

SECURITIES AND EXCHANGE COMMISSION

FORM FWP

Filing under Securities Act Rules 163/433 of free writing prospectuses

Filing Date: **2017-06-13**  
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SUBJECT COMPANY

**MORGAN STANLEY**

CIK:[895421](#) | IRS No.: **363145972** | State of Incorp.:**DE** | Fiscal Year End: **1231**  
Type: **FWP** | Act: **34** | File No.: **333-200365** | Film No.: **17908788**  
SIC: **6211** Security brokers, dealers & flotation companies

Mailing Address  
*1585 BROADWAY  
NEW YORK NY 10036*

Business Address  
*1585 BROADWAY  
NEW YORK NY 10036  
212-761-4000*

FILED BY

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# Morgan Stanley

## *GLOBAL MEDIUM-TERM NOTES, SERIES J Euro Floating Rate Senior Registered Notes Due 2019*

<b>Issuer:</b>	Morgan Stanley
<b>Principal Amount:</b>	€152,000,000
<b>Maturity Date:</b>	February 15, 2019
<b>Trade Date:</b>	June 13, 2017
<b>Original Issue Date (Settlement):</b>	June 16, 2017 (T+3)
<b>Interest Accrual Date:</b>	June 16, 2017
<b>Issue Price (Price to Public):</b>	100.372%
<b>Agents' Commission:</b>	0.15%
<b>All-in Price:</b>	100.222%
<b>Net Proceeds to Issuer:</b>	€152,337,440
<b>Base Rate:</b>	EURIBOR
<b>Spread (plus or minus):</b>	Plus 0.40%
<b>Index Maturity:</b>	Three months
<b>Interest Payment Period:</b>	Quarterly
<b>Interest Payment Dates:</b>	Each February 15, May 15, August 15 and November 15, commencing August 15, 2017
<b>Initial Interest Rate:</b>	The Base Rate plus 0.40%; to be determined by the Calculation Agent on the second TARGET Settlement Day immediately preceding the Original Issue Date
<b>Initial Interest Reset Date:</b>	August 15, 2017
<b>Interest Reset Dates:</b>	Each Interest Payment Date
<b>Interest Reset Period:</b>	Quarterly
<b>Day Count Convention:</b>	Actual/360
<b>Tax Redemption and Payment of Additional Amounts:</b>	Yes
<b>Specified Currency:</b>	Euro ("€")
<b>Minimum Denominations:</b>	€100,000 and integral multiples of €1,000 in excess thereof
<b>Business Days:</b>	London, TARGET Settlement Day and New York
<b>Listing:</b>	Application will be made for listing on the Official List of the UK Listing Authority and for admission to trading on the London Stock Exchange's Regulated Market after the Original Issue Date. No assurance can be given that such applications will be granted.
<b>ISIN:</b>	XS1633981094
<b>Common Code:</b>	163398109
<b>Form:</b>	Registered; issued under the New Safekeeping Structure (intended to be Eurosystem eligible)
<b>Issuer Ratings:</b>	A3 (Moody's) / BBB+ (Standard & Poor's) / A (Fitch) / A- (R&I) / A (high) (DBRS) (Stable / Stable / Stable / Stable / Stable / Stable)

**Agents:**

Morgan Stanley & Co. International plc (“MSIP”). MSIP is not a U.S. registered broker-dealer and, therefore, to the extent that it intends to effect any sales of the notes in the United States, it will do so through Morgan Stanley & Co. LLC (“MS&Co.”). MS&Co. is our wholly-owned subsidiary. MS&Co. will therefore conduct this offering in compliance with the requirements of Rule 5121 of the Financial Industry Regulatory Authority, Inc., which is commonly referred to as FINRA, regarding a FINRA member firm’s distribution of the securities of an affiliate and related conflicts of interest.

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MS&Co. or any of our other affiliates may not make sales in this offering to any discretionary account without the prior written approval of the customer.

*The notes are not deposits or savings accounts and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency or instrumentality, nor are they obligations of, or guaranteed by, a bank.*

*The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling toll free 1-866-718-1649.*

[Prospectus Supplement dated January 11, 2017](#)

[Prospectus dated February 16, 2016](#)