MORGAN STANLEY
Form 424B2
April 22, 2019

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities Offered	*Maximum Aggregate Offering Price*	*Amount of Registration Fee*
Callable Contingent Income Securities due 2022	$1,079,000	$130.77

April 2019

Pricing Supplement No. 1,770
Registration Statement Nos. 333-221595; 333-221595-01
Dated April 18, 2019
Filed pursuant to Rule 424(b)(2)

Morgan Stanley Finance LLC

Structured Investments

Opportunities in U.S. and International Equities

Callable Contingent Income Securities due April 26, 2022

Payments on the Securities Based on the Worst Performing of the Russell 2000® Index and the EURO STOXX 50® Index

Fully and Unconditionally Guaranteed by Morgan Stanley

Principal at Risk Securities

The securities are unsecured obligations of Morgan Stanley Finance LLC ("MSFL") and are fully and unconditionally guaranteed by Morgan Stanley. The securities have the terms described in the accompanying prospectus supplement, index supplement and prospectus, as supplemented or modified by this document. The securities do not guarantee the repayment of principal and do not provide for the regular payment of interest. Instead, the securities will pay a contingent semi-annual coupon **but only if** the index closing value of **each of the Russell 2000® Index and the EURO STOXX 50® Index** on the related observation date is **at or above 70% of its respective initial index value**, which we refer to as the respective coupon barrier level. If the index closing value **of either underlying index** is less than the coupon barrier level for such index on any observation date, we will pay no interest for the related semi-annual period. In addition, beginning on October 28, 2019, **we will have the right to redeem the securities at our discretion on any semi-annual redemption date** for a redemption payment equal to the sum of the stated principal amount plus any contingent semi-annual coupon otherwise due with respect to the related observation date. An early redemption of the securities will be at our discretion and will not automatically occur based on the performance of the underlying index. At maturity, if the securities have not previously been redeemed and the final index value of **each** underlying index is greater than or equal to 70% of the respective initial index value, which we refer to as the downside threshold level, the payment at maturity will be the stated principal amount and the related contingent semi-annual coupon. If, however, the final index value of **either** underlying index is less than its downside threshold level, investors will be exposed to the decline in the worst performing underlying index on a 1-to-1 basis and will receive a payment at maturity that is less than 70% of the stated principal amount of the securities and could be zero. **Accordingly, investors in the securities must be willing to accept the risk of losing their entire initial investment based on the performance of either underlying index and also the risk of not receiving any semi-annual coupons during the entire three-year term of the securities.** Because payments on the securities are based on the worst performing of the underlying indices, a decline beyond the respective coupon barrier level and/or respective downside threshold level, as applicable, of **either** underlying index will result in few or no contingent semi-annual coupons and/or a significant loss of your investment, as applicable, even if the other underlying index has appreciated or has not declined as much. Investors will not participate in any appreciation in either underlying index. The securities are for investors who are willing to risk their principal and seek an opportunity to earn interest at a potentially above-market rate in exchange for the risk of receiving no semi-annual interest if **either underlying index** closes below the coupon barrier level for such index on the observation dates, and the risk of an early redemption of the securities at our discretion. The securities are notes issued as part of MSFL's Series A Global Medium-Term Notes program.

All payments are subject to our credit risk. If we default on our 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.

FINAL TERMS

Issuer:	Morgan Stanley Finance LLC
Guarantor:	Morgan Stanley
Underlying indices:	Russell 2000® Index (the "RTY Index") and EURO STOXX 50® Index (the "SX5E Index")
Aggregate principal amount:	$1,079,000
Stated principal amount:	$1,000 per security
Issue price:	$1,000 per security (see "Commissions and issue price" below)
Pricing date:	April 18, 2019
Original issue date:	April 26, 2019 (6 business days after the pricing date)
Maturity date:	April 26, 2022
Optional early redemption:	Beginning on October 28, 2019, we will have the right to redeem the securities, **at our discretion**, in whole but not in part, on any semi-annual redemption date for the redemption payment. If we decide to redeem the securities, we will give you notice at least 3 business days before the redemption date specified in the notice. No further payments will be made on the securities once they have been redeemed.
Contingent semi-annual coupon:	If, on any observation date, the index closing value of **each underlying index** is **greater than or equal to** its respective coupon barrier level, we will pay a contingent semi-annual coupon at an annual rate of 9.00% (corresponding to approximately $45.00 per semi-annual period per security)

