregarded in determining the Acceleration Amount.

Notwithstanding the foregoing, if a voluntary or involuntary liquidation, bankruptcy or insolvency of, or any analogous proceeding is filed with respect to Morgan Stanley, then depending on applicable bankruptcy law, your claim may be limited to an amount that could be less than the Acceleration Amount.

If the maturity of the Securities is accelerated because of an event of default as described above, we shall, or shall cause the Calculation Agent to, provide written notice to the Trustee at its New York office, on which notice the Trustee may conclusively rely, and to the Depository of the Acceleration Amount and the aggregate cash amount due, if any, with respect to the Securities as promptly as possible and in no event later than two business days after the date of such acceleration.

#### *Default Quotation Period*

The Default Quotation Period is the period beginning on the day the Acceleration Amount first becomes due and ending on the third business day after that day, unless:

- o no quotation of the kind referred to above is obtained, or
- o every quotation of that kind obtained is objected to within five business days after the due date as described above.

If either of these two events occurs, the Default Quotation Period will continue until the third business day after the first business day on which prompt notice of a quotation is given as described above. If that quotation is objected to as described above within five business days after that first business day, however, the Default Quotation Period will continue as described in the prior sentence and this sentence.

In any event, if the Default Quotation Period and the subsequent two business day objection period have not ended before the Final Valuation Date, then the Acceleration Amount will equal the principal amount of the Securities.

#### *Qualified Financial Institutions*

For the purpose of determining the Acceleration Amount at any time, a Qualified Financial Institution must be a financial institution organized under the laws of any jurisdiction in the United States or Europe, which at that time has outstanding debt obligations with a stated maturity of one year or less from

the date of issue and rated either:

- o A-2 or higher by Standard & Poor's Ratings Services or any successor, or any other comparable rating then used by that rating agency, or
- o P-2 or higher by Moody's Investors Service or any successor, or any other comparable rating then used by that rating agency.

#### **Discontinuance of the Index; Alteration of Method of Calculation**

If, following the Settlement Date, the Index Publisher discontinues publication of the Index and the Index Publisher or another entity (including MSCG or MS & Co.) publishes a successor or substitute index that MSCG, as the Calculation Agent, determines, in its sole discretion, to be comparable to the discontinued Index (such index being referred to herein as a "Successor Index"), then any subsequent Closing Level of the Index will be determined by reference to the published value of such Successor Index at the regular weekday close of trading on the Index Business Day that any Closing Level is to be determined.

Upon any selection by the Calculation Agent of a Successor Index, the Calculation Agent will cause written notice thereof to be furnished to the Trustee, to us and to the Depositary, as holder of the Securities, within three business days of such selection. We expect that such notice will be made available to you, as a beneficial owner of such Securities, in accordance with the standard rules and procedures of the Depositary and its direct and indirect participants.

If, following the Settlement Date, the Index Publisher ceases to publish the Index and no other entity undertakes to publish a commodity index using the same methods of computation and the same composition of futures contracts as in effect immediately prior to such cessation, then the Closing Level will be calculated by the Calculation Agent in accordance with the formula used to calculate the Index and composition of the futures contracts of the Index on the last day on which the Index was published.

If the Index Publisher changes its method of calculating the Index in any material respect that the Calculation Agent determines, in its sole discretion, not to be a Material Change in Formula, the Calculation Agent may make adjustments necessary in order to arrive at a calculation of value comparable to the Index as if such changes or modifications had not been made and calculate any Closing Level in accordance with such adjustments. Notwithstanding these alternative arrangements, discontinuance of the publication of the Index may adversely affect the value of the Securities.

#### **Trustee**

The "Trustee" for each offering of notes issued under our Senior Debt Indenture, including the Securities, will be The Bank of New York Mellon, a New York banking corporation (as successor Trustee to JPMorgan Chase Bank, N.A. (formerly known as JPMorgan Chase Bank)).

#### **Agent**

The "agent" is MS & Co.

