

MORGAN STANLEY  
Form 424B2  
August 21, 2018

## 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>
Trigger Callable Yield Notes due 2021	\$8,925,500	\$1,111.22

Pricing Supplement No. 894  
Registration Statement Nos. 333-221595; 333-221595-01  
Dated August 17, 2018

Filed Pursuant to Rule 424(b)(2)

Morgan Stanley Finance LLC \$8,925,500 Trigger Callable Yield Notes

Linked to the least performing underlying among the S&P 500<sup>®</sup> Index, the Russell 2000<sup>®</sup> Index and the EURO STOXX 50<sup>®</sup> Index due August 20, 2021

### **Fully and Unconditionally Guaranteed by Morgan Stanley**

Principal at Risk Securities

#### **Investment Description**

These Trigger Callable Yield Notes (the “Securities”) are unsecured and unsubordinated debt obligations of Morgan Stanley Finance LLC (“MSFL”) and are fully and unconditionally guaranteed by Morgan Stanley. The Securities provide a return at maturity **based on the least performing underlying** among the S&P 500<sup>®</sup> Index (the “SPX Index”), the Russell 2000<sup>®</sup> Index (the “RTY Index”) and the EURO STOXX 50<sup>®</sup> Index (the “SX5E Index,” and together with the SPX Index and the RTY Index, the “Underlyings”). On each quarterly Coupon Payment Date, unless the Securities have been previously called, MSFL will make a Coupon payment based on the Coupon Rate, regardless of the performance of any Underlying. Beginning on February 21, 2019, MSFL will have the right to call the Securities at its discretion on any quarterly Coupon Payment Date for the principal amount plus the Coupon otherwise due with respect to the relevant Coupon Payment Date, and no further amounts will be owed to you. Any early redemption of the Securities will be at MSFL’s discretion and will not automatically occur based on the performance of the Underlyings. If the Securities are not called prior to maturity and the Final Underlying Value of **each of the SPX Index, the RTY Index and the SX5E Index** is equal to or greater than its respective Downside Threshold, MSFL will make a cash payment to you at maturity equal to the principal amount of your Securities and the Coupon with respect to the final Coupon Payment Date. However, if the Final Underlying Value of **any of the Underlyings** is less than its respective Downside Threshold, MSFL will pay you, in addition to the final Coupon, an amount that is significantly less than the full principal amount at maturity, if anything, resulting in a loss on your principal amount that is proportionate to the decline in the value of the **Underlying with the largest percentage decrease from its Initial Underlying Value to its Final Underlying Value (the “Least Performing Underlying”)**, even if the other Underlyings have appreciated or have not declined as much. These Securities may be appropriate for investors who seek an opportunity for enhanced income in exchange for the risk of losing their principal at maturity and the risk of an early redemption of the

Securities at MSFL's discretion. Your return will be solely the Coupons and you will not participate in any appreciation of any of the Underlyings. Because the Payment at Maturity on the Securities is based on the least performing Underlying among the SPX Index, the RTY Index and the SX5E Index, the fact that the Securities are linked to three Underlyings does not provide any asset diversification benefits and instead means that a decline in the value of any of the Underlyings beyond the Downside Threshold on the Final Valuation Date will result in a significant loss on your investment even if the other Underlyings appreciate or do not decline as much. **Investing in the Securities involves significant risks. The Issuer will have the right to call the Securities early at its discretion. You will lose a significant portion or all of your principal amount at maturity if the Securities are not called and the Final Underlying Value of any Underlying is below its Downside Threshold. Generally, the higher the Coupon Rate for the Securities, the greater risk of loss on those Securities. If you sell the Securities prior to maturity, you may receive substantially less than the principal amount even if the values of all Underlyings are greater than their respective Downside Thresholds at the time of sale.**

**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.**

## Features

q **Callable at the Option of the Issuer:** Beginning February 21, 2019, MSFL will have the right to call the Securities at its discretion on any quarterly Coupon Payment Date. MSFL will likely exercise its call right at a time when the Securities are paying an above-market coupon. If the Securities are called, MSFL will pay you the principal amount plus the Coupon otherwise due with respect to the relevant Coupon Payment Date and no further amounts will be owed to you. If the Securities are not called, investors will have the potential for downside equity market risk at maturity.

