

MORGAN STANLEY  
Form FWP  
December 24, 2018

January 2019

Preliminary Terms No. 1,358  
Registration Statement Nos. 333-221595; 333-221595-01  
Dated December 21, 2018  
Filed pursuant to Rule 433

Morgan Stanley Finance LLC

## STRUCTURED INVESTMENTS

Opportunities in U.S. Equities

Dual Directional Buffered PLUS Based on the Value of the Worst Performing of the SPDR® S&P® Biotech ETF and the Invesco QQQ Trust<sup>SM</sup>, Series 1, due January 12, 2024

Buffered Performance Leveraged Upside Securities<sup>SM</sup>

Fully and Unconditionally Guaranteed by Morgan Stanley

Principal at Risk Securities

The Dual Directional Buffered PLUS, or “Buffered PLUS,” are unsecured obligations of Morgan Stanley Finance LLC (“MSFL”) and are fully and unconditionally guaranteed by Morgan Stanley. The Buffered PLUS will pay no interest, provide a minimum payment at maturity of only 30% of the stated principal amount and have the terms described in the accompanying product supplement for PLUS, index supplement and prospectus, as supplemented or modified by this document. The payment at maturity on the Buffered PLUS will be based on the value of the worst performing of the SPDR® S&P® Biotech ETF and the Invesco QQQ Trust<sup>SM</sup>, Series 1, which we refer to as the underlying shares. At maturity, if the final share price of **each** of the underlying shares is **greater than** its respective initial share price, investors will receive the stated principal amount of their investment *plus* leveraged upside performance of the worst performing underlying shares. If the final share price of **either** of the underlying shares is **less than or equal to** its respective initial share price but the final share price of **each** of the underlying shares is **greater than or equal to 70%** of its respective initial share price, meaning that neither of the underlying shares has decreased from its initial share price by an amount greater than the buffer amount of 30%, investors will receive the stated principal amount of their investment *plus* an unleveraged positive return based on the absolute value of the performance of the worst performing underlying shares, which will be inherently limited to a maximum return of 30%. However, if the final share price of **either** of the underlying shares is **less than 70%** of its respective initial share price, meaning that either of the underlying shares has decreased from its respective initial share price by an amount greater than the buffer amount of 30%, the absolute return feature will no longer be available and instead investors will lose 1% for every 1% decline in the worst performing underlying shares beyond the specified buffer amount, subject to the minimum payment at maturity of 30% of the stated principal amount. **Investors may lose up to 70% of the stated principal amount of the Buffered PLUS.** Because the payment at maturity of the Buffered PLUS is based on the worst performing of the underlying shares, a decline in **either** of the underlying shares beyond the buffer amount will result in a loss, and potentially a significant loss, of your investment even if the other underlying shares have appreciated or

have not declined as much. These long-dated Buffered PLUS are for investors who seek an equity-based return and who are willing to risk their principal, risk exposure to the worst performing of two underlying shares and forgo current income in exchange for the leverage, buffer and absolute return features that in each case apply to a limited range of performance of the worst performing underlying shares. The Buffered PLUS are notes issued as part of MSFL's Series A Global Medium-Term Notes program.

The Buffered PLUS differ from the PLUS described in the accompanying product supplement for PLUS in that the Buffered PLUS offer the potential for a positive return at maturity if the worst performing underlying shares depreciate by no more than 30%.

**All payments are subject to our credit risk. If we default on our obligations, you could lose some or all of your investment. These Buffered PLUS 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.**

#### SUMMARY TERMS

Issuer:	Morgan Stanley Finance LLC
Guarantor:	Morgan Stanley
Maturity date:	January 12, 2024
Underlying shares:	SPDR <sup>®</sup> S&P <sup>®</sup> Biotech ETF (the "XBI Shares") and Invesco QQQ Trust <sup>SM</sup> , Series 1 (the "QQQ Shares")
Aggregate principal amount:	\$
Payment at maturity:	<p>If the final share price of <b>each of the underlying shares</b> is <i>greater than</i> its respective initial share price, <math>\\$1,000 + (\\$1,000 \times \text{leverage factor} \times \text{share percent change of the worst performing underlying shares})</math></p> <p>If the final share price of <b>either of the underlying shares</b> is <i>less than or equal to</i> its respective initial share price but the final share price of <b>each of the underlying shares</b> is <i>greater than or equal to</i> 70% of its respective initial share price, meaning that <b>neither</b> of the underlying shares has decreased from its initial share price by an amount <i>greater than</i> the buffer amount of 30%, <math>\\$1,000 + (\\$1,000 \times \text{absolute share return of the worst performing underlying shares})</math></p> <p>If the final share price of <b>either of the underlying shares</b> is <i>less than</i> 70% of its initial share price, meaning that <b>either</b> of the underlying shares has decreased from its respective initial share price by an amount <i>greater than</i> the buffer amount of 30%, <math>(\\$1,000 \times \text{share performance factor of the worst performing underlying shares}) + \\$300</math></p> <p><i>Under these circumstances, the payment at maturity will be less than the stated principal amount of \$1,000. However, under no circumstances will the Buffered PLUS pay less than \$300 per Buffered PLUS at maturity</i></p>
Share percent change:	With respect to each of the underlying shares, $(\text{final share price} - \text{initial share price}) / \text{initial share price}$
Worst performing underlying shares:	The underlying shares with the lesser share percent change