#### **Calculation Agent and Calculations**

The "Calculation Agent" for the Securities will be MSCG. As Calculation Agent, MSCG will determine, among other things, the Initial Level, the Final Level, the Index Return and the Payment at Maturity.

All determinations made by the Calculation Agent will be at the sole discretion of the Calculation Agent and will, in the absence of manifest error, be conclusive for all purposes and binding on you, the Trustee and us.

All calculations with respect to the Payment at Maturity, if any, will be rounded to the nearest one hundred-thousandth, with five one-millionths rounded upward (e.g., .876545 would be rounded to .87655); all dollar amounts related to determination of the amount of cash payable per Security will be rounded to the nearest ten-thousandth, with five one hundred-thousandths rounded upward (e.g., .76545 would be rounded up to .7655); and all dollar amounts paid on the aggregate number of Securities will be rounded to the nearest cent, with one-half cent rounded upward.

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Because the Calculation Agent is our affiliate, the economic interests of the Calculation Agent and its affiliates may be adverse to your interests, as an owner of the Securities, including with respect to certain determinations and judgments that the Calculation Agent must make in determining the Final Level or whether a Market Disruption Event has occurred. See "—Discontinuance of the Index; Alteration of Method of Calculation," and the definition of Market Disruption Event. MSCG is obligated to carry out its duties and functions as Calculation Agent in good faith and using its reasonable judgment.

#### **Form of Securities**

The Securities will be issued in the form of one or more fully registered global securities which will be deposited with, or on behalf of, the Depositary and will be registered in the name of a nominee of the Depositary. The Depositary's nominee will be the only registered holder of the Securities. Your beneficial interest in the Securities will be evidenced solely by entries on the books of the securities intermediary acting on your behalf as a direct or indirect participant in the Depositary. In this pricing supplement, all references to payments or notices to you will mean payments or notices to the Depositary, as the registered holder of the Securities, for distribution to participants in accordance with the Depositary's procedures. For more information regarding the Depositary and book entry notes, please read "Form of Securities—The Depositary" in the accompanying prospectus supplement and "Securities Offered on a Global Basis Through the Depositary" in the accompanying prospectus.

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## Use of Proceeds and Hedging

The proceeds we receive from the sale of the Securities will be used for general corporate purposes. We will receive, in aggregate, \$10 per Security issued. The costs of the Securities borne by you and described on page 2 above comprise the cost of issuing, structuring and hedging the Securities. See also "Use of Proceeds" in the accompanying prospectus.

On or prior to the Trade Date, we hedged our anticipated exposure in connection with the Securities, by entering into hedging transactions with our subsidiaries and/or third party dealers. We expect our hedging counterparties to have taken positions in the Index or in swaps, futures or options contracts on the commodities that underlie the Index. Such purchase activity could have increased the value of the Index on the Trade Date, and, therefore, could have increased the level at or above which the Index must close on the Final Valuation Date so that you do not suffer a loss on your initial investment in the Securities. In addition, through our subsidiaries, we are likely to modify our hedge position throughout the life of the Securities, including on the Final Valuation Date, by purchasing and selling swaps, futures or options contracts on the commodities that underlie the Index or positions in any other available instruments that we may wish to use in connection with such hedging activities, including by purchasing or selling any such instruments on the Final Valuation Date. We cannot give any assurance that our hedging activities will not affect the level of the Index, and, therefore, adversely affect the value of the Securities or the amount payable at maturity, if any.

## Benefit Plan Investor Considerations

Each fiduciary of a pension, profit-sharing or other employee benefit plan subject to the Employee Retirement Income Security Act of 1974, as amended ("ERISA") (a "Plan"), should consider the fiduciary standards of ERISA in the context of the Plan's particular circumstances before authorizing an investment in the Securities. Accordingly, among other factors, the fiduciary should consider whether the investment would satisfy the prudence and diversification requirements of ERISA and would be consistent with the documents and instruments governing the Plan.