q **Income:** Regardless of the performance of any Underlying, MSFL will pay you a Coupon unless the Securities have been previously called.

q **Contingent Downside Market Exposure at Maturity:** If, by maturity, the Securities have not been called and the Final Underlying Value of **each of the SPX Index, the RTY Index and the SX5E Index** is greater than or equal to its respective Downside Threshold on the Final Valuation Date, MSFL will pay you the principal amount per Security at maturity, as well as the final Coupon. However, if the Final Underlying Value of **any of the Underlyings** is less than its Downside Threshold, MSFL will pay you, in addition to the final Coupon, an amount that is significantly less than the full principal amount at maturity, if anything, resulting in a loss on your principal amount that is proportionate to the decline in the value of the **Least Performing Underlying** from the Trade Date to the Final Valuation Date. If you sell the Securities prior to maturity, you may receive substantially less than the principal amount even if the values of all three Underlyings are greater than their respective Downside Thresholds at the time of sale. Any payment on the Securities is subject to our creditworthiness.

## Key Dates

Trade Date	August 17, 2018
Settlement Date	August 22, 2018 (3 business days after the Trade Date)
Coupon Payment Dates*	Quarterly, callable beginning February 21, 2019. See "Coupon Payment Dates" on page 6 for details.
Final Valuation Date*	August 17, 2021
Maturity Date*	August 20, 2021

\*\*Subject to postponement in the event of a Market Disruption Event or for non-Index Business Days. See “Postponement of Coupon Payment Dates (including the Call Date and the Maturity Date)” under “Additional Terms of the Securities” below.

**NOTICE TO INVESTORS: THE SECURITIES ARE SIGNIFICANTLY RISKIER THAN CONVENTIONAL DEBT INSTRUMENTS. THE SECURITIES DO NOT GUARANTEE THE REPAYMENT OF THE FULL PRINCIPAL AMOUNT AT MATURITY, AND THE SECURITIES WILL HAVE DOWNSIDE MARKET RISK SIMILAR TO THE LEAST PERFORMING OF THE THREE UNDERLYINGS, SUBJECT TO THE RESPECTIVE DOWNSIDE THRESHOLDS AT MATURITY. THIS MARKET RISK IS IN ADDITION TO THE CREDIT RISK INHERENT IN PURCHASING OUR DEBT OBLIGATIONS. 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 7 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. YOU MAY LOSE A SIGNIFICANT PORTION OR ALL OF YOUR PRINCIPAL AMOUNT.**

Security Offering

This pricing supplement relates to Securities linked to the least performing Underlying among the S&P 500<sup>®</sup> Index, the RTY 2000<sup>®</sup> Index and the EURO STOXX 50<sup>®</sup> Index. The Securities are offered at a minimum investment of \$1,000 in denominations of \$10 and integral multiples thereof.

Underlying	Initial Underlying Value	Downside Threshold	Coupon Rate	CUSIP	ISIN
S&P 500 <sup>®</sup> Index	2,850.13	1,567.57, which is approximately 55% of the Initial Underlying Value			
Russell 2000 <sup>®</sup> Index	1,692.947	931.121, which is approximately 55% of the Initial Underlying Value	5.33% per annum	61768R674	US61768R6743
EURO STOXX 50 <sup>®</sup> Index	3,372.94	1,855.12, which is approximately 55% of the Initial Underlying Value			

**See “Additional Information about Morgan Stanley, MSFL and the Securities” on page 2. The Securities will have the terms set forth in the accompanying prospectus, prospectus supplement and index 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, index supplement or prospectus. 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.*

Estimated value on the Trade Date	\$9.79 per Security. See “Additional Information about Morgan Stanley, MSFL and the Securities” on page 2.		
	Price to Public Underwriting Discount <sup>(1)</sup> Proceeds to Us <sup>(2)</sup>		
Per Security	\$10.00	\$0.15	\$9.85

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Total	\$8,925,500	\$133,882.50	\$8,791,617.50
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(1) UBS Financial Services Inc., acting as dealer, will receive from Morgan Stanley & Co. LLC, the agent, a fixed sales commission of \$0.15 for each Security it sells. For more information, please see “Supplemental Plan of Distribution; Conflicts of Interest” on page 30 of this pricing supplement.