Edgar Filing: MORGAN STANLEY - Form FWP

Share performance factor:	With respect to each of the underlying shares, final share price / initial share price
Absolute share return:	The absolute value of the share percent change. For example, a -5% share percent change will result in a +5% absolute share return. With respect to the XBI Shares, \$ , which is the closing price of such underlying shares on the pricing date
Initial share price:	With respect to the QQQ Shares, \$ , which is the closing price of such underlying shares on the pricing date
Final share price:	With respect to each of the underlying shares, the closing price of such underlying shares on the valuation date times the adjustment factor of such underlying shares on such date
Adjustment factor:	With respect to each of the underlying shares, 1.0, subject to adjustment in the event of certain events affecting such underlying shares
Valuation date:	January 9, 2024, subject to adjustment for non-trading days and certain market disruption events
Leverage factor:	At least 131%. The actual leverage factor will be determined on the pricing date.
Minimum payment at maturity:	\$300 per Buffered PLUS (30% of the stated principal amount)
Buffer amount:	30%
Stated principal amount:	\$1,000 per Buffered PLUS
Issue price:	\$1,000 per Buffered PLUS
Pricing date:	January 9, 2019
Original issue date:	January 14, 2019 (3 business days after the pricing date)
CUSIP / ISIN:	61768DVH5 / US61768DVH50
Listing:	The Buffered PLUS will not be listed on any securities exchange.
Agent:	Morgan Stanley & Co. LLC (“MS & Co.”), a wholly owned subsidiary of Morgan Stanley and an affiliate of MSFL. See “Supplemental information regarding plan of distribution; conflicts of interest.” Approximately \$941.50 per Buffered PLUS, or within
Estimated value on the pricing date:	\$30.00 of that estimate. See “Investment Summary” on page 2.
Commissions and issue price:	Price to public Agent’s commission <sup>(1)</sup> Proceeds to us <sup>(2)</sup>
Per Buffered PLUS	\$1,000 \$ \$
Total	\$ \$ \$

(1) *Selected dealers and their financial advisors will collectively receive from the agent, MS & Co., a fixed sales commission of \$ for each Buffered PLUS they sell. See “Supplemental information regarding plan of distribution; conflicts of interest.” For additional information, see “Plan of Distribution (Conflicts of Interest)” in the accompanying product supplement for PLUS.*

(2) *See “Use of proceeds and hedging” on page 21.*

Edgar Filing: MORGAN STANLEY - Form FWP

The Buffered PLUS involve risks not associated with an investment in ordinary debt securities. See “Risk Factors” beginning on page 8.

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

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

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

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

**Product Supplement for PLUS dated  
November 16, 2017**

**Index Supplement dated  
November 16, 2017**

**Prospectus dated November  
16, 2017**

Morgan Stanley Finance LLC

Dual Directional Buffered PLUS Based on the Value of Worst Performing of the SPDR<sup>®</sup> S&P<sup>®</sup> Biotech ETF and the Invesco QQQ Trust<sup>SM</sup>, Series 1, due January 12, 2024

Buffered Performance Leveraged Upside Securities<sup>SM</sup>

Principal at Risk Securities

Investment Summary

Buffered Performance Leveraged Upside Securities

Principal at Risk Securities

The Dual Directional Buffered PLUS Based on the Value of the Worst Performing of the SPDR<sup>®</sup> S&P<sup>®</sup> Biotech ETF and the Invesco QQQ Trust<sup>SM</sup>, Series 1, due January 12, 2024 (the “Buffered PLUS”) can be used:

§ To gain exposure to the worst performing of two U.S. equity underlyings

§ To potentially outperform the worst performing of the SPDR<sup>®</sup> S&P<sup>®</sup> Biotech ETF and the Invesco QQQ Trust<sup>SM</sup>, Series 1, by taking advantage of the leverage factor

§ To obtain an unleveraged positive return for a limited range of negative performance of the worst performing underlying shares

If the final share price of **either** of the underlying shares is **less than** 70% of its respective initial share price, investors will be negatively exposed to the decline in the worst performing underlying shares beyond the buffer amount and will lose some or a substantial portion of their investment.

Maturity:	Approximately 5 years
Leverage factor:	At least 131%. The actual leverage factor will be determined on the pricing date.
Minimum payment at maturity:	\$300 per Buffered PLUS (30% of the stated principal amount). Investors may lose up to 70% of the stated principal amount of the Buffered PLUS.
Buffer amount:	30%, with 1-to-1 downside exposure to the worst performing underlying shares below the buffer
Coupon:	None
Listing:	The Buffered PLUS will not be listed on any securities exchange

The original issue price of each Buffered PLUS is \$1,000. This price includes costs associated with issuing, selling, structuring and hedging the Buffered PLUS, which are borne by you, and, consequently, the estimated value of the Buffered PLUS on the pricing date will be less than \$1,000. We estimate that the value of each Buffered PLUS on the pricing date will be approximately \$941.50, or within \$30.00 of that estimate. Our estimate of the value of the Buffered PLUS as determined on the pricing date will be set forth in the final pricing supplement.

*What goes into the estimated value on the pricing date?*

In valuing the Buffered PLUS on the pricing date, we take into account that the Buffered PLUS comprise both a debt component and a performance-based component linked to the underlying shares. The estimated value of the Buffered PLUS is determined using our own pricing and valuation models, market inputs and assumptions relating to the underlying shares, instruments based on the underlying shares, 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 Buffered PLUS?*

In determining the economic terms of the Buffered PLUS, including the leverage factor, the buffer amount and the minimum payment at maturity, 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 Buffered PLUS would be more favorable to you.