In addition, we and certain of our subsidiaries and affiliates, including MS & Co., may each be considered a "party in interest" within the meaning of ERISA, or a "disqualified person" within the meaning of the Internal Revenue Code of 1986, as amended (the "Code"), with respect to many Plans, as well as many individual retirement accounts and Keogh plans (also "Plans"). ERISA Section 406 and Code Section 4975 generally prohibit transactions between Plans and parties in interest or disqualified persons. Prohibited transactions within the meaning of ERISA or the Code would likely arise, for example, if the Securities are acquired by or with the assets of a Plan with respect to which MS & Co. or any of its affiliates is a service provider or other party in interest, unless the Securities are acquired pursuant to an exemption from the "prohibited transaction" rules. A violation of these "prohibited transaction" rules could result in an excise tax or other liabilities under ERISA and/or Section 4975 of the Code for such persons, unless exemptive relief is available under an applicable statutory or administrative exemption.

The U.S. Department of Labor has issued five prohibited transaction class exemptions ("PTCEs") that may provide exemptive relief for direct or indirect prohibited transactions resulting from the purchase or holding of the Securities. Those class exemptions are PTCE 96-23 (for certain transactions determined by in-house asset managers), PTCE 95-60 (for certain transactions involving insurance company general accounts), PTCE 91-38 (for certain transactions involving bank collective investment funds), PTCE 90-1 (for certain transactions involving insurance company separate accounts) and PTCE 84-14 (for certain transactions determined by independent qualified professional asset managers). In addition, ERISA Section 408(b)(17) and Code Section 4975(d)(20) may provide an exemption for the purchase and sale of securities and the related lending transactions, provided that neither the issuer of the securities nor any of its affiliates has or exercises any discretionary authority or control or renders any investment advice with respect to the assets of the Plan involved in the transaction and provided further that the Plan pays no more, and receives no less, than "adequate consideration" in connection with the transaction (the so-called "service provider" exemption). There can be no assurance that any of these class or statutory exemptions will be available with respect to transactions involving the Securities.

Because we may be considered a party in interest with respect to many Plans, the Securities may not be purchased, held or disposed of by any Plan, any entity whose underlying assets include "plan assets" by reason of any Plan's investment in the entity (a "Plan Asset Entity") or any person investing "plan assets" of any Plan, unless such purchase, holding or disposition is eligible for exemptive relief, including relief available under PTCEs 96-23, 95-60, 91-38, 90-1, 84-14 or the service provider exemption or such purchase, holding or disposition is otherwise not prohibited. Any purchaser, including any fiduciary purchasing on behalf of a Plan, transferee or holder of the Securities will be deemed to have represented, in its corporate and its fiduciary capacity, by its purchase and holding of the Securities that either (a) it is not a Plan or a Plan Asset Entity and is not purchasing such Securities on behalf of or with "plan assets" of any Plan or with any assets of a governmental, non-U.S. or church plan that is subject to any federal, state, local or non-U.S.

law that is substantially similar to the provisions of Section 406 of ERISA or Section 4975 of the Code ("Similar Law") or (b) its purchase, holding and disposition are eligible for exemptive relief or such purchase, holding and disposition are not prohibited by ERISA or Section 4975 of the Code or any Similar Law.

Due to the complexity of these rules and the penalties that may be imposed upon persons involved in non-exempt prohibited transactions, it is particularly important that fiduciaries or other persons considering purchasing the Securities on behalf of or with "plan assets" of any Plan consult with their counsel regarding the availability of exemptive relief.

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The Securities are contractual financial instruments. The financial exposure provided by the Securities is not a substitute or proxy for, and is not intended as a substitute or proxy for, individualized investment management or advice for the benefit of any purchaser or holder of the Securities. The Securities have not been designed and will not be administered in a manner intended to reflect the individualized needs and objectives of any purchaser or holder of the Securities.

