United States

Securities and Exchange Commission

Washington, D.C. 20549

FORM 6-K

Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16

of the

Securities Exchange Act of 1934

For the month of

November 2014

Vale S.A.

Avenida Graça Aranha, No. 26
20030-900 Rio de Janeiro, RJ, Brazil

(Address of principal executive office)

(Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.)

(Check One) Form 20-F x Form 40-F o

(Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1))

(Check One) Yes o No x

(Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7))

(Check One) Yes o No x

(Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.)

(Check One) Yes o No x

(If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b). 82- .)

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LISTED COMPANY

CORPORATE TAX CODE (CNPJ) # 33.592.510/0001-54

BOARD OF TRADE REGISTRATION (NIRE) # 33.300.019.766

EXTRACT OF THE MINUTES OF THE

EXTRAORDINARY BOARD OF DIRECTORS MEETING

On November 14th, 2014, at 6pm, the following effective directors, Mr. Dan Conrado President of the meeting, Marcel Juviniano Barros, Robson Rocha and Sérgio Alexandre Figueiredo Clemente, and the following alternate directors acting as directors, Messrs. Eduardo de Oliveira Rodrigues, Isao Funaki, Laura Bedeschi Rego de Mattos and Luiz Maurício Leuzinger, convened, extraordinarily, by teleconference at the head office of Vale S.A. (Vale) located in the city of Rio de Janeiro, State of Rio de Janeiro, at Avenida Graça Aranha No. 26, 19th floor. Mr. Clovis Torres, Vale s General Counsel, acted as Secretary of this meeting. Hence, the following matter was unanimously resolved on: **3.1.1 RESIGNATION AND INDICATION OF EXECUTIVE OFFICERS** The Board of Directors hereby acknowledges the resignation letter delivered by Mr. José Carlos Martins, to whom the Board granted the upmost praises with respect to the relevant services rendered by him to the company. As a consequence, the Board approves, by indication of the Chief Executive Officer (*Diretor Presidente*), as provided in §1 of article 26 of the Company s Bylaws, the (i) election of the Executive Officer, Mr. **GERD PETER POPPINGA**, responsible for Vale s Ferrous sector; (ii) indication of Mrs. **JENNIFER ANNE MAKI**, Canadian, single, accountant, bearer of Canadian passport No. BA779245, with commercial residency at 200 Bay Street, Royal Bank Plaza, suite 1600, South Tower, Toronto, Canada, as Executive Officer responsible for Vale s Base Metals sector, for a term of office ending in May, 2015, provided that her investiture in office is conditioned upon the issuance of the competent visa and obtainment of work permit issued by the Labor and Employment Ministry (*Ministério do Trabalho e Emprego*); Reference: Chief Executive Officer s correspondence dated November 14, 2014. I certify that the above resolution was taken from the recorded minutes in the Book of Minutes of the Board of Directors Meetings of the company.

Rio de Janeiro, November 14, 2014.

Clovis Torres

Secretary

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Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Vale S.A.
(Registrant)

By: /s/ Rogerio Nogueira
Director of Investor Relations

Date: November 17, 2014

vesting in Structured Investments involves risks that are not associated with investments in ordinary fixed or floating rate debt securities. Please read and consider the risk factors set forth under “Selected Risk Considerations” as well as the specific risk factors contained in the offering documents for any specific Structured Investment.

Risk-Return Spectrum

More aggressive, higher risk level and higher potential return

Enhanced

Leveraged Performance

Partial Principal

at Risk Securities

Market-Linked Notes

Market-Linked Deposits

More conservative, lower risk level and lower potential return

* Enhanced Yield Structured Investments are often linked to a single stock, which increases risk in the underlying asset, but some Enhanced Yield structures can pay par at maturity, which results in lower risk to the principal amount invested. Depending on the features of a particular offering, Enhanced Yield and Leveraged Performance offerings are often equally as aggressive, as compared to Partial Principal at Risk Securities, Market-Linked Deposits and Market-Linked Notes.

These strategies are usually for income-oriented investors. Investing in Structured Investments involves risk, including the possibility of a total loss of principal. Investors should read the security's offering documentation prior to making an investment decision.

structured investments leveraged performance: plus^{sm} and jump securities

Introduction to Leveraged

Performance PLUS^{SM}

Performance Leveraged Upside Securities^{SM} (PLUS^{SM}) represent a Leveraged Performance strategy that can be used

to achieve specific investment objectives through various risk-reward profiles. Common applications include:

Using PLUS^{SM} as an enhanced alternative to traditional investments.