*What is the relationship between the estimated value on the pricing date and the secondary market price of the Buffered PLUS?*

The price at which MS & Co. purchases the Buffered PLUS in the secondary market, absent changes in market conditions, including those related to the underlying shares, may vary from, and be lower than, the estimated value on the pricing date, because the secondary market price takes into account our secondary market credit spread as well as the bid-offer spread that MS & Co. would charge in a secondary market transaction of this type and other factors. However, because the costs associated with issuing, selling, structuring and hedging the Buffered PLUS are not fully deducted upon issuance, for a period of up to 6 months following the issue date, to the extent that MS & Co. may buy or sell the Buffered PLUS in the secondary market, absent changes in market conditions, including those related to the underlying shares, 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.



Morgan Stanley Finance LLC

Dual Directional Buffered PLUS Based on the Value of Worst Performing of the SPDR® S&P® Biotech ETF and the Invesco QQQ Trust<sup>SM</sup>, Series 1, due January 12, 2024

Buffered Performance Leveraged Upside Securities<sup>SM</sup>

Principal at Risk Securities

MS & Co. may, but is not obligated to, make a market in the Buffered PLUS, and, if it once chooses to make a market, may cease doing so at any time.

January 2019 Page 3



Morgan Stanley Finance LLC

Dual Directional Buffered PLUS Based on the Value of Worst Performing of the SPDR® S&P® Biotech ETF and the Invesco QQQ Trust<sup>SM</sup>, Series 1, due January 12, 2024

Buffered Performance Leveraged Upside Securities<sup>SM</sup>

Principal at Risk Securities

## Key Investment Rationale

The Buffered PLUS offer the potential for a positive return at maturity based on the absolute value of a limited range of percentage changes of the worst performing underlying shares. At maturity, if the final share price of **each** of the underlying shares is **greater than** its respective initial share price, investors will receive the stated principal amount of their investment *plus* leveraged upside performance of the worst performing underlying shares. If the final share price of **either** of the underlying shares is **less than or equal** to its respective initial share price but the final share price of **each** of the underlying shares is **greater than or equal to** 70% of its respective initial share price, investors will receive the stated principal amount of their investment *plus* an unleveraged positive return based on the absolute value of the performance of the worst performing underlying shares, which will be effectively limited to a 30% return. However, if the final share price of **either** of the underlying shares is **less than** its 70% of its respective initial share price, the absolute return feature will no longer be available and instead investors will lose 1% of the stated principal amount for every 1% of decline in the worst performing underlying shares beyond the specified buffer amount, subject to the minimum payment at maturity. **Investors may lose up to 70% of the stated principal amount of the Buffered PLUS. All payments on the Buffered PLUS are subject to our credit risk.**

**Leveraged Performance** The Buffered PLUS offer investors an opportunity to receive at least 131% (to be determined on the pricing date) of the positive return of the worst performing of the underlying shares if both underlying shares have appreciated in value.

**Absolute Return Feature** The Buffered PLUS enable investors to obtain an unleveraged positive return if the final share price of **either** of the underlying shares is **less than or equal** to its respective initial share price **but** the final share price of **each** of the underlying shares is **greater than or equal to** 70% of its initial share price.

**Upside Scenario if Both Underlying Shares Appreciate** **Both** underlying shares increase in value, and, at maturity, the Buffered PLUS redeem for the stated principal amount of \$1,000 *plus* at least 131% of the share percent change of the worst performing underlying shares. The actual leverage factor will be determined on the pricing date.

**Absolute Return Scenario** The final share price of **either** of the underlying shares is **less than or equal** to its respective initial share price **but** the final share price of **each of the underlying shares** is **greater than or equal to** 70% of its initial share price. In this case, you receive a 1% positive return on the Buffered PLUS for each 1% negative return on the worst performing underlying shares. For example, if the final share price of the worst performing underlying shares is 10% less than its respective initial share price, the Buffered PLUS will provide a total positive return of 10% at maturity. The maximum return you may receive in this scenario is a positive 30% return at maturity.

**Downside Scenario** The final share price of **either** of the underlying shares is **less than** 70% of its respective initial share price.

In this case, the Buffered PLUS redeem for less than the stated principal amount, and this decrease will be by an amount proportionate to the full decline in the value of the worst performing underlying shares over the term of the Buffered PLUS, plus the buffer amount of 30%. Under these circumstances, the payment at maturity will be less than the stated principal amount per Buffered PLUS. For example, if the final share price of the worst performing underlying shares is 70% less than its initial share price, the Buffered PLUS will be redeemed at maturity for a loss of 40% of principal at \$600, or 60% of the stated principal amount. **The minimum payment at maturity is \$300 per Buffered PLUS. You could lose up to 70% of your investment**

Because the payment at maturity of the Buffered PLUS is based on the worst performing of the underlying shares, a decline in **either** of the underlying shares beyond the specified buffer amount will result in a loss, and potentially a significant loss, of your investment, even if the other underlying shares have appreciated or have not declined as much.