Each purchaser or holder of any Securities acknowledges and agrees that:

- (i) the purchaser or holder or its fiduciary has made and shall make all investment decisions for the purchaser or holder and the purchaser or holder has not relied and shall not rely in any way upon us or our affiliates to act as a fiduciary or adviser of the purchaser or holder with respect to (A) the design and terms of the Securities, (B) the purchaser or holder's investment in the Securities, or (C) the exercise of or failure to exercise any rights we have under or with respect to the Securities;
- (ii) we and our affiliates have acted and will act solely for our own account in connection with (A) all transactions relating to the Securities and (B) all hedging transactions in connection with our obligations under the Securities;
- (iii) any and all assets and positions relating to hedging transactions by us or our affiliates are assets and positions of those entities and are not assets and positions held for the benefit of the purchaser or holder;
- (iv) our interests are adverse to the interests of the purchaser or holder; and
- (v) neither we nor any of our affiliates is a fiduciary or adviser of the purchaser or holder in connection with any such assets, positions or transactions, and any information that we or any of our affiliates may provide is not intended to be impartial investment advice.

Each purchaser and holder of the Securities has exclusive responsibility for ensuring that its purchase, holding and disposition of the Securities do not violate the prohibited transaction rules of ERISA or the Code or any Similar Law. The sale of any Securities to any Plan or plan subject to Similar Law is in no respect a representation by us or any of our affiliates or representatives that such an investment meets all relevant legal requirements with respect to investments by plans generally or any particular plan, or that such an investment is appropriate for plans generally or any particular plan.

However, individual retirement accounts, individual retirement annuities and Keogh plans, as well as employee benefit plans that permit participants to direct the investment of their accounts, will not be permitted to purchase or hold the Securities if the account, plan or annuity is for the benefit of an employee of Morgan Stanley or Morgan Stanley Wealth Management or a family member and the employee receives any compensation (such as, for example, an addition to bonus) based on the purchase of the Securities by the account, plan or annuity.

#### **Supplemental Plan of Distribution; Conflicts of Interest**

MS & Co. is the agent for this offering. We have agreed to sell to MS & Co., and MS & Co. has agreed to purchase, all of the Securities at the issue price indicated on the cover of this document. UBS Financial Services Inc. will act as placement agent at an issue price of \$10 per Security. All sales of the Securities will be made to certain fee-based advisory accounts for which UBS Financial Services Inc. is an investment advisor and will not receive a sales commission.

MS & Co. is our wholly-owned subsidiary and it and other subsidiaries of ours expect to make a profit by selling, structuring and, when applicable, hedging the Securities.

MS & Co. will conduct this offering in compliance with the requirements of Rule 5121 of the Financial Industry Regulatory Authority, Inc. ("FINRA"), regarding a FINRA member firm's distribution of the securities of an affiliate and related conflicts of interest. MS & Co. or any of our other affiliates may not make sales in this offering to any discretionary account.

In order to facilitate the offering of the Securities, the agent may engage in transactions that stabilize, maintain or otherwise affect the price of the Securities. Specifically, the agent may sell more Securities than it is obligated to purchase in connection with the offering, creating a naked short position in the Securities, for its own account. The agent must close out any naked short position by purchasing the Securities in the open market. A naked short

position is more likely to be created if the agent is concerned that there may be downward pressure on the price of the Securities in the open market after pricing that could adversely affect investors who purchase in the offering. As an additional means of facilitating the offering, the agent may bid for, and purchase, the Securities or the constituent stocks of the Index in the open market to stabilize the price of the Securities. Any of these activities may raise or maintain the market price of the Securities above independent market levels or prevent or retard a decline in the market price of the Securities. The agent is not required to engage in these activities, and may end any of these activities at any time. An affiliate of the agent has entered into a hedging transaction with us in connection with this offering of Securities. See “—Use of Proceeds and Hedging” above.