	on the related coupon payment date. If, on any observation date, the closing value **of either underlying index** is **less than** the coupon barrier level for such index, no contingent semi-annual coupon will be paid with respect to that observation date. **It is possible that one or both underlying indices will remain below the respective coupon barrier level(s) for extended periods of time or even throughout the entire term of the securities so that you will receive few or no contingent semi-annual coupons.**
Payment at maturity:	If the securities have not previously been redeemed, investors will receive on the maturity date a payment at maturity determined as follows: If the final index value of **each** underlying index is **greater than or equal to** its respective downside threshold level: the stated principal amount and the contingent semi-annual coupon with respect to the final observation date. If the final index value of **either** underlying index is **less than** its respective downside threshold level: (i) the stated principal amount *multiplied by* (ii) the index performance factor of the worst performing underlying index. Under these circumstances, the payment at maturity will be less than 70% of the stated principal amount of the securities and could be zero.
	Terms continued on the following page
Agent:	Morgan Stanley & Co. LLC ("MS & Co."), an affiliate of MSFL and a wholly owned subsidiary of Morgan Stanley. See "Supplemental information regarding plan of distribution; conflicts of interest."
Estimated value on the pricing date:	$987.70 per security. See "Investment Overview" beginning on page 3.

Commissions and issue price:	**Price to public**	**Agent's commissions[1]**	**Proceeds to us[2]**
Per security	$1,000	$0	$1,000
Total	$1,079,000	$0	$1,079,000

(1) *Selected dealers and their financial advisors will receive a structuring fee of $2.50 per security from the agent or its affiliates. MS & Co., the agent, will not receive a sales commission in connection with the securities. See "Supplemental information regarding plan of distribution; conflicts of interest." For additional information, see "Plan of Distribution (Conflicts of Interest)" in the accompanying prospectus supplement.*

(2) *See "Use of proceeds and hedging" on page 30.*

The securities involve risks not associated with an investment in ordinary debt securities. See "Risk Factors" beginning on page 11.

The Securities and Exchange Commission and state securities regulators have not approved or disapproved these securities, or determined if this document or the accompanying prospectus supplement, index supplement and prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The securities 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.

You should read this document together with the related prospectus supplement, index supplement and prospectus, each of which can be accessed via the hyperlinks below. Please also see "Additional Terms of the Securities" and "Additional Information About the Securities" at the end of this document.

References to "we," "us" and "our" refer to Morgan Stanley or MSFL, or Morgan Stanley and MSFL collectively, as the context requires.

Prospectus Supplement dated November 16, 2017 Index Supplement dated November 16, 2017 Prospectus dated November 16, 2017

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Terms continued from previous page:

Redemption payment:	The redemption payment will be an amount equal to (i) the stated principal amount *plus* (ii) any contingent semi-annual coupon otherwise due with respect to the related observation date.
Redemption dates:	Beginning on October 28, 2019, semi-annually. See "Observation Dates, Coupon Payment Dates and Redemption Dates" below. If any such day is not a business day, the redemption payment will be made on the next succeeding business day and no adjustment will be made to any redemption payment made on that succeeding business day.
Initial index value:	With respect to the RTY Index: 1,565.748, which is the index closing value of such index on the pricing date With respect to the SX5E Index: 3,499.23, which is the index closing value of such index on the pricing date
Final index value:	With respect to each underlying index, the respective index closing value on the final observation date
Worst performing underlying index:	The underlying index with the larger percentage decrease from the respective initial index value to the respective final index value
Index performance factor:	Final index value *divided by* the initial index value
Coupon barrier level:	With respect to the RTY Index: 1,096.024, which is approximately 70% of the initial index value for such index With respect to the SX5E Index: 2,449.461, which is 70% of the initial index value for such index
Downside threshold level:	With respect to the RTY Index: 1,096.024, which is approximately 70% of the initial index value for such index With respect to the SX5E Index: 2,449.461, which is 70% of the initial index value for such index
Coupon payment dates:	Semi-annually, as set forth under "Observation Dates, Coupon Payment Dates and Redemption Dates" below. If any such day is not a business day, that contingent semi-annual coupon, if any, will be paid on the next succeeding business day and no adjustment will be made to any coupon payment made on that succeeding business day; *provided further* that the contingent semi-annual coupon, if any, with respect to the final observation date shall be paid on the maturity date.

Observation dates:	Semi-annually, as set forth under "Observation Dates, Coupon Payment Dates and Redemption Dates" below, subject to postponement for non-index business days and certain market disruption events. We also refer to April 19, 2022 as the final observation date.
CUSIP / ISIN:	61768D4H5 / US61768D4H59
Listing:	The securities will not be listed on any securities exchange.