PLUS^{SM} offers investors an opportunity to enhance portfolio returns while being exposed to similar downside market risk relative to a direct investment in the

underlying asset, provided that the PLUS^{SM} are held to maturity. In exchange for leverage within a range of performance, most PLUS^{SM} returns are subject to a maximum payment at maturity, and

Key Features

1 Leveraged upside exposure within a range of price performance

2 Similar downside market risk to owning an investment directly with one-for-one downside exposure

3 Most PLUS^{SM} have maturities of approximately 6 to 36 months

Key Risks

1 Risk of loss of principal at maturity and increased loss if not held to maturity

2 All payments subject to the credit risk of the issuer

3 No interest payments or dividends. Unless specified, PLUS^{SM} linked to equities will be calculated on a price-return basis.

all payments on the PLUS^{SM} are subject to the credit risk of the issuer. This leverage feature may provide investors

Investing in PLUS^{SM} involves risks. See "Selected Risk Considerations."

Asset allocation does not assure a profit or protect against loss in declining financial markets.

with enhanced returns relative to a direct investment in the underlier. Similar to traditional investments, PLUS^{SM} generally have one-for-one downside exposure.

For PLUS^{SM} linked to equities, the performance of the equity underliers are typically calculated on a price-return basis, and therefore the payout on the PLUS^{SM} will not reflect any dividends paid on the underlier that you would receive with a direct investment in the equity. Accordingly, the performance comparisons in this document are based on the price return of the underliers. If a specific PLUS^{SM} is linked to an underlier calculated

on a total-return basis, it will be specified in the applicable offering document.

Using PLUS^{SM} to diversify underlying asset class exposure. To assist in portfolio allocation, Morgan Stanley Wealth Management regularly offers PLUS^{SM} tied to the performance of major benchmark indexes such as the S&P 500® Index, Dow Jones Industrial Average,^{SM} Nasdaq-100 Index®, MSCI Emerging Markets Index^{SM} and MSCI EAFE

Index®, as well as more tactical PLUS℠ linked to current market themes and a variety of asset classes. However, PLUS℠ are debt securities of the applicable issuer, they do not provide

investors with ownership of the underlying assets and all payments on the PLUS℠

are subject to the credit risk of that issuer. This material addresses a few of the most common PLUS℠ structures (Bull, Buffered and Bear PLUS,℠ Trigger PLUS℠ and Dual Directional Trigger PLUS℠). Other variations of PLUS℠ are possible, but they are not discussed in this material.

structured investments leveraged performance: plus[sm] and jump securities

Bull PLUS[SM]

F or investors who believe markets will appreciate in the near term, Bull PLUS[SM] generally pay double or triple the price return of the underlier up to a maximum payment at maturity. In moderately bullish markets, the leverage feature can outperform a direct investment.

The leverage factor means fewer dollars may be allocated to an underlying strategy to drive comparable upside returns, subject to the maximum payment at maturity — freeing up assets for other investments. This approach of reducing the overall dollars invested in the underlier may help limit potential overall losses in the investor's portfolio

if the underlier depreciates at maturity, although the full amount of the investor's principal investment will still be exposed to any declines in the underlier level.

Sample Terms

Maturity	15 Months
Upside leverage	200%
Maximum payment at maturity	116%
Downside risk	100%

Enhanced upside exposure subject to a

maximum payment at maturity, full downside risk.

Profit0
Bull PLUS℠

Underlier

100

This example is for hypothetical purposes only.

structured investments leveraged performance: plus^{sm} and jump securities

Bull PLUS^{SM} Sample Returns at Maturity

Underlier Price Return Bull PLUS^{SM} Return

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This example is for hypothetical purposes only and does not cover the complete range of possible payouts at maturity.

If the underlier depreciates at maturity, the Bull PLUS^{SM} will redeem for a loss equivalent to having owned the underlier outright.* This loss can

be significant.