Morgan Stanley Finance LLC

Dual Directional Buffered PLUS Based on the Value of Worst Performing of the SPDR® S&P® Biotech ETF and the Invesco QQQ Trust<sup>SM</sup>, Series 1, due January 12, 2024

Buffered Performance Leveraged Upside Securities<sup>SM</sup>

Principal at Risk Securities

### Hypothetical Examples

The following hypothetical examples illustrate how to calculate the payment at maturity on the Buffered PLUS. The following examples are for illustrative purposes only. The actual initial share price for each of the underlying shares and the actual leverage factor will be determined on the pricing date. Any payment at maturity on the Buffered PLUS is subject to our credit risk. The below examples are based on the following terms:

Stated principal amount:	\$1,000 per Buffered PLUS
Hypothetical leverage factor:	131%
	With respect to the XBI Shares: \$70
Hypothetical initial share price:	
	With respect to the QQQ Shares: \$150
Minimum payment at maturity:	\$300 per Buffered PLUS (30% of the stated principal amount)
Buffer amount:	30%

**EXAMPLE 1: The final share price of each of the underlying shares is greater than its respective initial share price.**

Final share price	XBI Shares: \$77 QQQ Shares: \$210 XBI Shares: $(\$77 - \$70) / \$70 = 10\%$
Share percent change	QQQ Shares: $(\$210 - \$150) / \$150 = 40\%$
Payment at maturity	$= \$1,000 + (\$1,000 \times \text{leverage factor} \times \text{share percent change of the worst performing underlying})$

$$\begin{aligned}
 & \text{shares)} \\
 & = \$1,000 + (\$1,000 \\
 & = \times 131\% \times 10\%) \\
 & = \$1,131.00
 \end{aligned}$$

In example 1, the final share prices of both the XBI Shares and the QQQ Shares are greater than their initial share prices. The XBI Shares have appreciated by 10% while the QQQ Shares have appreciated by 40%. Therefore, investors receive at maturity the stated principal amount *plus* 131% of the appreciation of the worst performing underlying shares, which are the XBI Shares in this example. Investors receive \$1,131.00 per Buffered PLUS at maturity.

**EXAMPLE 2: The final share price of one of the underlying shares is greater than its respective initial share price while the final share price of the other underlying shares is less than its respective initial share price but neither of the underlying shares has decreased from its initial share price by an amount greater than the buffer amount of 30%.**

Final share price	XBI Shares: \$98 QQQ Shares: \$127.50 XBI Shares: $(\$98 - \$70) / \$70 = 40\%$
Share percent change	QQQ Shares: $(\$127.50 - \$150) / \$150 = -15\%$ $\$1,000 + (\$1,000$ $\times$ absolute share return of the
Payment at maturity	$=$ worst performing underlying shares) $\$1,000 + (\$1,000$ $=$ $\times 15\%)$ $= \$1,150.00$

In example 2, the final share price of the XBI Shares is greater than its respective initial value, while the final share price of the QQQ Shares is less than its respective initial share price. While the XBI Shares have appreciated by 40%, the QQQ Shares have declined by 15%, but neither of the underlying shares has decreased from its initial share price by an amount

Morgan Stanley Finance LLC

Dual Directional Buffered PLUS Based on the Value of Worst Performing of the SPDR® S&P® Biotech ETF and the Invesco QQQ Trust<sup>SM</sup>, Series 1, due January 12, 2024

Buffered Performance Leveraged Upside Securities<sup>SM</sup>

Principal at Risk Securities

greater than the buffer amount of 30%. Therefore, investors receive at maturity the stated principal amount *plus* a return reflecting the absolute value of the performance of the worst performing underlying shares, which are the QQQ Shares in this example. Investors receive \$1,150.00 per Buffered PLUS at maturity. In this example, investors receive a positive return even though one of the underlying shares declined in value by 15%, due to the absolute return feature of the Buffered PLUS and because neither of the underlying shares declined to below 70% of its initial share price.

**EXAMPLE 3: The final share price of one of the underlying shares is greater than its respective initial share price while the final share price of the other underlying shares is less than its 70% of its respective initial share price.**

Final share price	XBI Shares: \$77 QQQ Shares: \$75 XBI Shares: $(\$77 - \$70) / \$70 = 10\%$
Share percent change	QQQ Shares: $(\$75 - \$150) / \$150 = -50\%$ XBI Shares: $\$55 / \$70 = 110\%$
Share performance factor	QQQ Shares: $\$75 / \$150 = 50\%$ \$1,000 × share performance factor of the
Payment at maturity	= worst performing underlying shares + \$300 = $(\$1,000 \times 50\%) + \$300$ = \$800

In example 3, the final share price of the XBI Shares is greater than its respective initial share price, while the final share price of the QQQ Shares is less than 70% of its respective initial share price. While the XBI Shares have

appreciated by 10%, the QQQ Shares have declined by 50%. Therefore, investors are exposed to the negative performance of the QQQ Shares, which are the worst performing underlying shares in this example, beyond the buffer amount of 30%, and receive a payment at maturity of \$800 per Buffered PLUS. In this example, investors lose the benefit of the absolute return feature and are exposed to the negative performance of the worst performing underlying shares even though the other underlying shares have appreciated in value by 10%, because the final share price of each of the underlying shares is not greater than or equal to 70% of its respective initial share price.

**EXAMPLE 4: The final share price of each of the underlying shares is less than its respective initial share price, but neither of the underlying shares has decreased from its initial share price by an amount greater than the buffer amount of 30%.**

Final share price	XBI Shares: \$59.50 QQQ Shares: \$126 XBI Shares: $(\$59.50 - \$70) / \$70 = -15\%$
Share percent change	QQQ Shares: $(\$126 - \$150) / \$150 = -16\%$ \$1,000 + (\$1,000 × absolute share return
Payment at maturity	=of the worst performing underlying shares) = \$1,000 + (\$1,000 × 16%) =\$1,160.00

In example 4, the final share price of each of the underlying shares is less than its respective initial share price, but neither of the underlying shares has decreased from its initial share price by an amount greater than the buffer amount of 30%. The XBI Shares have declined by 15% while the QQQ Shares have declined by 16%. Therefore, investors receive at maturity the stated principal amount *plus* a return reflecting the absolute value of the performance of the worst performing underlying shares, which are the QQQ Shares in this example. Investors receive \$1,160.00 per Buffered PLUS at maturity.