Observation Dates, Coupon Payment Dates and Redemption Dates

Observation Dates	**Coupon Payment Dates / Redemption Dates**
October 21, 2019	October 28, 2019
April 20, 2020	April 27, 2020
October 19, 2020	October 26, 2020
April 19, 2021	April 26, 2021
October 18, 2021	October 25, 2021
April 19, 2022 (final observation date)	April 26, 2022 (maturity date)

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Investment Overview

Callable Contingent Income Securities

Principal at Risk Securities

Callable Contingent Income Securities due April 26, 2022 Payments on the Securities Based on the Worst Performing of the Russell 2000® Index and the EURO STOXX 50® Index (the "securities") do not guarantee the repayment of principal and do not provide for the regular payment of interest. Instead, the securities will pay a contingent semi-annual coupon **but only if** the index closing value of **each of the Russell 2000® Index and the EURO STOXX 50® Index** (which we refer to together as the "underlying indices") is **at or above** 70% of its respective initial index value, which we refer to as the respective coupon barrier level, on the related observation date. If the index closing value **of either underlying index** is less than the coupon barrier level for such index on any observation date, we will pay no coupon for the related semi-annual period. It is possible that the index closing value of one or both underlying indices will remain below the respective coupon barrier level(s) for extended periods of time or even throughout the entire term of the securities so that you will receive few or no contingent semi-annual coupons during the entire three-year term of the securities. Even if an underlying index were to be at or above the coupon barrier level for such index on some semi-annual observation dates, it may fluctuate below the coupon barrier level on others. In addition, even if one underlying index were to be at or above the coupon barrier level for such index on all semi-annual observation dates, you will receive a contingent semi-annual coupon only with respect to the observation dates on which the other underlying index is also at or above the coupon barrier level for such index, if any. In addition, beginning on October 28, 2019, **we will have the right to redeem the securities at our discretion** on any semi-annual redemption date for the redemption payment equal to the sum of the stated principal amount plus any contingent semi-annual coupon otherwise due with respect to the related observation date. At maturity, if the securities have not been previously redeemed and if the final index value of **each** underlying index is greater than or equal to 70% of the respective initial index value, which we refer to as the downside threshold level, the payment at maturity will be the stated principal amount and the related contingent semi-annual coupon. If, however, the final index value of **either** underlying index is less than its downside threshold level, investors will be exposed to the decline in the worst performing underlying index on a 1-to-1 basis and will receive a payment at maturity that is less than 70% of the stated principal amount of the securities and could be zero. **Accordingly, investors in the securities must be willing to accept the risk of losing their entire initial investment based on the performance of either index and also the risk of not receiving any semi-annual coupons throughout the entire term of the securities.**

Maturity:	3 years, unless redeemed earlier at our discretion
Contingent semi-annual coupon:	If, on any observation date, the index closing value of **each underlying index** is **greater than or equal to** its respective coupon barrier level, we will pay a contingent semi-annual coupon at an annual rate of 9.00% (corresponding to approximately $45.00 per semi-annual period per security)

	on the related coupon payment date. If, on any observation date, the closing value **of either underlying index** is **less than** the coupon barrier level for such index, no contingent semi-annual coupon will be paid with respect to that observation date. **It is possible that one or both underlying indices will remain below the respective coupon barrier level(s) for extended periods of time or even throughout the entire term of the securities so that you will receive few or no contingent semi-annual coupons.**
Early redemption at the option of the issuer:	Beginning on October 28, 2019, we have the right to redeem the securities on any semi-annual redemption date for an early redemption payment equal to the stated principal amount plus any contingent semi-annual coupon otherwise due with respect to the related observation date. Any early redemption of the securities will be at our discretion and will not automatically occur based on the performance of the underlying indices. It is more likely that we will redeem the securities when it would otherwise be advantageous for you to continue to hold the securities. As such, we will be more likely to redeem the securities when the index closing value of each underlying index on the observation dates is at or above its respective coupon barrier level, which would otherwise result in an amount of interest payable on the securities that is greater than instruments of a comparable maturity and credit rating trading in the market. In other words, we will be more likely to redeem the securities at a time when the securities are paying an above-market coupon. If the securities are redeemed prior to maturity, you will receive no more contingent semi-annual coupon payments, may be forced to invest in a lower interest rate environment and may not be able to reinvest at comparable terms or returns.

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	On the other hand, we will be less likely to exercise our redemption right when the index closing value of either underlying index is below its respective coupon barrier level and/or when the final index value of either underlying index is expected to be below the downside threshold level, such that you will receive no contingent semi-annual coupons and/or that you will suffer a significant loss on your initial investment in the securities at maturity. Therefore, if we do not exercise our redemption right, it is more likely that you will receive few or no contingent semi-annual coupons and suffer a significant loss at maturity. If the securities have not previously been redeemed, investors will receive on the maturity date a payment at maturity determined as follows:
Payment at maturity:	If the final index value of **each** underlying index is **greater than or equal to** its respective downside threshold level: the stated principal amount and the contingent semi-annual coupon with respect to the final observation date. If the final index value of **either** underlying index is **less than** its respective downside threshold level: (i) the stated principal amount *multiplied by* (ii) the index performance factor of the worst performing underlying index. Under these circumstances, the payment at maturity will be less than 70% of the stated principal amount of the securities and could be zero.