If the underlier has appreciated at all at maturity, as long as the appreciation is less than the maximum payment of 16%, the Bull PLUS ^{SM} will outperform a direct investment in the underlier.*

If the underlier appreciates by more than 16% at maturity, the Bull PLUS ^{SM} will return 16% and underperform a direct investment in the underlier.*

* Excluding dividends

Similar to traditional investments, Bull PLUS^{SM} do not provide any protection against a market decline.

Investors can use Bull PLUS[SM] to complement existing long market exposure. For example, an investor may choose to replace 20% of an allocation in a broad market index with a PLUS[SM]

based on the same index. This strategy enables an investor to enhance overall portfolio performance in moderately bullish markets while being exposed to similar downside market risk, provided that the PLUS[SM] are held to maturity.

structured investments leveraged performance: plus[sm] and jump securities

Buffered PLUS[SM]

Investors who are not comfortable retaining full downside exposure may want to consider Buffered PLUS.[SM]

Buffered PLUS[SM] provide a limited buffer against a loss at maturity and enhanced upside exposure, subject to a maximum return at maturity. In

exchange for this buffer against a modest decline at maturity, Buffered PLUS[SM] tend to have lower maximum payments at maturity or lower upside leverage, as compared to Bull PLUS[SM] with the same maturity and the same underlier.

HOW THE BUFFER FEATURE WORKS.

If the underlier has declined at maturity, as long as it has not declined by more than the buffer amount (usually 10% to 20% of the underlier's initial level), the Buffered PLUS[SM] will redeem for par. However, if the underlier declines by more than the buffer amount, the Buffered PLUS[SM] will return par minus any decline below the buffer amount. For example, if the buffer amount is set at 10% of the underlier's initial level and

at maturity the underlier has declined by 25%, the Buffered PLUS[SM] will redeem for a 15% loss (or 85% of the amount initially invested).

Enhanced upside exposure subject to a maximum payment at maturity, limited protection against downside risk.

Profit0
Bull PLUS℠

Underlier

100

Sample Terms

Maturity	15 Months
Upside leverage	200%
Maximum payment at maturity	118%
Buffer amount	10%

This example is for hypothetical purposes only.

structured investments leveraged performance: plus^{sm} and jump securities

Buffered PLUS^{SM} Sample Returns at Maturity

Underlier Price Return	Buffered PLUS^{SM} Return
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This example is for hypothetical purposes only and does not cover the complete range of possible payouts at maturity.

Buffered PLUS^{SM} can be used by investors who are moderately bullish and wish to complement a long position with a more defensive strategy.

If the underlier depreciates by more than 10%, investors lose 1% for every 1% depreciation in excess of 10%. If the underlier declines by 25%, the investor's loss is 15%; however, the Buffered PLUS^{SM} performance is still 10% better than a direct investment in the underlier.*

If the underlier declines by 10% or less, the Buffered PLUS ^{SM} redeems for par and outperforms a direct investment in the underlier.*

If the underlier has appreciated at all at maturity, as long as the appreciation is less than the maximum payment of 18%, the Buffered PLUS^{SM} will outperform a direct investment in the underlier.*

If the underlier appreciates by more than 18% at maturity, the Buffered PLUS^{SM} will return 18% and underperform a direct investment in the underlier.*

* Excluding dividends

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structured investments leveraged performance: plus^{sm} and jump securities

Bear PLUS^{SM}

Bear PLUS^{SM} are designed to generate positive returns in a declining market. Bear PLUS^{SM} typically pay a return equal to two or three times any market decline, subject to a maximum payment at maturity. If the underlier appreciates at maturity, Bear PLUS^{SM} will redeem for a loss.

Traditional “short” strategies may be difficult for individuals to implement and may expose investors to unlimited potential loss. Bear PLUS^{SM} can be an effective way for investors to execute a bear market view or hedge a portfolio. Bear PLUS^{SM} limit investor loss to a percentage of the amount invested, 90%, for example, but never more than the original investment. Having paid for the Bear PLUS^{SM} at issuance, an investor in Bear PLUS^{SM} is not required to post any collateral that might be required to invest in a traditional short strategy.

Leveraged inverse exposure subject to a maximum payment at maturity, with downside risk.

Profit0
100

Sample Terms

Maturity	36 Months
Downside leverage	200%

Maximum payment at maturity	115%
Maximum loss at maturity	90%

This example is for hypothetical purposes only.