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### Validity of the Securities

In the opinion of Davis Polk & Wardwell LLP, as special counsel to Morgan Stanley, when the Securities offered by this pricing supplement have been executed and issued by Morgan Stanley, authenticated by the trustee pursuant to the Senior Debt Indenture and delivered against payment as contemplated herein, such Securities will be valid and binding obligations of Morgan Stanley, enforceable in accordance with their terms, subject to applicable bankruptcy, insolvency and similar laws affecting creditors' rights generally, concepts of reasonableness and equitable principles of general applicability (including, without limitation, concepts of good faith, fair dealing and the lack of bad faith), *provided* that such counsel expresses no opinion as to the effect of fraudulent conveyance, fraudulent transfer or similar provision of applicable law on the conclusions expressed above. This opinion is given as of the date hereof and is limited to the laws of the State of New York and the General Corporation Law of the State of Delaware. In addition, this opinion is subject to customary assumptions about the trustee's authorization, execution and delivery of the Senior Debt Indenture and its authentication of the Securities and the validity, binding nature and enforceability of the Senior Debt Indenture with respect to the trustee, all as stated in the letter of such counsel dated November 19, 2014, which is Exhibit 5-a to the Registration Statement on Form S-3 filed by Morgan Stanley on November 19, 2014.

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### Annex—Bloomberg Commodity Index<sup>SM</sup> 3 Month Forward

The Bloomberg Commodity Index<sup>SM</sup> 3 Month Forward (the “Index”) is a three-month forward version of the Bloomberg Commodity Index<sup>SM</sup>. The contracts that would be the Lead Future and Next Future in three calendar months for the Bloomberg Commodity Index<sup>SM</sup> are instead the Lead Future and Next Future in the current calendar month. (“Lead Future” and “Next Future” are each defined in the most current Bloomberg Commodity Index Methodology in “Appendix A—Glossary of Terms,” as updated from time to time.) Composed of longer-dated commodity futures contracts, the forward version allow investors to measure exposure to different parts of the commodity price curve. The Index is calculated using the same methodology as the Bloomberg Commodity Index<sup>SM</sup>.

The Bloomberg Commodity Index<sup>SM</sup> is currently composed of 22 exchange-traded futures contracts on 20 physical commodities. It is quoted in U.S. dollars, and reflects the return of underlying commodity futures price movements only. It reflects the returns that are potentially available through an unleveraged investment in the futures contracts on physical commodities constituting the index. The Bloomberg Commodity Index<sup>SM</sup> was previously known as the Dow Jones–UBS Commodity Index<sup>SM</sup>. On April 10, 2014, Bloomberg L.P. and UBS announced a partnership that has resulted in Bloomberg Indexes being responsible for governance, calculation, distribution and licensing of the bank's commodity indices. The Dow Jones–UBS Commodity Index<sup>SM</sup> was renamed the Bloomberg Commodity Index<sup>SM</sup> as of July 1, 2014. For more information, see “Annex—Bloomberg Commodity Index<sup>SM</sup> 3 Month Forward.”

The Bloomberg Commodity Index<sup>SM</sup> is currently composed of 22 exchange-traded futures contracts on 20 physical commodities, and reflects the return of underlying commodity futures price movements only. It is quoted in U.S. dollars and appears on Reuters Page “BCOM.”

We have derived all information contained in this document regarding the Bloomberg Commodity Index<sup>SM</sup>, including, without limitation, its make-up, method of calculation and changes in its components, from publicly available information. Such information reflects the policies of, and is subject to change by, Bloomberg Finance L.P. (“Bloomberg”) and UBS Securities LLC (“UBS”).

The Bloomberg Commodity Index<sup>SM</sup> reflects the returns that are potentially available through an unleveraged investment in the futures contracts on physical commodities comprising the Bloomberg Commodity Index<sup>SM</sup>. The value of the Bloomberg Commodity Index<sup>SM</sup> is computed on the basis of hypothetical investments in the basket of commodities that make up the Bloomberg Commodity Index<sup>SM</sup>.