Morgan Stanley clients may contact their local Morgan Stanley branch office or our principal executive offices at 1585 Broadway, New York, New York 10036 (telephone number (866) 477-4776). All other clients may contact their local brokerage representative. Third-party distributors may contact Morgan Stanley Structured Investment Sales at (800) 233-1087.

The original issue price of each security is $1,000. 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 pricing date is less than $1,000. We estimate that the value of each security on the pricing date is $987.70.

What goes into the estimated value on the pricing date?

In valuing the securities on the pricing date, we take into account that the securities comprise both a debt component and a performance-based component linked to the underlying indices. The estimated value of the securities is determined using our own pricing and valuation models, market inputs and assumptions relating to the underlying indices, instruments based on the underlying indices, 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 contingent semi-annual coupon rate, the coupon barrier levels and the downside threshold levels, 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 pricing 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 underlying indices, may vary from, and be lower than, the estimated value on the pricing 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 6 months following the issue 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 underlying indices, 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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Key Investment Rationale

The securities do not provide for the regular payment of interest and instead will pay a contingent semi-annual coupon **but only if** the index closing value of **each underlying index** is **at or above** 70% of its initial index value, which we refer to as the respective coupon barrier level, on the related observation date. These securities are for investors who are willing to risk their principal and seek an opportunity to earn interest at a potentially above-market rate in exchange for the risk of receiving no semi-annual interest if either underlying index closes below the coupon barrier level for such index on the observation dates, and the risk of an early redemption of the securities at our discretion. The following scenarios are for illustration purposes only to demonstrate how the payment at maturity and contingent semi-annual coupon (if the securities have not previously been redeemed) are determined, and do not attempt to demonstrate every situation that may occur. Accordingly, the securities may or may not be redeemed by us at our discretion, the contingent semi-annual coupon may be payable with respect to none of, or some but not all of, the semi-annual periods, and the payment at maturity may be less than 70% of the stated principal amount and could be zero. Investors will not participate in any appreciation in either underlying index.

Scenario 1: The securities are redeemed prior to maturity.	This scenario assumes that we redeem the securities at our discretion prior to the maturity date on one of the semi-annual redemption dates, starting on October 28, 2019, six months after the original issue date, for the redemption payment equal to the stated principal amount *plus* any contingent semi-annual coupon with respect to the relevant observation date, as applicable. Prior to the optional early redemption, each underlying index closes at or above its respective coupon barrier level on some or all of the semi-annual observation dates. In this scenario, investors receive the contingent semi-annual coupon with respect to each such observation date, but not for the semi-annual periods for which one of both underlying indices close below the respective coupon barrier level on the related observation date. No further payments will be made on the securities once they have been redeemed.
Scenario 2: The securities are not redeemed prior to maturity, and investors receive principal back at maturity.	This scenario assumes that we do not exercise our redemption right on any of the semi-annual redemption dates, and, as a result, investors hold the securities to maturity. During the term of the securities, each underlying index closes at or above its respective coupon barrier level on some semi-annual observation dates, but one or both underlying indices close below the respective coupon barrier level(s) for such index on the others. Investors will receive the contingent semi-annual coupon for the semi-annual periods for which the index closing value of each underlying index is at or above its respective coupon barrier level on the related observation date, but not for the semi-annual periods for which one or both underlying indices close below the respective coupon barrier level(s) on the related observation date. On the final observation date, each underlying index closes at or above its downside threshold level. At maturity, investors receive the stated principal amount and the contingent semi-annual coupon with respect to the final observation date.

Scenario 3: The securities are not redeemed prior to maturity, and investors suffer a substantial loss of principal at maturity.	This scenario assumes that we do not exercise our redemption right on any of the semi-annual redemption dates, and, as a result, investors hold the securities to maturity. During the term of the securities, one or both underlying indices close below the respective coupon barrier level(s) on every semi-annual observation date. Since one or both underlying indices close below the respective coupon barrier level(s) on every semi-annual observation date, investors do not receive any contingent semi-annual coupon. On the final observation date, one or both underlying indices close below the respective downside threshold level(s). At maturity, investors will receive an amount equal to the stated principal amount multiplied by the index performance factor of the worst performing underlying index. Under these circumstances, the payment at maturity will be less than 70% of the stated principal amount and could be zero.

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Underlying Indices Summary

Russell 2000® Index

The Russell 2000® Index is an index calculated, published and disseminated by FTSE Russell, and measures the composite price performance of stocks of 2,000 companies incorporated in the U.S. and its territories. All 2,000 stocks are traded on a major U.S. exchange and are the 2,000 smallest securities that form the Russell 3000® Index. The Russell 3000® Index is composed of the 3,000 largest U.S. companies as determined by market capitalization and represents approximately 98% of the U.S. equity market. The Russell 2000® Index consists of the smallest 2,000 companies included in the Russell 3000® Index and represents a small portion of the total market capitalization of the Russell 3000® Index. The Russell 2000® Index is designed to track the performance of the small capitalization segment of the U.S. equity market.