Bull PLUS℠

Underlier

structured investments leveraged performance: plus^{sm} and jump securities

Bear PLUS^{SM} Sample Returns at Maturity

Underlier Price Return
Bear PLUS^{SM} Return
Maximum Loss –
is 90%

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This example is for hypothetical purposes only and does not cover the complete range of possible payouts at maturity.

If the underlier appreciates by more than 90%, the investor's maximum loss is 90%.*

If the underlier appreciates, the investor loses 1% for every 1% of the underlier's appreciation up to 90%.*

If the underlier depreciates, the Bear PLUS^{SM} will return two times the decline, subject to the maximum payment of 15%.*

If the underlier depreciates at maturity by more than 7.5%, the Bear PLUS ^{SM} will return no more than 15%.*

If the underlier depreciates at maturity by more than 15%, the Bear PLUS ^{SM} will underperform a short position in the underlier.*

* Excluding dividends

structured investments leveraged performance: plus[sm] and jump securities

Trigger PLUS[SM]

Investors who are able to withstand full downside exposure, but seek contingent protection against loss of principal in the event of a decline of the underlier up to (or, up to or including, as applicable) a specified level, may want to consider the Trigger PLUS.[SM]

Enhanced upside exposure subject to a maximum payment at maturity, limited protection against downside risk up to a trigger level and full downside risk beyond the trigger level.

Trigger PLUS[SM] provide for enhanced upside exposure, subject to a maximum return at maturity, and provide for the repayment of principal, provided that the underlier does not depreciate to (or to or below, as applicable) the specified trigger level at maturity. Trigger PLUS[SM]

tend to have lower maximum payments at maturity as compared to the Bull PLUS,[SM] but may have higher maximum payments at maturity as compared to the Buffered PLUS[SM] with the same maturities

and underliers.

HOW THE TRIGGER FEATURE WORKS.

Profit

0

If the underlier has declined at maturity but it has not declined to (or to or below, as applicable) the trigger level (usually 15% to 30% below the underlier's initial level), the Trigger PLUS^{SM} will redeem for par. However, if the underlier has declined to (or to or below, as applicable) the trigger level, the Trigger PLUS^{SM} will return par minus the full decline of the underlier from its initial level. For example, if

the trigger level is set 25% below the underlier's initial level and at maturity the underlier has declined by less than (or, less than or equal to, as applicable) 25%, the Trigger PLUS^{SM} will redeem for par. However, if the underlier has declined

by 25% or more (or, more than 25%, as applicable), for example, 32%, then the Trigger PLUS^{SM} will redeem for a 32% loss (or 68% of the amount initially invested).

100

Bull PLUS^{SM}

Underlier

Sample Terms

Maturity	36 Months	Maximum payment at maturity	130%
Upside leverage	200%	Trigger level:	85%

This example is for hypothetical purposes only.

Therefore, the full principal is at risk. to (or to or below, as applicable) the stated

Trigger PLUS^{SM} can be used by investors trigger level at maturity.

who are moderately bullish and do not

anticipate that the underlier will decline

structured investments leveraged performance: plus^{sm} and jump securities

Trigger PLUS^{SM} Sample Returns at Maturity

Underlier Price Return Trigger PLUS^{SM} Return

Principal is at Risk

Par is Paid

2x Leveraged

Upside Exposure

Maximum Payment

is 130%

Maximum Payment

is 130%

This example is for hypothetical purposes only and does not cover the complete range of possible payouts at maturity.

If the underlier depreciates by 15% or more, investors lose 1% for every 1% decline of the underlier. If the underlier depreciates by 50%, the investor's loss is 50%, which is equivalent to a direct investment in the underlier.*

If the underlier depreciates by less than 15%, the Trigger PLUS℠ redeems for par and outperforms a direct investment in the underlier.*

If the underlier has appreciated at all at maturity, as long as the appreciation is less than the maximum payment of 30%, the Trigger PLUS℠ will outperform a direct investment in the underlier.*

If the underlier has appreciated by more than 30% at maturity, the Trigger PLUS ℠ will return 30% and underperform a direct investment in the underlier.*

* Excluding dividends

structured investments leveraged performance: plus^{sm} and jump securities

Dual Directional Trigger PLUS^{SM}

Investors who are able to withstand full downside exposure, but seek positive returns for a limited amount of negative performance of the underlier, provided that the value of the underlier is greater than (or, greater than or equal to, as applicable) the specified trigger level at maturity, may want to consider the Dual Directional Trigger PLUS.^{SM}