Morgan Stanley Finance LLC

Dual Directional Buffered PLUS Based on the Value of Worst Performing of the SPDR® S&P® Biotech ETF and the Invesco QQQ Trust<sup>SM</sup>, Series 1, due January 12, 2024

Buffered Performance Leveraged Upside Securities<sup>SM</sup>

Principal at Risk Securities

**EXAMPLE 5: The final share price of each of the underlying shares is less than 70% of its respective initial share price.**

Final share price	XBI Shares: \$21 QQQ Shares: \$60 XBI Shares: $(\$21 - \$70) / \$70 = -70\%$
Share percent change	QQQ Shares: $(\$60 - \$150) / \$150 = -60\%$ XBI Shares: $\$21 / \$70 = 30\%$
Share performance factor	QQQ Shares: $\$60 / \$150 = 40\%$
Payment at maturity	$\$1,000 \times (\text{share performance factor of the worst performing underlying shares}) + \$300$ $= \$1,000 \times 30\% + \$300$ $= \$600$

In example 5, the final share prices of both the XBI Shares and the QQQ Shares are less than their respective initial share prices by an amount greater than the buffer amount of 30%. The XBI Shares have declined by 70% while the QQQ Shares have declined by 60%. Therefore, investors are exposed to the negative performance of the XBI Shares, which are the worst performing underlying shares in this example, beyond the buffer amount of 30%, and receive a payment at maturity of \$600 per Buffered PLUS.

**Because the payment at maturity of the Buffered PLUS is based on the worst performing of the underlying shares, a decline in either of the underlying shares beyond the buffer amount of 30% will result in a loss, and**

**potentially a significant loss, of your investment, even if the other underlying shares have appreciated or have not declined as much.**

January 2019 Page 7



Morgan Stanley Finance LLC

Dual Directional Buffered PLUS Based on the Value of Worst Performing of the SPDR® S&P® Biotech ETF and the Invesco QQQ Trust<sup>SM</sup>, Series 1, due January 12, 2024

Buffered Performance Leveraged Upside Securities<sup>SM</sup>

Principal at Risk Securities

## Risk Factors

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

**The Buffered PLUS do not pay interest and provide a minimum payment at maturity of only 30% of the stated principal amount.** The terms of the Buffered PLUS differ from those of ordinary debt securities in that the Buffered PLUS do not pay interest and provide a minimum payment at maturity of only 30% of the stated principal amount of the Buffered PLUS. If the final share price of **either** of the underlying shares is **less than 70%** of its § respective initial share price, the absolute return feature will no longer be available and you will instead receive for each Buffered PLUS that you hold a payment at maturity that is less than the stated principal amount of each Buffered PLUS by an amount proportionate to the decline in the value of the worst performing underlying shares from its initial share price, plus \$300 per Buffered PLUS. **Accordingly, investors may lose up to 70% of the stated principal amount of the Buffered PLUS.**

**You are exposed to the price risk of both underlying shares.** Your return on the Buffered PLUS is not linked to a basket consisting of both underlying shares. Rather, it will be based upon the independent performance of each of the underlying shares. Unlike an instrument with a return linked to a basket of underlying assets in which risk is mitigated and diversified among all the components of the basket, you will be exposed to the risks related to both § underlying shares. Poor performance by either of the underlying shares over the term of the securities will negatively affect your return and will not be offset or mitigated by any positive performance by the other underlying shares. If either of the underlying shares declines to below 70% of its respective share price as of the valuation date, you will lose some or a significant portion of your investment, even if the other underlying shares have appreciated or have not declined as much. Accordingly, your investment is subject to the price risk of both underlying shares.

**Because the Buffered PLUS are linked to the performance of the worst performing underlying shares, you are exposed to greater risk of sustaining a loss on your investment than if the Buffered PLUS were linked to just one of the underlying shares.** The risk that you will suffer a loss on your investment is greater if you invest in the § Buffered PLUS as opposed to substantially similar securities that are linked to the performance of just one of the underlying shares. With two underlying shares, it is more likely that either of the underlying shares will decline to below 70% of its initial share price as of the valuation date than if the Buffered PLUS were linked to only one of the underlying shares. Therefore it is more likely that you will suffer a loss on your investment.

**Each of the underlying shares is subject to risks associated with investments concentrated in a particular sector.** All or substantially all of the equity securities held by the the XBI Shares and the QQQ Shares are issued by companies whose primary business is directly associated with the biotechnology sector and non-financial equities, respectively. Each of the underlying shares may therefore be subject to increased price volatility, as each is § concentrated in a single specific industry or market sector, and each of the underlying shares may be more susceptible to adverse economic, market, political or regulatory events affecting that particular industry or market sector. Therefore, the Buffered PLUS are exposed to concentration risks relating to the industry and market sector reflected in each of the underlying shares.