Information as of market close on April 18, 2019:

Bloomberg Ticker Symbol:	RTY
Current Index Value:	1,565.748
52 Weeks Ago:	1,583.562
52 Week High (on 8/31/2018):	1,740.753
52 Week Low (on 12/24/2018):	1,266.925

For additional information about the Russell 2000® Index, see the information set forth under "Russell 2000® Index" in the accompanying index supplement. Furthermore, for additional historical information, see "Russell 2000® Index Historical Performance" below.

EURO STOXX 50® Index

The EURO STOXX 50® Index was created by STOXX Limited, which is owned by Deutsche Börse AG and SIX Group AG. Publication of the EURO STOXX 50® Index began on February 26, 1998, based on an initial index value of 1,000 at December 31, 1991. The EURO STOXX 50® Index is composed of 50 component stocks of market sector leaders from within the STOXX 600 Supersector Indices, which includes stocks selected from the Eurozone. The component stocks have a high degree of liquidity and represent the largest companies across all market sectors.

Information as of market close on April 18, 2019:

Bloomberg Ticker Symbol:	SX5E
Current Index Value:	3,499.23
52 Weeks Ago:	3,490.89
52 Week High (on 5/17/2018):	3,592.18
52 Week Low (on 12/27/2018):	2,937.36

For additional information about the EURO STOXX 50® Index, see the information set forth under "EURO STOXX 50® Index" in the accompanying index supplement. Furthermore, for additional historical information, see "EURO STOXX 50® Index Historical Performance" below.

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Hypothetical Examples

The following hypothetical examples illustrate how to determine whether a contingent semi-annual coupon is paid with respect to an observation date and how to calculate the payment at maturity. The following examples are for illustrative purposes only. Whether you receive a contingent semi-annual coupon will be determined by reference to the index closing value of each underlying index on each semi-annual observation date, and the amount you will receive at maturity, if any, will be determined by reference to the final index value of each underlying index on the final observation date. Any early redemption of the securities will be at our discretion. The actual initial index value, coupon barrier level and downside threshold level for each underlying index are set forth on the cover of this document. All payments on the securities, if any, are subject to our credit risk. The below examples are based on the following terms:

Contingent Semi-annual Coupon:	If, on any observation date, the index closing value of **each underlying index** is **greater than or equal to** its respective coupon barrier level, we will pay a contingent semi-annual coupon at an annual rate of 9.00% (corresponding to approximately $45.00 per semi-annual period per security) on the related coupon payment date. If, on any observation date, the closing value **of either underlying index** is **less than** the coupon barrier level for such index, no contingent semi-annual coupon will be paid with respect to that observation date. **It is possible that one or both underlying indices will remain below the respective coupon barrier level(s) for extended periods of time or even throughout the entire term of the securities so that you will receive few or no contingent semi-annual coupons.**
Optional Early Redemption:	Beginning on October 28, 2019, we will have the right to redeem the securities at our discretion on any semi-annual redemption date for a redemption payment equal to the stated principal amount plus any contingent semi-annual coupon otherwise due with respect to the related observation date. **If the securities are redeemed prior to maturity, you will receive no more contingent semi-annual coupon payments, may be forced to invest in a lower interest rate environment and may not be able to reinvest at comparable terms or returns.**
Payment at Maturity (if the securities have not been redeemed early at our option):	If the final index value of **each** underlying index is **greater than or equal to** its respective downside threshold level: the stated principal amount and the contingent semi-annual coupon with respect to the final observation date. If the final index value of **either** underlying index is **less than** its respective downside threshold level: (i) the stated principal amount *multiplied by* (ii) the index performance

	factor of the worst performing underlying index. Under these circumstances, the payment at maturity will be less than 70% of the stated principal amount of the securities and could be zero.
Stated Principal Amount:	$1,000
Hypothetical Initial Index Value:	With respect to the RTY Index: 1,200 With respect to the SX5E Index: 3,100
Hypothetical Coupon Barrier Level:	With respect to the RTY Index: 840, which is 70% of the hypothetical initial index value for such index With respect to the SX5E Index: 2,170, which is 70% of the hypothetical initial index value for such index
Hypothetical Downside Threshold Level:	With respect to the RTY Index: 840, which is 70% of the hypothetical initial index value for such index With respect to the SX5E Index: 2,170, which is 70% of the hypothetical initial index value for such index

* The actual semi-annual coupon will be an amount determined by the calculation agent based on the number of days in the applicable payment period, calculated on a 30/360 basis. The hypothetical semi-annual coupon of $45.00 is used in these examples for ease of analysis.