Dual Directional Trigger PLUS^{SM} provide for enhanced upside exposure, subject to a maximum return at maturity, and provide for the potential to receive unleveraged positive returns for a limited range of negative performance of the underlier, provided that the underlier does not depreciate to (or to or below,

as applicable) the specified trigger level at maturity. Dual Directional Trigger PLUS^{SM} tend to have lower maximum payments at maturity as compared to the

Bull PLUS^{SM}, the Buffered PLUS^{SM} and the Trigger PLUS^{SM} with the same maturities and underliers.

HOW THE DUAL DIRECTIONAL TRIGGER

FEATURE WORKS. If the underlier has declined at maturity, but it has not declined to (or to or below, as applicable) the trigger level (usually 20% to 40% below the underlier's initial level), the Dual Directional Trigger PLUS^{SM} will redeem for par plus a 1% positive return for every 1% decline of the underlier. However, if the underlier has declined

Enhanced upside exposure subject to a maximum return at maturity, unleveraged positive returns for a limited range of negative performance of the underlier up to a trigger level and full downside risk beyond the trigger level.

Dual Directional Trigger PLUS^{SM}

Outperformance Range

0 Unleveraged Trigger Zone

100

to (or to or below, as applicable) the trigger level, the Dual Directional Trigger PLUS[SM] will return par minus the full decline of the underlier from its initial level. For example, if the trigger level

is set 25% below the underlier's initial level and at maturity the underlier has

Sample Terms

Maturity	60 Months
Upside leverage	125%

This example is for hypothetical purposes only.

Maximum payment at maturity	150%
Trigger level:	70%

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Dual Directional Trigger PLUS^{SM} Sample Returns at Maturity

Underlier Price Return Dual Directional Trigger

PLUS^{SM} Return

Principal is at Risk

Absolute Return

Par is Paid

1.25 x Leveraged

Upside Exposure

Maximum Payment

is 150%

Maximum Payment

is 150%

This example is for hypothetical purposes only and does not cover the complete range of possible payouts at maturity.

If the underlier depreciates by 30% or more, investors lose 1% for every 1% decline of the underlier. If the underlier depreciates by 70%, the investor’s loss is 70%, which is equivalent to a direct investment in the underlier.*

If the underlier depreciates by less than 30%, the Dual Directional Trigger PLUS℠ redeems for par plus a 1% positive return for every 1% decline, and outperforms a direct investment in the underlier.*

If the underlier has appreciated at all at maturity, as long as the appreciation is less than the maximum payment

of 50%, the Dual Directional Trigger PLUS℠ will outperform a direct investment in the underlier.*

If the underlier has appreciated by more than 50% at maturity, the Dual Directional Trigger PLUS℠ will return 50% and underperform a direct investment in the underlier.*

* Excluding dividends

declined by 20%, the Dual Directional Trigger PLUS℠ will redeem for a gain of 20% (or 120% of the amount initially invested). However, if the underlier has declined by 25% or more (or, more than 25%, as applicable), for example, 32%,

then the Dual Directional Trigger PLUS℠ will redeem for a 32% loss (or 68% of the amount initially invested).

Dual Directional Trigger PLUS℠ can be used by investors to enhance returns and potentially outperform the underlier in moderately bullish scenarios and moderately bearish scenarios, provided that the underlier does not decline by more than (or, more than or equal to, as applicable) the stated trigger level at maturity.

structured investments leveraged performance: plus^{sm} and jump securities

Introduction to Leveraged Performance Jump Securities

Jump Securities represent a Leveraged Performance strategy that can be used to achieve specific investment objectives through various risk-reward profiles. Common applications include:

Using Jump Securities as an enhanced alternative to traditional investments. Jump Securities offer investors an opportunity to enhance portfolio returns while being exposed to similar downside market risk relative to a direct investment in the underlying asset, provided that the Jump Securities are held to maturity. In exchange for a fixed return if the underlying asset has appreciated, most Jump Securities returns are subject to

	Key Features		Key Risks
1	Provides a fixed return if the underlier appreciates at maturity	1	Risk of loss of principal at maturity and increased loss if not held until maturity
2	Similar downside market risk to owning an investment directly with one-for-one downside exposure	2	All payments subject to the credit risk of the issuer
3	Most Jump Securities have maturities of 15 to 60 months	3	No interest payments or dividends

a fixed, limited upside return, and all payments on the Jump Securities are subject to the credit risk of the issuer.