**The market price of the Buffered PLUS will be influenced by many unpredictable factors.** Several factors will influence the value of the Buffered PLUS in the secondary market and the price at which MS & Co. may be willing to purchase or sell the Buffered PLUS in the secondary market, including the value, volatility and dividend yield of the underlying shares, interest and yield rates, time remaining to maturity, geopolitical conditions and economic, § financial, political and regulatory or judicial events and any actual or anticipated changes in our credit ratings or credit spreads. Generally, the longer the time remaining to maturity, the more the market price of the Buffered PLUS will be affected by the other factors described above. The levels of the underlying shares may be, and have recently been, extremely volatile, and we can give you no assurance that the volatility will lessen. See “SPDR® S&P® Biotech ETF Overview”

Morgan Stanley Finance LLC

Dual Directional Buffered PLUS Based on the Value of Worst Performing of the SPDR® S&P® Biotech ETF and the Invesco QQQ Trust<sup>SM</sup>, Series 1, due January 12, 2024

Buffered Performance Leveraged Upside Securities<sup>SM</sup>

Principal at Risk Securities

and “Invesco QQQ Trust<sup>SM</sup>, Series 1, Overview” below. You may receive less, and possibly significantly less, than the stated principal amount per Buffered PLUS if you try to sell your Buffered PLUS prior to maturity.

**The Buffered PLUS are subject to our credit risk, and any actual or anticipated changes to our credit ratings or credit spreads may adversely affect the market value of the Buffered PLUS.** You are dependent on our ability to pay all amounts due on the Buffered PLUS at maturity and therefore you are subject to our credit risk. If we default on its obligations under the Buffered PLUS, your investment would be at risk and you could lose some or all of your investment. As a result, the market value of the Buffered PLUS 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 Buffered PLUS.

**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 Morgan Stanley and that guarantee will rank *pari passu* with all other unsecured, unsubordinated obligations of Morgan Stanley. Holders will have recourse only to a single claim against Morgan Stanley 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 Morgan Stanley, including holders of Morgan Stanley-issued securities.

**The antidilution adjustments the calculation agent is required to make do not cover every event that could affect the underlying shares.** MS & Co., as calculation agent, will adjust the adjustment factors for certain events affecting the underlying shares. However, the calculation agent will not make an adjustment for every event that can affect the underlying shares. If an event occurs that does not require the calculation agent to adjust an adjustment factor, the market price of the securities may be materially and adversely affected

**§ The amount payable on the Buffered PLUS is not linked to the values of the underlying shares at any time other than the valuation date.** The final share price of each of the underlying shares will be based on the closing price of such underlying shares on the valuation date, subject to adjustment for non-trading days and certain market disruption events. Even if both underlying shares appreciate prior to the valuation date but the value of **either** of the underlying shares drops by the valuation date to less than 70% of its initial share price, the payment at maturity will be significantly less than it would have been had the payment at maturity been linked to the values of the underlying

shares prior to such drop. Although the actual values of the underlying shares on the stated maturity date or at other times during the term of the Buffered PLUS may be higher than their respective final share prices, the payment at maturity will be based solely on the closing prices on the valuation date.

§ **Investing in the Buffered PLUS is not equivalent to investing in the underlying shares or the stocks composing the share underlying indices.** Investing in the Buffered PLUS is not equivalent to investing in the underlying shares, the share underlying indices or the stocks that constitute the share underlying indices. Investors in the Buffered PLUS will not have voting rights or rights to receive dividends or other distributions or any other rights with respect to the underlying shares or the stocks that constitute the share underlying indices.

§ **Adjustments to the underlying shares or the indices tracked by the underlying shares could adversely affect the value of the Buffered PLUS.** The investment advisor to each of the XBI Shares and the QQQ Shares (SSGA Funds Management, Inc. and Invesco Capital Management LLC, respectively) seeks investment results that correspond generally to the price and yield performance, before fees and expenses, of the relevant share underlying indices. Pursuant to its investment strategy or otherwise, the investment advisor may add, delete or substitute the stocks composing the respective underlying shares. Any of these actions could adversely affect the price of the respective underlying shares and, consequently, the value of the Buffered PLUS. The publisher of the share underlying indices is responsible for calculating and maintaining the share underlying indices. The publisher may add, delete or substitute the securities constituting the share underlying indices or make other methodological changes that could change the

Morgan Stanley Finance LLC

Dual Directional Buffered PLUS Based on the Value of Worst Performing of the SPDR® S&P® Biotech ETF and the Invesco QQQ Trust<sup>SM</sup>, Series 1, due January 12, 2024

Buffered Performance Leveraged Upside Securities<sup>SM</sup>

Principal at Risk Securities

value of the share underlying indices, and, consequently, the price of the underlying shares and the value of the Buffered PLUS. The publisher of the share underlying indices may discontinue or suspend calculation or publication of a share underlying index 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 share underlying index and will be permitted to consider indices that are calculated and published by the calculation agent or any of its affiliates.

**The performance and market price of any of the underlying shares, particularly during periods of market volatility, may not correlate with the performance of its respective share underlying index, the performance of the component securities of such share underlying index or the net asset value per share of such underlying shares.** The underlying shares do not fully replicate their respective share underlying indices, and each may hold securities that are different than those included in its respective share underlying index. In addition, the performance of each of the underlying shares will reflect additional transaction costs and fees that are not included in the calculation of the share underlying indices. All of these factors may lead to a lack of correlation between the performance of each of the underlying shares and its respective share underlying index. In addition, corporate actions (such as mergers and spin-offs) with respect to the equity securities underlying each of the underlying shares may impact the variance between the performance of each of the underlying shares and its respective share underlying index. Finally, because the shares of each of the underlying shares are traded on an exchange and are subject to market supply and investor demand, the market price of one share of each of the underlying shares may differ from the net asset value per share of such underlying shares.