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How to determine whether a contingent semi-annual coupon is payable with respect to an observation date (if the securities have not been previously redeemed):

	Index Closing Value		Contingent Semi-annual Coupon
	RTY Index	SX5E Index	
Hypothetical Observation Date 1	950 (**at or above** coupon barrier level)	2,500 (**at or above** coupon barrier level)	$45.00
Hypothetical Observation Date 2	1,200 (**at or above** coupon barrier level)	1,000 (**below** coupon barrier level)	$0
Hypothetical Observation Date 3	600 (**below** coupon barrier level)	2,400 (**at or above** coupon barrier level)	$0
Hypothetical Observation Date 4	500 (**below** coupon barrier level)	1,500 (**below** coupon barrier level)	$0

On hypothetical observation date 1, both the RTY Index and SX5E Index close at or above their respective coupon barrier levels. Therefore a contingent semi-annual coupon of $45.00 is paid on the relevant coupon payment date.

On each of the hypothetical observation dates 2 and 3, one underlying index closes at or above its coupon barrier level but the other underlying index closes below its coupon barrier level. Therefore, no contingent semi-annual coupon is paid on the relevant coupon payment date.

On hypothetical observation date 4, each underlying index closes below its respective coupon barrier level and accordingly no contingent semi-annual coupon is paid on the relevant coupon payment date.

How to calculate the payment at maturity (if the securities have not been redeemed early at our option):

Final Index Value	Payment at Maturity

	RTY Index	SX5E Index	
Example 1:	1,500 (**at or above** the downside threshold level)	3,800 (**at or above** the downside threshold level)	$1,045.00 (the stated principal amount *plus* the contingent semi-annual coupon with respect to the final observation date)
Example 2:	900 (**at or above** the downside threshold level)	1,240 (**below** the downside threshold level)	$1,000 x index performance factor of the worst performing underlying = $1,000 x (1,240 / 3,100) = $400
Example 3:	480 (**below** the downside threshold level)	2,500 (**at or above** the downside threshold level)	$1,000 x (480 / 1,200) = $400
Example 4:	360 (**below** the downside threshold level)	1,000 (**below** the downside threshold level)	$1,000 x (360 / 1,200) = $300
Example 5:	480 (**below** the downside threshold level)	930 (**below** the downside threshold level)	$1,000 x (930 / 3,100) = $300

In example 1, the final index values of both the RTY Index and SX5E Index are at or above their downside threshold levels. Therefore, investors receive at maturity the stated principal amount of the securities and the contingent semi-annual coupon with respect to the final observation date. However, investors do not participate in the appreciation of either underlying index.

In examples 2 and 3, the final index value of one underlying index is at or above its downside threshold level but the final index value of the other underlying index is below its downside threshold level. Therefore, investors are exposed to the downside performance of the worst performing underlying index at maturity and receive at maturity an amount equal to the stated principal amount *times* the index performance factor of the worst performing underlying index.

Similarly, in examples 4 and 5, the final index value of each underlying index is below its respective downside threshold level, and investors receive at maturity an amount equal to the stated principal amount *times* the index performance factor of the worst performing underlying index. In example 4, the RTY Index has declined 70% from its initial index value to its final index value, while the SX5E Index has declined 60% from its initial index value to its final index value. Therefore, the payment at maturity equals the stated principal amount *times* the index performance factor of the RTY Index, which is the worst performing underlying index in this example. In example 5, the RTY Index has declined 60% from its initial index value, while the SX5E Index has declined 70% from its initial index value to its final index value. Therefore the payment at maturity equals the stated principal amount *times* the index performance factor of the SX5E Index, which is the worst performing underlying index in this example.

If the securities have not been redeemed prior to maturity and the final index value of EITHER underlying index is below its respective downside threshold level, you will be exposed to the downside performance of the worst performing underlying index at maturity, and your payment at maturity will be less than $700 per security and could be zero.

Morgan Stanley Finance LLC
Callable Contingent Income Securities due April 26, 2022
Payments on the Securities Based on the Worst Performing of the Russell 2000® Index and the EURO STOXX 50® Index
Principal at Risk Securities

Risk Factors

The following is a non-exhaustive list of certain key risk factors for investors in the securities. For further discussion of these and other risks, you should read the section entitled "Risk Factors" in the accompanying prospectus supplement, index supplement and prospectus. We also urge you to consult with your investment, legal, tax, accounting and other advisers in connection with your investment in the securities.