#### Overview

The Bloomberg Commodity Index<sup>SM</sup> was introduced in July 1998 to provide a unique, diversified and liquid benchmark for commodities as an asset class. The Bloomberg Commodity Index<sup>SM</sup> currently is composed of the prices of 22 exchange-traded futures contracts on 20 physical commodities. An exchange-traded futures contract is a bilateral agreement providing for the purchase and sale of a specified type and quantity of a commodity or financial instrument during a stated delivery month for a fixed price. The commodities included in the Bloomberg Commodity Index<sup>SM</sup> for 2015 are: aluminum,

coffee, copper, corn, cotton, crude oil (WTI and Brent), gold, heating oil, lean hogs, live cattle, natural gas, nickel, silver, soybean meal, soybean oil, soybeans, sugar, unleaded gasoline, wheat (Chicago and KC HRW) and zinc. Futures contracts on the Bloomberg Commodity Index<sup>SM</sup> are currently listed for trading on the Chicago Board of Trade ("CBOT").

The Bloomberg Commodity Index<sup>SM</sup> is a proprietary index that Bloomberg calculates. The methodology for determining the composition and weighting of the Bloomberg Commodity Index<sup>SM</sup> and for calculating its value is subject to modification by Bloomberg at any time.

On July 1, 2014, Bloomberg became responsible for the governance, calculation, distribution and licensing of the Bloomberg Commodity Index<sup>SM</sup>. The Bloomberg Commodity Index<sup>SM</sup> was renamed from the Dow Jones–UBS Commodity Index<sup>SM</sup> to the Bloomberg Commodity Index<sup>SM</sup> and the ticker changed from "DJUBS" to "BCOM." UBS has maintained its ownership, but will have no role in any aspect of index governance or calculation. Currently, Bloomberg does not expect to make any material alteration to the calculation methodology of the Bloomberg Commodity Index<sup>SM</sup>.

#### *The Bloomberg Commodity Index<sup>SM</sup> Oversight Committee*

The Bloomberg Commodity Index<sup>SM</sup> Oversight Committee (the "Committee") assists Bloomberg in connection with the operation of the Bloomberg Commodity Index<sup>SM</sup>. The Committee includes senior representatives from various Bloomberg business units. Questions and issues relating to the application and interpretation of the index methodology and calculations during periods of extraordinary circumstances in particular will be resolved or determined by the Committee, unless circumstances do not permit convening of a meeting of the Committee for its decision. In such circumstances, any such questions and calculations will be resolved or determined by Bloomberg in consultation, if practicable, with UBS.

Additionally, an external index advisory committee will convene to provide Bloomberg with guidance and feedback from the investment community on index products and processes.

As described in more detail below, the Bloomberg Commodity Index<sup>SM</sup> is reweighted and rebalanced each year in January on a price-percentage basis. The annual weightings for the Bloomberg Commodity Index<sup>SM</sup> are determined each year in June by Bloomberg. Following the Committee's annual meeting in June or July, the annual weightings are publicly announced in July.

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#### *Composition of the Bloomberg Commodity Index<sup>SM</sup>*

##### *Commodities Available For Inclusion in the Bloomberg Commodity Index<sup>SM</sup>*

With the exception of several metals contracts (aluminum, lead, tin, nickel and zinc) that trade on the London Metal Exchange ("LME"), each of the commodities with the potential for inclusion in the Bloomberg Commodity Index<sup>SM</sup> is the subject of a futures contract that trades on a U.S. exchange.

The 24 potential commodities currently are aluminum, cocoa, coffee, copper, corn, cotton, crude oil (WTI and Brent), gold, heating oil, lead, lean hogs, live cattle, natural gas, nickel, platinum, silver, soybean meal, soybean oil, soybeans, sugar, tin, unleaded gasoline, wheat (Chicago and KC HRW) and zinc.

The 20 commodities underlying the Bloomberg Commodity Index<sup>SM</sup> selected for 2015 are as follows: aluminum, coffee, copper, corn, cotton, crude oil (WTI and Brent), gold, heating oil, lean hogs, live cattle, natural gas, nickel, silver, soybean meal, soybean oil, soybeans, sugar, unleaded gasoline, wheat (Chicago and KC HRW) and zinc.