(2) See “Use of Proceeds and Hedging” on page 28.

The agent for this offering, Morgan Stanley & Co. LLC (“MS & Co.”), is our affiliate and a wholly owned subsidiary of Morgan Stanley. See “Supplemental Plan of Distribution; Conflicts of Interest” on page 30 of this pricing supplement.

Morgan Stanley UBS Financial Services Inc.

Additional Information about Morgan Stanley, MSFL and the Securities

Morgan Stanley and MSFL have filed a registration statement (including a prospectus, as supplemented by a prospectus supplement and an index 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, the index supplement and any other documents relating to this offering that Morgan Stanley and MSFL have filed with the SEC for more complete information about Morgan Stanley, MSFL 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, MSFL, any underwriter or any dealer participating in this offering will arrange to send you the prospectus, the prospectus supplement and index supplement if you so request by calling toll-free 1-(800)-584-6837.

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

t Prospectus supplement dated November 16, 2017:  
[https://www.sec.gov/Archives/edgar/data/895421/000095010317011241/dp82788\\_424b2-seriesa.htm](https://www.sec.gov/Archives/edgar/data/895421/000095010317011241/dp82788_424b2-seriesa.htm)

t Index supplement dated November 16, 2017:  
[https://www.sec.gov/Archives/edgar/data/895421/000095010317011283/dp82797\\_424b2-indexsupp.htm](https://www.sec.gov/Archives/edgar/data/895421/000095010317011283/dp82797_424b2-indexsupp.htm)

t Prospectus dated November 16, 2017:  
[https://www.sec.gov/Archives/edgar/data/895421/000095010317011237/dp82798\\_424b2-base.htm](https://www.sec.gov/Archives/edgar/data/895421/000095010317011237/dp82798_424b2-base.htm)

*References to “MSFL” refer to only MSFL, references to “Morgan Stanley” refer to only Morgan Stanley and references to “we,” “our” and “us” refer to MSFL and Morgan Stanley collectively. In this document, the “Securities” refers to the Triggered Callable Yield Notes that are offered hereby. Also, references to the accompanying “prospectus”, “prospectus supplement” and “index supplement” mean the prospectus filed by MSFL and Morgan Stanley dated November 16, 2017, the prospectus supplement filed by MSFL and Morgan Stanley dated November 16, 2017 and the index supplement filed by MSFL and Morgan Stanley dated November 16, 2017, respectively.*

You should rely only on the information incorporated by reference or provided in this pricing supplement or the accompanying prospectus supplement, index 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, index 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, index 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 \$9.79.

*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 Underlyings. The estimated value of the Securities is determined using our own pricing and valuation models, market inputs and assumptions relating to the Underlyings, instruments based on the Underlyings, 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 Downside Thresholds and the Coupon 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 Underlyings, 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 5 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 Underlyings, 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. currently intends, 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.

Investor Suitability

**The Securities may be suitable for you if:**

t You fully understand the risks inherent in an investment in the Securities, including the risk of loss of your entire initial investment.

t You can tolerate a loss of all or a substantial portion of your investment and are willing to make an investment that will have the same downside market risk, subject to the respective Downside Thresholds at maturity, as the Least Performing Underlying.

t You are willing to accept the individual market risk of each Underlying.

t You understand and accept the risks associated with the Underlyings.

t You understand that the linkage to three Underlyings does not provide any portfolio diversification benefits and instead means that a decline in the value beyond the relevant Downside Threshold of any of the Underlyings will result in a significant loss on your investment even if the other Underlyings appreciate.

t You understand and accept that you will not participate in any appreciation in the values of the Underlyings and that your potential return is limited to the Coupons.

t You can tolerate fluctuations in the value of the Securities prior to maturity that may be similar to or exceed the downside value fluctuations of the Least Performing Underlying.