§ **The securities do not guarantee the return of any principal.** The terms of the securities differ from those of ordinary debt securities in that they do not guarantee the repayment of principal. If the securities have not been redeemed prior to maturity and the final index value of **either** underlying index is less than its downside threshold level of 70% of its initial index value, you will be exposed to the decline in the closing value of the worst performing underlying index, as compared to its initial index value, on a 1-to-1 basis, and you will receive for each security that you hold at maturity an amount equal to the stated principal amount *times* the index performance factor of the worst performing underlying index. **In this case, the payment at maturity will be less than 70% of the stated principal amount and could be zero.**

§ **The securities do not provide for regular interest payments.** The terms of the securities differ from those of ordinary debt securities in that they do not provide for the regular payment of interest. The securities will pay a contingent semi-annual coupon only if the index closing value of each underlying index is at or above 70% of its respective initial index value, which we refer to as the respective coupon barrier level, on the related observation date. If, on the other hand, the index closing value of either underlying index is lower than the coupon barrier level for such index on the relevant observation date for any interest period, we will pay no coupon on the applicable coupon payment date. It is possible that the index closing value of one or both underlying indices will remain below the respective coupon barrier level(s) for extended periods of time or even throughout the entire term of the securities. If you do not earn sufficient contingent semi-annual coupons over the term of the securities, the overall return on the securities may be less than the amount that would be paid on a conventional debt security of ours of comparable maturity.

§ **The securities are subject to our redemption right.** The term of the securities, and thus your opportunity to earn a potentially above-market coupon if the index closing value of each underlying index is greater than or equal to the coupon barrier level for such index on semi-annual observation dates, may be limited by our right to redeem the securities at our option on any semi-annual redemption date, beginning October 28, 2019. The term of your investment in the securities may be limited to as short as six months. It is more likely that we will redeem the securities when it would be advantageous for you to continue to hold the securities. As such, we will be more likely to redeem the securities when the index closing value of each underlying index on the observation dates is at or above the coupon barrier level for such index, which would otherwise result in an amount of interest payable on the securities that is greater than instruments of a comparable maturity and credit rating trading in the market. In other words, we will be more likely to redeem the securities at a time when the securities are paying an above-market coupon. If the securities are redeemed prior to maturity, you will receive no more contingent semi-annual coupon payments, may be forced to invest in a lower interest rate environment and may not be able to reinvest at comparable terms or returns.

On the other hand, we will be less likely to exercise our redemption right when the index closing value of either underlying index is below the respective coupon barrier level and/or when the final index value for either underlying index is expected to be below the respective downside threshold level, such that you will receive no contingent semi-annual coupons and/or that you will suffer a significant loss on your initial investment in the securities at maturity. Therefore, if we do not exercise our redemption right, it is more likely that you will receive few or no contingent semi-annual coupons and suffer a significant loss at maturity.

§ **You are exposed to the price risk of both underlying indices, with respect to both the contingent semi-annual coupons, if any, and the payment at maturity, if any.** Your return on the securities is not linked to a basket consisting of both underlying indices. Rather, it will be contingent upon the independent performance of each underlying index. Unlike an instrument with a return linked to a basket of underlying assets, in which risk is mitigated and diversified among all the components of the basket, you will be exposed to the risks related to both underlying indices. Poor performance by **either** underlying index over the term of the securities may negatively affect your return and will not be offset or mitigated by any positive performance by the other underlying index. To receive any contingent semi-annual coupons, **each** underlying index must close at or above its respective coupon barrier level on the applicable observation date. In addition, if **either** underlying index has declined to below its respective downside threshold level as of the final observation date, you will be **fully exposed** to the decline in the worst performing underlying index over the term of the securities on a 1-to-1 basis, even if the other underlying index has appreciated or not declined as much. Under this scenario, the value of any such payment will be less than 70% of the stated principal amount and could be zero. Accordingly, your investment is subject to the price risk of both underlying indices.

§ **Because the securities are linked to the performance of the worst performing underlying index, you are exposed to greater risks of no contingent semi-annual coupons and sustaining a significant loss on your investment than if the securities were linked to just one index.** The risk that you will not receive any contingent semi-annual coupons, or that you will suffer a significant loss on your investment, is greater if you invest in the securities as opposed to substantially similar securities that are linked to the performance of just one underlying index. With two underlying indices, it is more likely that either underlying index will close below its coupon barrier level on any observation date, or below its downside threshold level on the final observation date, than if the securities were linked to only one underlying index. Therefore, it is more likely that you will not receive any contingent semi-annual coupons and that you will suffer a significant loss on your investment.

§ **The contingent semi-annual coupon, if any, is based only on the value of each underlying index on the related semi-annual observation date.** Whether the contingent semi-annual coupon will be paid on any coupon payment date will be determined at the end of the relevant interest period, based on the closing value of each underlying index on the relevant semi-annual observation date. As a result, you will not know whether you will receive the contingent semi-annual coupon on any coupon payment date until near the end of the relevant semi-annual period. Moreover, because the contingent semi-annual coupon is based solely on the value of each underlying index on semi-annual observation dates, if the closing value of either underlying index on any observation date is below the coupon barrier level for such index, you will receive no coupon for the related interest period, even if the level of such underlying index was at or above its respective coupon barrier level on other days during that interest period and even if the closing value of the other underlying index is at or above the coupon barrier level for such index.