This fixed payment feature may provide investors with enhanced returns relative to a direct investment in the underlier within a certain range of performance. Similar to traditional investments, Jump Securities generally have one-for-one downside exposure. For Jump Securities linked to equities, the performance

of the equity underliers are typically calculated on a price-return basis, and therefore the payout on the Jump

Securities will not reflect any dividends paid on the underlier that you would receive with a direct investment in the equity. Accordingly, the performance

comparisons in this document are based on the price return of the underliers. If specific Jump Securities are linked to an underlier calculated on a total-return basis, it will be specified in the applicable offering document.

Using Jump Securities to diversify underlying asset class exposure. To assist in portfolio allocation, Morgan Stanley Wealth Management regularly offers Jump Securities tied to the performance of major benchmark indexes such as the S&P 500® Index, Dow Jones Industrial Average,℠ The EURO STOXX 50® Index, MSCI Emerging Markets Index℠ and MSCI EAFE Index®, as well as more tactical Jump Securities linked to current

market themes and a variety of asset classes. However, Jump Securities are debt securities of the applicable issuer, they do not provide investors with ownership of the underlying assets and all payments on the Jump Securities are subject to the credit risk of that issuer. This material addresses the most common Jump Securities structure. Other variations of Jump Securities are

possible (i.e., inclusion of a trigger feature or a dual directional trigger feature as discussed in the PLUS℠ section), but they are not discussed in detail in this section of the material.

structured investments leveraged performance: plus[sm] and jump securities

Jump Securities

Investors who are able to withstand full downside exposure, but seek a fixed positive return if the underlier appreciates (or remains unchanged or appreciates, as applicable), may want to consider

Jump Securities.

Jump Securities provide for enhanced upside exposure, subject to a fixed return at maturity, provided that the underlier does not depreciate at maturity. Jump Securities tend to have lower maximum payments at maturity as compared to the Bull PLUS,[SM] with the same maturities and underliers.

HOW THE JUMP FEATURE WORKS.

If the underlier has appreciated (or remained unchanged or appreciated, as applicable) at maturity, the Jump Securities will redeem for par plus a fixed return. For example, if the underlier has appreciated by any amount, e.g., 5%,

at maturity, the Jump Securities will return par plus a fixed amount of 13%. However, if the underlier has appreciated by more than 13%, in this example, e.g., 25%, the Jump Securities will return par plus the fixed amount of 13% and will underperform a direct investment. However, at maturity, if the underlier has declined below its initial level, the Jump Securities will return par minus the full decline of the underlier from its initial level. For example, if the underlier has depreciated by 30%, the Jump Securities

will redeem for a 30% loss (or 70% of the amount initially invested).

Jump Securities can be used by investors who are moderately bullish, but do not anticipate that the underlier will appreciate (or remain unchanged or appreciate, as applicable) by more than the stated fixed return amount.

Enhanced upside exposure subject to a fixed return at maturity; full downside risk.

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100

Sample Terms

Maturity	18 Months
Potential fixed return	13%

This example is for hypothetical purposes only.

structured investments leveraged performance: plus^{sm} and jump securities

Jump Securities Sample Returns at Maturity

Underlier Price Return Jump Securities Return

Principal is at Risk

Par is Paid

Par + the Upside

Payment of 13%

Maximum Payment

of 113%

This example is for hypothetical purposes only and does not cover the complete range of possible payouts at maturity.

If the underlier depreciates, investors lose 1% for every 1% decline of the underlier. If the underlier depreciates by 50%, the investor loss is 50%, which is equivalent to a direct investment in the underlier.*

If the underlier is unchanged at maturity, the Jump Securities redeem for par.*

If the underlier has appreciated at maturity, as long as the appreciation is less than the maximum payment of 13%, the Jump Securities will outperform a direct investment in the underlier.*

If the underlier has appreciated by more than 13% at maturity, the Jump Securities will return 13% and underperform a direct investment in the underlier.*

* Excluding dividends

structured investments leveraged performance: plus^{sm} and jump securities

Who Should Consider Investing in PLUS^{SM} or Jump Securities?