**The Securities may not be suitable for you if:**

t You do not fully understand the risks inherent in an investment in the Securities, including the risk of loss of your entire initial investment.

t You cannot tolerate a loss of all or a substantial portion of your investment, or are unwilling to make an investment that will have the same downside market risk, subject to the respective Downside Thresholds at maturity, as the Least Performing Underlying.

t You are unwilling to accept the individual market risk of each Underlying.

t You require an investment designed to provide a full return of principal at maturity.

t You do not understand and accept the risks associated with the Underlyings.

t You are not comfortable with an investment linked to three Underlyings such that a decline in the value beyond the relevant Downside Threshold of any of the SPX Index, the RTY Index or the SX5E Index will result in a significant loss on your investment even if the other Underlyings appreciate.

t You seek an investment that participates in the appreciation in the values of the Underlyings or that has unlimited return potential.



- t You are willing to invest in the Securities based on the Coupon Rate specified on the cover hereof.
- t You cannot tolerate fluctuations in the value of the Securities prior to maturity that may be similar to or exceed the downside value fluctuations of the Least Performing Underlying.
- t You are willing to forgo dividends paid on the stocks comprising the Underlyings.
- t You are not willing to invest in the Securities based on the Coupon Rate specified on the cover hereof.
- t You are willing to invest in securities that may be called early (after an initial six-month non-call period) by MSFL at its discretion and you are otherwise willing to hold such securities to maturity, as set forth on the cover of this pricing supplement.
- t You prefer the lower risk, and therefore accept the potentially lower returns, of fixed income investments with comparable maturities and credit ratings.
- t You prefer to receive the dividends paid on the stocks comprising the Underlyings.
- t You accept that there may be little or no secondary market for the Securities and that any secondary market will depend in large part on the price, if any, at which MS & Co. is willing to trade the Securities.
- t You are unable or unwilling to invest in securities that may be called early by MSFL at its discretion, or you are otherwise unable or unwilling to hold such 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.
- t You are willing to assume our credit risk, and understand that if we default on our obligations you may not receive any amounts due to you and could lose your entire investment.
- t You are not willing to assume our credit risk for all payments under the Securities, including any repayment of principal.

**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 7 of this pricing supplement and “Risk Factors” beginning on page 5 of the accompanying prospectus for risks related to an investment in the Securities.**

Final Terms

Issuer	Morgan Stanley Finance LLC
Guarantor	Morgan Stanley
Issue Price	\$10.00 per Security. The Securities are offered at a minimum investment of 100 Securities.
Underlyings	The S&P 500® Index (the “SPX Index”), the Russell 2000 Index (the “RTY Index”) and the EURO STOXX 50® Index (the “SX5E Index”)
Principal Amount	\$10.00 per Security
Term	Approximately 3 years, unless earlier called at the option of the Issuer Beginning on February 21, 2019, MSFL will have the right to call the Securities at its discretion, in whole but not in part, on any quarterly Coupon Payment Date (the date on which the Securities are called, the “Call Date”), regardless of the performance of the Underlyings. If MSFL decides to call the Securities, MSFL will give you notice at least 3 Business Days before the Call Date specified in the notice.
Issuer Call Feature	

If the Securities are called, MSFL will pay you on the Call Date the Principal Amount *plus* the Coupon otherwise due (such payment upon an Issuer Call, the “Settlement Amount”), and no further payments will be made on the Securities.

Regardless of the performance of any Underlying, unless the Securities have been previously called, MSFL will pay the Coupon on each Coupon Payment Date.

Coupon

Each Coupon is a fixed amount based on equal quarterly installments at the Coupon Rate, which is a per-annum rate. The Coupon amount of \$0.13325 for each Security (based on the per-annum rate of 5.33%) would be applicable to each Coupon Payment Date.

Coupon Rate	The Coupon Rate is 5.33% per annum.
Final Valuation Date	August 17, 2021, subject to postponement in the event of a Market Disruption Event or for non-Index Business Days.
Coupon Payment Dates	As set forth under “Coupon Payment Dates” on page 6.
Payment at Maturity (per Security)	If the Securities have not been called prior to maturity, MSFL will pay you a cash payment on the Maturity Date linked to the performance of the Least Performing Underlying during the term of the Securities, as follows:

If the Securities have not been called and the Final Underlying Value of **each of the SPX Index, the RTY Index and the SX5E Index is equal to or greater than** its respective Downside Threshold, MSFL will pay you the \$10 Principal Amount and the final Coupon otherwise due on the Maturity Date.