§ **Investors will not participate in any appreciation in either underlying index.** Investors will not participate in any appreciation in either underlying index from the initial index value for such index, and the return on the securities will be limited to the contingent semi-annual coupons, if any, that are paid with respect to each observation date on which the index closing value of each underlying index is greater than or equal to its respective coupon barrier level until the securities are redeemed or reach maturity.

§ **The securities are linked to the Russell 2000® Index and are subject to risks associated with small-capitalization companies.** As the Russell 2000® Index is one of the underlying indices, and the Russell 2000® Index consists of stocks issued by companies with relatively small market capitalization, the securities are linked to the value of small-capitalization companies. These companies often have greater stock price volatility, lower trading volume and less liquidity than large-capitalization companies and therefore the Russell 2000® Index may be more volatile than indices that consist of stocks issued by large-capitalization companies. Stock prices of small-capitalization companies are also more vulnerable than those of large-capitalization companies to adverse business and economic developments, and the stocks of small-capitalization companies may be thinly traded. In addition, small capitalization companies are typically less well-established and less stable financially than large-capitalization companies and may depend on a small number of key personnel, making them more vulnerable to loss of personnel. Such companies tend to have smaller revenues, less diverse product lines, smaller shares of their product or service markets, fewer financial resources and less competitive strengths than large-capitalization companies and are more susceptible to adverse developments related to their products.

§ **The securities are linked to the EURO STOXX 50® Index and are subject to risks associated with investments in securities linked to the value of foreign equity securities.** As the EURO STOXX 50® Index is one of the underlying indices, the securities are linked to the value of foreign equity securities. Investments in securities linked to the value of foreign equity securities involve risks associated with the securities markets in those countries, including risks of volatility in those markets, governmental intervention in those markets and cross-shareholdings in companies in certain countries. Also, there is generally less publicly available information about foreign companies than about U.S. companies that are subject to the reporting requirements of the United States Securities and Exchange Commission, and foreign companies are subject to accounting, auditing and financial reporting standards and requirements different from those applicable to U.S. reporting companies. The prices of securities issued in foreign markets may be affected by political, economic, financial and social factors in those countries, or global regions, including changes in government, economic and fiscal policies and currency exchange laws. Local securities markets may trade a small number of securities and may be unable to respond effectively to increases in trading volume, potentially making prompt liquidation of holdings difficult or impossible at times. Moreover, the economies in such countries may differ favorably or unfavorably from the economy in the United States in such respects as growth of gross national product, rate of inflation, capital reinvestment, resources, self-sufficiency and balance of payment positions between countries.

§ **The market price will 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. We expect that generally the level of interest rates available in the market and the value of each underlying index on any day, including in relation to its respective coupon barrier level and downside threshold level, will affect the value of the securities more than any other factors. Other factors that may influence the value of the securities include:

o the volatility (frequency and magnitude of changes in value) of the underlying indices,

o whether the index closing value of either underlying index has been below its respective coupon barrier level on any observation date,

o geopolitical conditions and economic, financial, political, regulatory or judicial events that affect the component stocks of the underlying indices or securities markets generally and which may affect the value of each underlying index,

o dividend rates on the securities underlying the underlying indices,

o the time remaining until the securities mature,

o interest and yield rates in the market,

o the availability of comparable instruments,

o the composition of the underlying indices and changes in the constituent stocks of such indices, and o any actual or anticipated changes in our credit ratings or credit spreads.

Some or all of these factors will influence the price that you will receive if you sell your securities prior to maturity. In particular, if either underlying index has closed near or below its coupon barrier level and downside threshold level, the market value of the securities is expected to decrease substantially and you may have to sell your securities at a substantial discount from the stated principal amount of $1,000 per security.

You cannot predict the future performance of either underlying index based on its historical performance. The value of either underlying index may decrease and be below the coupon barrier level for such index on each observation date so that you will receive no return on your investment, and one or both underlying indices may close below the respective downside threshold level(s) on the final observation date so that you lose more than 30% or all of your initial investment in the securities. There can be no assurance that the closing value of each underlying index will be at or above the respective coupon barrier level on any observation date so that you will receive a coupon payment on the securities for the applicable interest period or that they will be at or above their respective downside threshold levels on the final observation date so that you do not suffer a significant loss on your initial investment in the securities. See "Russell 2000® Index Historical Performance" and "EURO STOXX 50® Index Historical Performance" below.

§ **The securities are subject to our credit risk, and any actual or anticipated changes to our credit ratings or credit spreads may adversely affect the market value of the securities.** You are dependent on our ability to pay all amounts due on the securities at maturity or on any coupon payment date, and therefore you are subject to our credit risk. The securities are not guaranteed by any other entity. If we default on our 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 our creditworthiness. Any actual or anticipated decli