

**FOURTH SUPPLEMENT TO THE REGISTRATION
DOCUMENT**

Morgan Stanley

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

MORGAN STANLEY & CO. INTERNATIONAL PLC

(incorporated with limited liability in England and Wales)

MORGAN STANLEY B.V.

(incorporated with limited liability in the Netherlands)

MORGAN STANLEY FINANCE LLC

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

and

MORGAN STANLEY EUROPE SE

(incorporated under the laws of Germany)

Morgan Stanley, Morgan Stanley & Co. International plc (“**MSI plc**”), Morgan Stanley B.V. (“**MSBV**”), Morgan Stanley Finance LLC (“**MSFL**”) and Morgan Stanley Europe SE (“**MSESE**”) have prepared this fourth supplement to the registration document (the “**Fourth Registration Document Supplement**”) to supplement and be read in conjunction with the registration document dated 15 November 2024 (as supplemented by the first supplement to the Registration Document dated 27 January 2025, the second supplement to the Registration Document dated 3 March 2025 and the third supplement to the Registration Document dated 4 March 2025, the “**Registration Document**”).

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

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

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

The Registration Document is intended to form part of a prospectus prepared in compliance with the Prospectus Regulation and should be read and construed with this Fourth Registration Document Supplement, and any

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

The purpose of this Fourth Registration Document Supplement is to:

- (a) disclose the publication by Morgan Stanley of its Current Report on Form 8-K dated 11 April 2025 for the quarterly period ended 31 March 2025 (the “**Morgan Stanley April 2025 Form 8-K**”);
- (b) disclose the publication of Morgan Stanley’s Notice of its 2025 Annual Meeting and Proxy Statement dated 4 April 2025 (the “**Morgan Stanley 2025 Proxy Statement**”);
- (c) incorporate the Morgan Stanley April 2025 Form 8-K by reference into the Registration Document, as set out in “Part A” of this Fourth Prospectus Supplement; and
- (d) incorporate the Morgan Stanley 2025 Proxy Statement by reference into the Registration Document, as set out in “Part A” of this Fourth Prospectus Supplement.

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

Save as disclosed in this Fourth Registration Document Supplement, no significant new factor, material mistake or material inaccuracy relating to information included in the Registration Document has arisen since the publication of the third supplement to the Registration Document dated 4 March 2025.

Any information or documents incorporated by reference into the Morgan Stanley April 2025 Form 8-K are not incorporated by reference into this Fourth Registration Document Supplement as such information or documents are either not relevant for the investor in any securities issued by Morgan Stanley, MSI plc, MSBV, MSFL or MSESE (as applicable) or are covered in the relevant prospectus in respect of such securities.

This Fourth Registration Document Supplement, the Morgan Stanley April 2025 Form 8-K and the Morgan Stanley 2025 Proxy Statement are available for viewing, and copies may be obtained from, the offices of the Issuers.

This Fourth Registration Document Supplement is available on Morgan Stanley’s website at <https://sp.morganstanley.com/EU/Documents> and on the website of the Luxembourg Stock Exchange at www.luxse.com.

The Morgan Stanley April 2025 Form 8-K is available on Morgan Stanley’s website at <https://sp.morganstanley.com/eu/download/prospectus/cac6ba04-3b05-4b0c-a622-6c38e4043e20> and on the website of the Luxembourg Stock Exchange at www.luxse.com.

The Morgan Stanley 2025 Proxy Statement is available on Morgan Stanley’s website at <https://sp.morganstanley.com/eu/download/prospectus/3fa7272f-ef4a-46e7-9405-f10db54d3e5f> and on the website of the Luxembourg Stock Exchange at www.luxse.com.

17 April 2025

MORGAN STANLEY

MORGAN STANLEY & CO. INTERNATIONAL PLC

MORGAN STANLEY B.V.

MORGAN STANLEY FINANCE LLC

MORGAN STANLEY EUROPE SE

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PART A – INCORPORATION BY REFERENCE

This Fourth Registration Document Supplement incorporates by reference the Morgan Stanley April 2025 Form 8-K and the Morgan Stanley 2025 Proxy Statement into the Registration Document, and the information incorporated by reference must be read in conjunction with the cross-reference table below which supplements the section entitled “*Information Incorporated by Reference*” contained on pages 22 to 35 of the Registration Document.

The following documents and/or information shall be deemed to be incorporated by reference in, and form a part of, the Registration Document and the remaining documents in the list of documents incorporated by reference shall be deemed to be re-numbered accordingly:

Documents filed		Information incorporated by reference	Page(s) ¹
Morgan Stanley April 2025 Form 8-K https://sp.morganstanley.com/eu/download/prospectus/cac6ba04-3b05-4b0c-a622-6c38e4043e20	(1)	Results of Operations and Financial Condition	3
	(2)	Press release of Morgan Stanley, dated 11 April 2025, containing financial information for the quarter ended 31 March 2025	5 – 15
	(3)	Financial Data Supplement of Morgan Stanley for the quarter ended 31 March 2025	16 – 33
Morgan Stanley 2025 Proxy Statement https://sp.morganstanley.com/eu/download/prospectus/3fa7272f-ef4a-46e7-9405-f10db54d3e5f	(1)	Overview of Voting Items	6 – 13
	(2)	Corporate Governance Matters	14 – 51
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	(4)	Compensation Matters	57 – 105
	(5)	Ownership of Our Stock	106 – 109
	(6)	Other Company Proposal	110 – 117
	(7)	Shareholder Proposal	118 – 122
	(8)	Information About the Annual Meeting	123 – 127

Any non-incorporated parts of a document referred to herein, which for the avoidance of doubt are not listed in the cross-reference list above, are either deemed not relevant for an investor or are otherwise covered elsewhere in the Registration Document.

¹ As portions of the Morgan Stanley April 2025 Form 8-K are unpaginated, the references to page numbers in relation to the Morgan Stanley April 2025 Form 8-K are in reference to the PDF page numbering.