##### *Designated Contracts for Each Commodity*

A futures contract known as a Designated Contract is selected for each commodity. With the exception of several LME contracts, where the Committee believes that there exists more than one futures contract with sufficient liquidity to be chosen as a Designated Contract for a commodity, the Committee selects the futures contract that is traded in North America and denominated in dollars. If more than one such contract exists, the Committee selects the most actively traded contract. Data concerning this Designated Contract will be used to calculate the Bloomberg Commodity Index<sup>SM</sup>. The termination or replacement of a futures contract on an established exchange occurs infrequently; if a Designated Contract were to be terminated or replaced, a comparable futures contract would be selected, if available, to replace that Designated Contract.

The composition of the Bloomberg Commodity Index<sup>SM</sup> is recalculated by Bloomberg in June of each year, under the supervision of the Committee, taking in account the relative liquidity and production percentages for each commodity designated for potential inclusion in the Bloomberg Commodity Index<sup>SM</sup>.

##### *Commodity Groups*

For purposes of applying the diversification rules discussed above and below, the commodities available for inclusion in the Bloomberg Commodity Index<sup>SM</sup> are assigned to "Commodity Groups." The Commodity Groups, and the commodities currently included in each Commodity Group, are as



follows:

Commodity Group	Commodity
Energy:	Crude Oil (WTI and Brent)
	Heating Oil
	Natural Gas
	Unleaded Gasoline
Precious Metals:	Gold
	Platinum
	Silver
Industrial Metals:	Aluminum
	Copper
	Lead
	Nickel
	Tin
	Zinc
Livestock:	Lean Hogs
	Live Cattle
Grains:	Corn
	Soybean Meal
	Soybean Oil
	Soybeans

Commodity Group	Commodity
	Wheat (Chicago and KC HRW)
Softs:	Cocoa
	Coffee
	Cotton
	Sugar

Annual Reweightings and Rebalancings of the Bloomberg Commodity Index<sup>SM</sup>

The Bloomberg Commodity Index<sup>SM</sup> is reweighted and rebalanced each year in January on a price-percentage basis. The annual weightings for the Bloomberg Commodity Index<sup>SM</sup> are determined each year in June by AIG-FP under the supervision of the Committee, announced in July and implemented the following January.

Determination of Relative Weightings

The relative weightings of the component commodities included in the Bloomberg Commodity Index<sup>SM</sup> are determined annually according to both liquidity and dollar-adjusted production data in 2/3 and 1/3 shares, respectively. Each June, for each commodity designated for potential inclusion in the Bloomberg Commodity Index<sup>SM</sup>, liquidity is measured by the Commodity Liquidity Percentage (“CLP”) and production by the Commodity Production Percentage (“CPP”). The CLP for each commodity is determined by taking a five-year average of the product of trading volume and the historic dollar value of the Designated Contract for that commodity, and dividing the result by the sum of such products for all commodities which were designated for potential inclusion in the Bloomberg Commodity Index<sup>SM</sup>. The CPP is determined for each commodity by taking a five-year average of annual world production figures, adjusted by the historic dollar value of the Designated Contract, and dividing the result by the sum of such production figures for all the commodities which were designated for potential inclusion in the Bloomberg Commodity Index<sup>SM</sup>. The CLP and the CPP are then combined (using a ratio of 2:1) to establish the Commodity Index Percentage (“CIP”) for each commodity. This CIP is then adjusted in accordance with certain diversification rules in order to determine the commodities which will be included in the Bloomberg Commodity Index<sup>SM</sup> (the “Index Commodities”) and their respective percentage weights.