In particular, during periods of market volatility, or unusual trading activity, trading in the securities underlying each of the underlying shares may be disrupted or limited, or such securities may be unavailable in the secondary market. Under these circumstances, the liquidity of each underlying shares may be adversely affected, market participants may be unable to calculate accurately the net asset value per share of each of the underlying shares, and their ability to create and redeem shares of each of the underlying shares may be disrupted. Under these circumstances, the market price of shares of each of the underlying shares may vary substantially from the net asset value per share of each underlying share or the level of its respective share underlying index.

For all of the foregoing reasons, the performance of each of the underlying shares may not correlate with the performance of its respective share underlying index, the performance of the component securities of such share underlying index or the net asset value per share of such underlying shares. Any of these events could materially and adversely affect the prices of each of the underlying shares and, therefore, the value of the Buffered PLUS. Additionally, if market volatility or these events were to occur on the valuation date, the calculation agent would maintain discretion to determine whether such market volatility or events have caused a market disruption event to occur, and such determination would affect the payment at maturity of the Buffered PLUS. If the calculation agent

determines that no market disruption event has taken place, the payment at maturity would be based solely on the published closing price per share of each of the underlying shares on the valuation date, even if any of the underlying shares is underperforming its respective share underlying index or the component securities of such share underlying index and/or trading below the net asset value per share of such underlying shares.

**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 Buffered PLUS in the original issue price reduce the economic terms of the Buffered PLUS, cause the estimated value of the Buffered PLUS 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, including MS & Co., may be willing to purchase the Buffered PLUS 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 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 Buffered PLUS in the original issue price and the lower rate we are willing to pay as issuer make the economic terms of the Buffered PLUS less favorable to you than they otherwise would be.

Morgan Stanley Finance LLC

Dual Directional Buffered PLUS Based on the Value of Worst Performing of the SPDR® S&P® Biotech ETF and the Invesco QQQ Trust<sup>SM</sup>, Series 1, due January 12, 2024

Buffered Performance Leveraged Upside Securities<sup>SM</sup>

Principal at Risk Securities

However, because the costs associated with issuing, selling, structuring and hedging the Buffered PLUS are not fully deducted upon issuance, for a period of up to 6 months following the issue date, to the extent that MS & Co. may buy or sell the Buffered PLUS in the secondary market, absent changes in market conditions, including those related to the underlying shares, 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 Buffered PLUS 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 Buffered PLUS than those generated by others, including other dealers in the market, if they attempted to value the Buffered PLUS. In addition, the estimated value on the pricing date does not represent a minimum or maximum price at which dealers, including MS & Co., would be willing to purchase your Buffered PLUS in the secondary market (if any exists) at any time. The value of your Buffered PLUS at any time after the date of this document 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 Buffered PLUS will be influenced by many unpredictable factors” above.

**The Buffered PLUS will not be listed on any securities exchange and secondary trading may be limited.** The Buffered PLUS will not be listed on any securities exchange. Therefore, there may be little or no secondary market for the Buffered PLUS. MS & Co. may, but is not obligated to, make a market in the Buffered PLUS 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 Buffered PLUS, taking into account its bid/offer spread, our 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 Buffered PLUS. Even if there is a secondary market, it may not provide enough liquidity to allow you to trade or sell the Buffered PLUS easily. Since other broker-dealers may not participate significantly in the secondary market for the Buffered PLUS, the price at which you may be able to trade your Buffered PLUS 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 Buffered PLUS, it is likely that there would be no secondary market for the Buffered PLUS. Accordingly, you should be willing to hold your Buffered PLUS to maturity.

**§ Hedging and trading activity by our affiliates could potentially adversely affect the value of the Buffered PLUS.** One or more of our affiliates and/or third-party dealers expect to carry out hedging activities related to the Buffered PLUS (and possibly to other instruments linked to the underlying shares and the share underlying indices),

including trading in the stocks that constitute the underlying shares. As a result, these entities may be unwinding or adjusting hedge positions during the term of the Buffered PLUS, and the hedging strategy may involve greater and more frequent dynamic adjustments to the hedge as the valuation date approaches. Some of our affiliates also trade the underlying shares and other financial instruments related to the underlying shares and the share underlying indices on a regular basis as part of their general broker-dealer and other businesses. Any of these hedging or trading activities on or prior to the pricing date could potentially affect the initial share price of either of the underlying shares, and, therefore, could increase the value at or above which such underlying shares must close on the valuation date so that investors do not suffer a loss on their initial investment in the Buffered PLUS (depending also on the performance of the other underlying shares). Additionally, such hedging or trading activities during the term of the Buffered PLUS, including on the valuation date, could adversely affect the value of either of the underlying shares on the valuation date, and, accordingly, the amount of cash an investor will receive at maturity (depending also on the performance of the other underlying shares).