While investors' risk tolerance and market views vary, PLUS^{SM} or Jump Securities may provide an opportunity to customize the market risk and return profile of a traditional investment portfolio.

A market leader in equity, currency, fixed income and commodity markets, Morgan Stanley Wealth Management

is well-positioned to deliver innovative solutions to help meet our clients' specific investment needs. We continue to extend our range of Structured Investments offerings beyond traditional asset classes, and today our product platform includes Structured Investments that cover many segments of the financial markets, giving you the opportunity to diversify underlying asset class exposure. However, all payments on the PLUS^{SM} and Jump Securities are subject to the credit risk of the relevant issuer.

Your Financial Advisor can help you determine how PLUS^{SM} or Jump Securities might work best in your portfolio, based on your unique investment goals, time horizon and risk tolerance.

For more information on PLUS,^{SM} Jump Securities or other Morgan Stanley Structured Investments offerings, please contact your Financial Advisor.

structured investments leveraged performance: plus^{sm} and jump securities

Selected Risk Considerations

An investment in Structured Investments involves risks and the market price of the PLUS^{SM} or Jump Securities may be influenced by many unpredictable factors.

These factors can include, but are not limited to:

- Changes in the value of the underlying asset at any time
- The volatility (frequency and magnitude of changes in value) of the underlying asset
- The dividend yield on the underlier
- Geopolitical conditions and other events
- Changes in the interest and yield rates in the market
- Time remaining to maturity
- Any actual or anticipated changes in the issuer's credit ratings or credit spreads

The PLUS^{SM} or Jump Securities will not be listed on any securities exchange and secondary trading may be limited.

The PLUS ^{SM} or Jump Securities will not be listed on any securities exchange and there may be little or no secondary market for the PLUS ^{SM} or Jump Securities. The issuer of the PLUS^{SM} or Jump Securities may, but is not obligated to, make a market in the PLUS^{SM} or Jump Securities, and, if it once chooses to make a market, may cease doing so at any time. When it does make a market, it will generally do so for transactions of routine secondary market size at prices based on its estimate of the current value of the PLUS^{SM} or Jump Securities, taking into account its bid/offer spread, the issuer's credit spreads, market volatility, the notional size of the proposed sale, the cost of unwinding any related hedging positions, the time remaining to maturity and the likelihood that it will be able to resell the PLUS^{SM} or Jump Securities. Even if there is a secondary market, it may not provide enough liquidity to allow you to trade or sell the PLUS^{SM} or Jump Securities easily.

Since other broker-dealers may not participate significantly in the secondary market for the PLUS^{SM} or Jump Securities, the price at which you may be able to trade your PLUS^{SM} or Jump Securities is likely to depend on the price, if any, at which the issuer is willing to transact. If the issuer does not make a market in the PLUS^{SM} or Jump Securities, it is likely that there will not be a secondary market for the PLUS^{SM} or Jump Securities. Accordingly, you should be willing to hold your PLUS^{SM} or Jump Securities to maturity.

The PLUS^{SM} or Jump Securities are subject to the credit risk of the issuer, and any actual or anticipated changes to its credit ratings or credit spreads may adversely affect the market value of the PLUS^{SM} or Jump Securities.

You are dependent on the issuer's ability to pay all amounts due on the PLUS^{SM} or Jump Securities at maturity, and, therefore, you are subject to the credit risk of the issuer. If the issuer defaults on its obligations under the PLUS^{SM} or Jump 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 PLUS^{SM} or Jump Securities prior to maturity will be affected by changes in the market's view of the issuer's creditworthiness. Any actual or anticipated decline in the issuer's credit ratings or increase in the credit spreads charged by the market for taking the issuer's credit risk is likely to adversely affect the market value of the PLUS^{SM} or Jump Securities.

The rate the issuer is willing to pay for securities of this type, maturity and issuance size is likely to be lower than the rate implied by the issuer's 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 PLUS^{SM} or Jump Securities in the original issue price reduce the economic terms of the PLUS^{SM} or Jump Securities, cause the estimated value of the PLUS^{SM} or Jump Securities to be less than the original 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 may be willing to purchase the PLUS^{SM} or Jump Securities in secondary market transactions will likely be significantly lower than the original issue price, because secondary market prices will exclude the issuing, selling, structuring and hedging-related costs that are included in the original issue price and borne by you and because the secondary

market prices will reflect the issuer's 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 PLUS^{SM} or Jump Securities in the original issue price and the lower rate the issuer is willing to pay as the issuer make the economic terms of the PLUS^{SM} or Jump Securities less favorable to you than they otherwise would be.