If the Securities have not been called by MSFL prior to maturity and the Final Underlying Value of **any of the Underlyings** is **less than** its respective Downside Threshold, MSFL will pay you, in addition to the final Coupon otherwise due on the Maturity Date, an amount calculated as follows:

$$\$10 \times (1 + \text{Index Return of the Least Performing Underlying})$$

In this case, you will lose a significant portion and could lose all of the Principal Amount in an amount proportionate to the decline of the Least Performing Underlying from the Trade Date to the Final Valuation Date, even if the other Underlyings have appreciated or have not declined as much.

Least Performing Underlying    The Underlying with the largest percentage decrease from the Initial Underlying Value to the Final Underlying Value.  
With respect to each Underlying,

Index Return

$$\frac{\text{Final Underlying Value} - \text{Initial Underlying Value}}{\text{Initial Underlying Value}}$$

Initial Underlying Value	With respect to the SPX Index, 2,850.13
Final Underlying Value	With respect to the RTY Index, 1,692.947
	With respect to the SX5E Index, 3,372.94
	With respect to each Underlying, the Index Closing Value of such Underlying on the Final Valuation Date
Downside Threshold	With respect to the SPX Index, 1,567.57, which is approximately 55% of the Initial Underlying Value of such Underlying.
	With respect to the RTY Index, 931.121, which is approximately 55% of the Initial Underlying Value of such Underlying.
	With respect to the SX5E Index, 1,855.12, which is approximately 55% of the Initial Underlying Value of such Underlying.
Record Date	The record date for each Coupon shall be the date one business day prior to such scheduled Coupon Payment Date; <i>provided</i> , however, that the Coupon payable at maturity or upon an Issuer Call shall be payable to whom the Payment at Maturity or the payment upon an Issuer Call, as the case may be, shall be payable.
Trustee	The Bank of New York Mellon
Calculation Agent	MS & Co.

#### Investment Timeline

The Initial Underlying Value, Downside Threshold of each of the SPX Index, the RTY Index and the SX5E Index are determined. The Coupon Rate is set.

Regardless of the performance of any Underlying, unless the Securities have been previously called, MSFL will pay you a Coupon on each Coupon Payment Date.

Beginning on February 21, 2019, MSFL will have the right to call the Securities at its discretion, in whole but not in part, on any quarterly Coupon Payment Date. If the Securities are called, MSFL will pay you the Principal Amount *plus* the Coupon otherwise due, and no further payments will be made on the Securities.

The Final Underlying Values are determined as of the Final Valuation Date.

If the Securities have not been called and the Final Underlying Value of **each of the SPX Index, the RTY Index and the SX5E Index is equal to or greater than its respective Downside Threshold**, at maturity, MSFL will pay you the \$10 Principal Amount and the final Coupon otherwise due on the Maturity Date.

However, if the Final Underlying Value **of any of the Underlyings is less than its Downside Threshold**, MSFL will pay you, in addition to the final Coupon otherwise due on the Maturity Date, an amount calculated as follows:

$\$10 \times (1 + \text{Index Return of the Least Performing Underlying})$  per Security

**This will be significantly less than the \$10 Principal Amount by an amount proportionate to the negative Index Return of the Least Performing Underlying, and you could lose your entire investment.**

**Investing in the Securities involves significant risks. You may lose YOUR ENTIRE principal amount. Any payment on the Securities is subject to OUR CREDITWORTHINESS. If we were to default on our payment obligations, you may not receive any amounts owed to you under the Securities and you could lose your entire investment.**

**The Issuer will have the right to call the Securities early at its discretion. You will lose A SIGNIFICANT PORTION or all of your principal amount at maturity if the Securities are not called and the Final Underlying Value of any of the Underlyings is below its Downside Threshold.**