The Bloomberg Commodity Index<sup>SM</sup> is designed to provide diversified exposure to commodities as an asset class. To ensure that no single commodity or commodity sector dominates the Bloomberg Commodity Index<sup>SM</sup>, the following diversification rules are applied to the annual reweighting and rebalancing of the Bloomberg Commodity Index<sup>SM</sup> as of January of the applicable year:

- No related group of commodities designated as a "Commodity Group" e.g., energy, precious metals, livestock, or grains) may constitute more than 33% of the Bloomberg Commodity Index<sup>SM</sup>.
- No single commodity may constitute more than 15% of the Bloomberg Commodity Index<sup>SM</sup>.
- No single commodity, together with its derivatives (e.g., crude oil, together with heating oil and unleaded gasoline), may constitute more than 25% of the Bloomberg Commodity Index<sup>SM</sup>.
- No single commodity that is in the Bloomberg Commodity Index<sup>SM</sup> may constitute less than 2% of the Bloomberg Commodity Index<sup>SM</sup>.

Following the annual reweighting and rebalancing of the Bloomberg Commodity Index<sup>SM</sup> in January, the percentage of any single commodity or group of commodities at any time prior to the next reweighting or rebalancing will fluctuate and may exceed or be less than the percentages set forth above.

#### *Commodity Index Multipliers*

Following application of the diversification rules discussed above, CIPs are incorporated into the Bloomberg Commodity Index<sup>SM</sup> by calculating the new unit weights for each Index Commodity. Towards the beginning of each new calendar year (the "CIM Determination Date"), the CIPs, along with the settlement values on that date for Designated Contracts included in the Bloomberg Commodity Index<sup>SM</sup>, are used to determine a "Commodity Index Multiplier" or "CIM" for each Index Commodity. This CIM is used to achieve the percentage weightings of the Index Commodities, in dollar terms, indicated by their respective CIPs. After the CIMs are calculated, they remain fixed throughout the year. As a result, the observed price percentage of each Index Commodity will float throughout the year, until the CIMs are reset the following year based on new CIPs.

#### Calculations

The Bloomberg Commodity Index<sup>SM</sup> is calculated by Bloomberg by applying the impact of the changes to the futures prices of commodities included in the Bloomberg Commodity Index<sup>SM</sup> (based on their relative weightings). Once the CIMs are determined as discussed above, the calculation of the Bloomberg Commodity Index<sup>SM</sup> is a mathematical process whereby the CIMs for the Index Commodities are multiplied by the prices in U.S. dollars for the applicable Designated Contracts. These products are then summed. The percentage change in this sum is then applied to the prior Index value to calculate the current Index value.

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#### *The Bloomberg Commodity Index<sup>SM</sup> is a Rolling Index*

The Bloomberg Commodity Index<sup>SM</sup> is composed of futures contracts on physical commodities. Unlike equities, which typically entitle the holder to a continuing stake in a corporation, commodity futures contracts normally specify a certain date for the delivery of the underlying physical commodity. In order to avoid delivering the underlying physical commodities and to maintain exposure to the underlying physical commodities, periodically futures contracts on physical commodities specifying delivery on a nearby date must be sold and futures contracts on physical commodities that have not yet reached the delivery period must be purchased. The rollover for each contract occurs over a period of five Index Business Days each month according to a pre-determined schedule. This process is known as "rolling" a futures position. The Bloomberg Commodity Index<sup>SM</sup> is, therefore, a "rolling index."

#### *Index Calculation Events*

From time to time, disruptions can occur in trading futures contracts on various commodity exchanges. The daily calculation of the Bloomberg Commodity Index<sup>SM</sup> will be adjusted in the event that Bloomberg determines that any of the following index calculation events exists:

- the termination or suspension of, or material limitation or disruption in the trading of any futures contract used in the calculation of the Bloomberg Commodity Index<sup>SM</sup> on that day,
- the settlement value of any futures contract used in the calculation of the Bloomberg Commodity Index<sup>SM</sup> reflects the maximum permitted price change from the previous day's settlement value,
- the failure of an exchange to publish official settlement values for any futures contract used in the calculation of the Bloomberg Commodity Index<sup>SM</sup>, or

- with respect to any futures contract used in the calculation of the Bloomberg Commodity Index<sup>SM</sup> that trades on the LME, a business day on which the LME is not open for trading.

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