However, because the costs associated with issuing, selling, structuring and hedging the PLUS^{SM} or Jump Securities are not fully deducted upon issuance, for a period following the issue date, to the extent that the agent may buy or sell the PLUS^{SM} or Jump Securities in the secondary market, absent changes in market conditions, including those related to the underlying shares, and to the issuer's secondary market credit spreads, it would do so based on values higher than the estimated value, and the issuer expects that those

higher values will also be reflected in your brokerage account statements.

The estimated value of the PLUS^{SM} or Jump Securities is determined by reference to the issuer's 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, the issuer's models may yield a higher estimated value of the PLUS^{SM} or Jump Securities than those generated by others, including other dealers in the market, if they attempted to value the PLUS^{SM} or Jump Securities. In addition, the estimated value on the pricing date does not represent a minimum or maximum price at which dealers, including the issuer's affiliate, would be willing to purchase your PLUS^{SM} or Jump Securities in the secondary market (if any exists) at any time. The value of your PLUS^{SM} or Jump Securities at any time after the date of the applicable pricing supplement will vary based on many factors that cannot be predicted with accuracy, including the issuer's creditworthiness and changes in market conditions. See also "An investment in Structured Investments involves risks and the market price of the PLUS^{SM} or Jump Securities may be influenced by many unpredictable factors" above.

Investing in the PLUS^{SM} or Jump Securities is not equivalent to investing in the underlying asset.

Investing in the PLUS^{SM} or Jump Securities is not equivalent to investing in the underlying asset. As an investor in the PLUS^{SM} or Jump Securities, you will not have voting rights or rights to receive dividends or other distributions or any other rights with respect to the underlying asset.

Risk Considerations Applicable to PLUS^{SM}

Generally, PLUS[SM] do not pay interest or guarantee return of principal.

The terms of the PLUS[SM] differ from those of ordinary debt securities in that the issuer does not guarantee to pay you the principal amount of the PLUS[SM] at maturity and generally do not pay you interest on the PLUS[SM] . Instead, at maturity you will receive for each PLUS[SM] that you hold an amount in cash based on the final value of the underlying asset. If the final value of the underlying asset is less than its initial value, in the case of bull market PLUS,[SM] or is greater than its initial value, in the case of bear market PLUS,[SM] you will lose some or all of your investment.

Your appreciation potential is limited.

The appreciation potential of the PLUS[SM] is generally limited by the maximum payment at maturity. Although the leverage factor provides increased exposure to any increase, in the case of a bull market PLUS,[SM] or decrease, in the case of a bear market PLUS,[SM] in the value of the underlying asset at maturity, the payment at maturity will never exceed the maximum payment at maturity, which will be a fixed percentage over the original public offering price per PLUS.[SM]

Further, except for certain Buffered PLUS,[SM] you will be fully exposed to any decrease, in the case of a bull market PLUS,[SM] or increase, in the case of a bear market PLUS,[SM] in the value of the underlying asset at maturity. As a result, you may lose some or all of your investment in the PLUS.[SM]

structured investments leveraged performance: plus[sm] and jump securities

Risk Considerations Applicable to Jump Securities

Generally, Jump Securities do not pay interest or guarantee return of principal.

The terms of the Jump Securities differ from those of ordinary debt securities in that issuer does not guarantee to pay you the principal amount of the Jump Securities at maturity and generally do not pay you interest on the Jump Securities. Instead, at maturity you will receive for each Jump Security that you hold an amount in cash based on the final value of the underlying asset. If the final value of the underlying asset is less than its initial value, you will receive an amount in cash that is less than the stated principal amount of each Jump Security by an amount proportionate to the decline in the closing value of the underlying asset, and you will lose money on your investment.

Your appreciation potential is limited.

The appreciation potential of the Jump Securities is generally limited by the maximum payment at maturity. You will not benefit from any significant appreciation of the underlier.

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Bull PLUS^{SM} Buffered PLUS^{SM} Trigger PLUS^{SM}

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