Issuer Call Notice Dates, Coupon Payment Dates and Call Dates

<b>Issuer Call Notice Dates</b>	<b>Coupon Payment Dates / Call Dates (if called by the Issuer at its discretion)</b>
N/A	11/21/2018*
2/19/2019	2/21/2019
5/17/2019	5/21/2019
8/19/2019	8/21/2019
11/18/2019	11/20/2019
2/18/2020	2/20/2020
5/18/2020	5/20/2020
8/17/2020	8/19/2020
11/17/2020	11/19/2020
2/17/2021	2/19/2021
5/17/2021	5/19/2021
8/17/2021 <sup>(1)</sup> (Final Valuation Date)**	Maturity Date <sup>(2)</sup>

\* The Securities are not callable until the second Coupon Payment Date, which is February 21, 2019.

\*\* The Securities are not callable on the Final Valuation Date.

(1) Subject to postponement in the event of a Market Disruption Event or for non-Index Business Days. See “Postponement of Final Valuation Date and Coupon Payment Dates (including the Call Dates and the Maturity Date)” under “Additional Terms of the Securities” below.

(2) If, due to a Market Disruption Event or otherwise, 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 postponed to the second Business Day following that Final Valuation Date as postponed. No additional coupon will accrue on an account of any such postponement.

## 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 the return of any principal.** The terms of the Securities differ from those of ordinary debt securities in that the Securities do not guarantee the return of any of the principal amount at maturity. Instead, if the Securities have not been called by MSFL prior to maturity and if the Final Underlying Value of **any of the Underlyings** is less than its Downside Threshold, you will be exposed to the decline in the value of the Least Performing Underlying from its Initial Underlying Value to its Final Underlying Value, on a 1-to-1 basis and such payment will result in a significant loss of your initial investment that is proportionate to the decline of the Least Performing Underlying over the term of the Securities, even if the other Underlyings have appreciated or have not declined as much. **You could lose your entire principal amount.**

**You are exposed to the price risk of all three Underlyings.** Your return on the Securities is not linked to a basket consisting of the Underlyings. Rather, it will be contingent upon the performance of each of the SPX Index, the RTY Index and the SX5E Index. Unlike an instrument with a return linked to a basket of underlying assets, in which risk is mitigated and diversified among all of the components of the basket, you will be exposed to the risks related to each of the SPX Index, the RTY Index and the SX5E Index. Poor performance by any of the Underlyings over the term of the Securities may negatively affect your return and will not be offset or mitigated by positive performance by the other Underlyings. To receive any contingent repayment of principal at maturity from MSFL, all three Underlyings must close at or above their respective Downside Thresholds on the Final Valuation Date. If the Securities are not called prior to maturity, you may incur a loss proportionate to the negative return of the Least Performing Underlying even if the other Underlyings appreciate during the term of the Securities. Accordingly, your investment is subject to the market risk of all three Underlyings. Additionally, movements in the values of the Underlyings may be correlated or uncorrelated at different times during the term of the Securities, and such correlation (or lack thereof) could have an adverse effect on your return on the Securities. For example, the likelihood that one of the Underlyings will close below its Downside Threshold on the Final Valuation Date will increase when the movements in the values of the Underlyings are uncorrelated. This results in a greater potential for a significant loss of principal at maturity if the Securities are not previously called. If the performance of the Underlyings is not correlated or is negatively correlated, the risk of incurring a significant loss of principal at maturity is greater. In addition, correlation generally decreases for each additional Underlying to which the Securities are linked, resulting in a greater potential for significant loss of principal at maturity.

**Because the Securities are linked to the performance of the least performing among the SPX Index, the RTY Index and the SX5E Index, you are exposed to greater risk of sustaining a significant loss on your investment than if the Securities were linked to just one of the Underlyings.** The risk that you will lose a significant portion or all of your initial investment in the Securities is greater if you invest in the Securities as opposed to substantially

similar securities that are linked to the performance of just one of the Underlyings. With three Underlyings, it is more likely that one or more Underlyings will close below their respective Downside Thresholds on the Final Valuation Date than if the Securities were linked to only one of the Underlyings, and therefore it is more likely that you will receive an amount in cash significantly less than the principal amount on the Maturity Date.

**The securities are subject to MSFL's redemption right.** The term of the Securities, and thus your opportunity to earn a potentially above-market coupon, may be limited by MSFL's right to call the Securities at its option on any quarterly Coupon Payment Date beginning February 21, 2019. The term of your investment in the Securities may be limited to as short as approximately six months. It is more likely that MSFL will call the Securities when it would otherwise be advantageous for you to continue to hold the Securities. As such, MSFL will be more likely to call the Securities when the interest payable on the Securities is greater than the interest that would be payable on other instruments of comparable maturity, terms and credit rating trading in the market. In other words, MSFL will be more likely to call the Securities at a time when the Securities are paying an above-market coupon. If the Securities are called prior to maturity, you will receive no more Coupons, you may be forced to invest in a lower interest rate environment and you may not be able to reinvest at comparable terms or returns.

On the other hand, MSFL will be less likely to exercise its call right when the interest payable on the Securities is less than the interest that would be payable on other instruments of comparable maturity, terms and credit rating trading in the market.

**Investors will not participate in any appreciation in the values of any of the Underlyings.** Investors will not participate in any appreciation in the value of any of the Underlyings from its respective Initial Underlying Value, and the return on the Securities will be limited to the Coupon that is paid with respect to each quarterly Coupon Payment Date prior to maturity or a call by MSFL. The return on the Securities will be limited to any Coupons regardless of the appreciation of any of the Underlyings, which could be significant. In addition, if the Securities are not called prior to maturity, you may be exposed to the full downside market risk of the Least Performing Underlying and lose a significant portion or all of your investment despite not being able to participate in any potential appreciation of any of the Underlyings.

**You may incur a loss on your investment if you are able to sell your Securities prior to maturity.** The Downside Thresholds are considered only at maturity. 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 Index Closing Values of all of the Underlyings are above their respective Downside Thresholds at that time. If you hold the Securities to maturity and the Securities have not been called, MSFL will either repay you the full principal amount per Security plus the final Coupon, if the Final Underlying Values of the RTY Index, the SPX and the SX5E Index are equal to or greater than their respective Downside Thresholds, or if any of the Underlyings closes below its respective Downside Threshold on the Final Valuation Date, MSFL will pay, in addition to the final Coupon, an amount that is significantly less than the Principal Amount, if anything, at maturity, resulting in a loss on your Principal Amount that is proportionate to the decline in the value of the Least Performing Underlying from the Trade Date to the Final Valuation Date.



**A higher Coupon Rate and/or lower Downside Thresholds may reflect greater expected volatility of the Underlyings, and greater expected volatility generally indicates an increased risk of declines in the levels of the Underlyings and, potentially, a significant loss at maturity.** The economic terms for the Securities, including the Coupon Rate and the Downside Thresholds, are based, in part, on the expected volatility of the Underlyings at the time the terms of the Securities are set. "Volatility" refers to the frequency and magnitude of changes in the levels of the Underlyings. Higher expected volatility with respect to the Underlyings as of the Trade Date generally indicates a greater expectation as of that date that the Final Underlying Levels of any Underlying could ultimately be less than its Downside Threshold on the Final Valuation Date, which would result in a loss of a significant portion or all of the Principal Amount. At the time the terms of the Securities are set, higher expected volatility will generally be reflected in a higher Coupon Rate and/or lower Downside Thresholds, as compared to otherwise comparable securities. Therefore, a relatively higher Coupon Rate may indicate an increased risk that the levels of the Underlyings will decrease substantially, which would result in a significant loss at maturity. In addition, and as described above in "The Securities do not guarantee the return of any principal," in general, the higher potential return on the Securities as compared to the return payable on our ordinary debt securities with a comparable maturity indicates the risk that you may lose a significant portion or all of your investment. Further, relatively lower Downside Thresholds may not indicate that the Securities have a greater likelihood of a return of principal at maturity. You should be willing to accept the downside market risk of the Underlyings and the potential to lose a significant portion or all of your Principal Amount at maturity.

**The Securities are subject to our credit risk, and any actual or anticipated changes to our credit ratings or our 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, including Coupons and any payments upon an issuer call or at maturity, and therefore you are subject to our credit risk. 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 decline in our credit ratings or increase in the credit spreads charged by the market for taking our credit risk is likely to adversely affect the market value of the Securities.

**As a finance subsidiary, MSFL has no independent operations and will have no independent assets.** As a finance subsidiary, MSFL has no independent operations beyond the issuance and administration of its securities and will have no independent assets available for distributions to holders of MSFL securities if they make claims in respect of such securities in a bankruptcy, resolution or similar proceeding. Accordingly, any recoveries by such holders will be limited to those available under the related guarantee by MSFL and that guarantee will rank *pari passu* with all other unsecured, unsubordinated obligations of MSFL. Holders will have recourse only to a single claim against MSFL and its assets under the guarantee. Holders of securities issued by MSFL should accordingly assume that in any such proceedings they would not have any priority over and should be treated *pari passu* with the claims of other unsecured, unsubordinated creditors of MSFL, including holders of MSFL-issued 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. Although we expect that generally the Index Closing Values of the Underlyings on any day will affect the value of the Securities more than any other single factor, other factors that may influence the value of the Securities include:

- o the value and volatility (frequency and magnitude of changes in value) of the Underlyings,

- o dividend rates on the stocks comprising the Underlyings,
- o interest and yield rates in the market,
- o time remaining until the Securities mature,
- o geopolitical conditions and economic, financial, political, regulatory or judicial events that affect the Underlyings or equities markets generally and which may affect the Final Underlying Values,
- o the occurrence of certain events affecting any of the Underlyings that may or may not require an adjustment to its composition, and
- o any actual or anticipated changes in our credit ratings or credit spreads.

Some or all of these factors will influence the terms of the Securities at the time of issuance and the price that you will receive if you sell your Securities prior to maturity, as the Securities are comprised of both a debt component and a performance-based component linked to the Underlyings, and these are the types of factors that also generally affect the values of debt securities and derivatives linked to the Underlyings. The value of each of the Underlyings may be, and each has recently been, extremely volatile, and we can give you no assurance that the volatility will lessen. See “Historical Information” below. You may receive less, and possibly significantly less, than the Principal Amount per Security if you try to sell your Securities prior to maturity.

**The Securities are linked to the Russell 2000® Index and are subject to risks associated with small-capitalization companies.** The Russell 2000® Index consists of stocks issued by companies with relatively small market capitalization. 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.** 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. Although the equity securities included in the EURO STOXX 50<sup>®</sup> Index are traded in foreign currencies, the value of your Securities (as measured in U.S. dollars) will not be adjusted for any exchange rate fluctuations. 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.

**Investing in the Securities is not equivalent to investing in the Underlyings.** Investing in the Securities is not equivalent to investing in any Underlying or the component stocks of any Underlying. Investors in the Securities will not have voting rights or rights to receive dividends or other distributions or any other rights with respect to stocks that constitute the Underlyings. Further, you will not participate in any potential appreciation of any Underlying even though you may be exposed to its full decline at maturity.

**Adjustments to the S&P 500<sup>®</sup> Index, the Russell 2000<sup>®</sup> or the EURO STOXX 50<sup>®</sup> Index could adversely affect the value of the Securities.** The Index Publisher of each of the S&P 500<sup>®</sup>, the Russell 2000<sup>®</sup> Index and the EURO STOXX 50<sup>®</sup> Index is responsible for calculating and maintaining such index. The Index Publisher may add, delete or substitute the stocks constituting the relevant Underlying or make other methodological changes required by certain corporate events relating to the stocks constituting such Underlying, such as stock dividends, stock splits, spin-offs, rights offerings and extraordinary dividends, that could change the value of the Underlying. The Index Publisher may discontinue or suspend calculation or publication of the relevant Underlying at any time. In these circumstances, the Calculation Agent will have the sole discretion to substitute a Successor Index that is comparable to the discontinued Underlying, and is permitted to consider indices that are calculated and published by the Calculation Agent or any of its affiliates. Any of these actions could adversely affect the value of any of the Underlyings and, consequently, the value of the Securities.

**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. currently intends, but is not obligated, make a market in 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. Because we do not expect that other broker-dealers will 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.

**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 5 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 Underlyings, 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.