**The calculation agent, which is a subsidiary of Morgan Stanley and an affiliate of MSFL, will make determinations with respect to the Buffered PLUS.** As calculation agent, MS & Co. will determine the initial share prices and the final share prices, including whether either of the underlying shares have decreased to below 70% of the respective initial share price, whether a market disruption event has occurred and whether to make any § adjustments to the adjustment factors, and will calculate the amount of cash you receive at maturity. Moreover, certain determinations made by MS & Co., in its capacity as calculation agent, may require it to exercise discretion and make subjective judgments, such as with respect to the occurrence or non-occurrence of market disruption events or calculation of the



Morgan Stanley Finance LLC

Dual Directional Buffered PLUS Based on the Value of Worst Performing of the SPDR® S&P® Biotech ETF and the Invesco QQQ Trust<sup>SM</sup>, Series 1, due January 12, 2024

Buffered Performance Leveraged Upside Securities<sup>SM</sup>

Principal at Risk Securities

final share price in the event of a market disruption event. These potentially subjective determinations may adversely affect the payout to you at maturity. For further information regarding these types of determinations, see “Description of PLUS—Postponement of Valuation Date(s),” “—Alternate Exchange Calculation in case of an Event of Default” and “—Calculation Agent and Calculations” in the accompanying product supplement. In addition, MS & Co. has determined the estimated value of the Buffered PLUS on the pricing date.

**The U.S. federal income tax consequences of an investment in the Buffered PLUS are uncertain.** Please read the discussion under “Additional Information—Tax considerations” in this document and the discussion under “United States Federal Taxation” in the accompanying product supplement for PLUS (together, the “Tax Disclosure Sections”) concerning the U.S. federal income tax consequences of an investment in the Buffered PLUS. As discussed in the Tax Disclosure Sections, there is a substantial risk that the “constructive ownership” rule could apply, in which case all or a portion of any long-term capital gain recognized by a U.S. Holder could be recharacterized as ordinary income and an interest charge could be imposed. If the Internal Revenue Service (the “IRS”) were successful in asserting an alternative treatment, the timing and character of income on the Buffered PLUS might differ significantly from the tax treatment described in the Tax Disclosure Sections. For example, under one possible treatment, the IRS could seek to recharacterize the Buffered PLUS as debt instruments. In that event, U.S. Holders would be required to accrue into income original issue discount on the Buffered PLUS every year at a “comparable yield” determined at the time of issuance and recognize all income and gain in respect of the Buffered PLUS as ordinary income. Additionally, as discussed under “United States Federal Taxation—FATCA” in the accompanying product supplement for PLUS, the withholding rules commonly referred to as “FATCA” would apply to the Buffered PLUS if they were recharacterized as debt instruments. The risk that financial instruments providing for buffers, triggers or similar downside protection features, such as the Buffered PLUS, would be recharacterized as debt is greater than the risk of recharacterization for comparable financial instruments that do not have such features. However, recently proposed regulations (the preamble to which specifies that taxpayers are permitted to rely on them pending finalization) eliminate the withholding requirement on payments of gross proceeds of a taxable disposition. We do not plan to request a ruling from the IRS regarding the tax treatment of the Buffered PLUS, and the IRS or a court may not agree with the tax treatment described in the Tax Disclosure Sections.

In 2007, the U.S. Treasury Department and the IRS released a notice requesting comments on the U.S. federal income tax treatment of “prepaid forward contracts” and similar instruments. The notice focuses in particular on whether to require holders of these instruments to accrue income over the term of their investment. It also asks for comments on a number of related topics, including the character of income or loss with respect to these instruments; whether short-term instruments should be subject to any such accrual regime; the relevance of factors such as the exchange-traded status of the instruments and the nature of the underlying property to which the instruments are linked; the degree, if any, to which income (including any mandated accruals) realized by non-U.S. investors should be subject to withholding tax; and whether these instruments are or should be subject to the “constructive ownership” rule, as discussed in this document. While the notice requests comments on appropriate transition rules and effective

dates, any Treasury regulations or other guidance promulgated after consideration of these issues could materially and adversely affect the tax consequences of an investment in the Buffered PLUS, possibly with retroactive effect. Both U.S. and Non-U.S. Holders should consult their tax advisers regarding the U.S. federal income tax consequences of an investment in the Buffered PLUS, including possible alternative treatments, the potential application of the constructive ownership rule, the issues presented by this notice and any tax consequences arising under the laws of any state, local or non-U.S. taxing jurisdiction.

Morgan Stanley Finance LLC

Dual Directional Buffered PLUS Based on the Value of Worst Performing of the SPDR® S&P® Biotech ETF and the Invesco QQQ Trust<sup>SM</sup>, Series 1, due January 12, 2024

Buffered Performance Leveraged Upside Securities<sup>SM</sup>

Principal at Risk Securities

## SPDR® S&P® Biotech ETF Overview

The SPDR® S&P® Biotech ETF is an exchange-traded fund managed by SSGA Funds Management, Inc., which seeks to provide investment results that correspond generally to the price and yield performance, before fees and expenses, of the S&P Biotechnology Select Industry<sup>TM</sup> Index. SPDR® Series Trust (the “Trust”) is a registered investment company that consists of numerous separate investment portfolios, including the SPDR® S&P® Biotech ETF. Information provided to or filed with the Securities and Exchange Commission (“the Commission”) by the Trust pursuant to the Securities Act of 1933 and the Investment Company Act of 1940 can be located by reference to Commission file numbers 333-57793 and 811-08839, respectively, through the Commission’s website at [www.sec.gov](http://www.sec.gov). In addition, information may be obtained from other publicly available sources. **Neither the issuer nor the agent makes any representation that any such publicly available information regarding the SPDR® S&P® Biotech ETF is accurate or complete.**

Information as of market close on December 20, 2018:

Bloomberg Ticker Symbol:	XBI UP
Current Share Price:	\$68.66
52 Weeks Ago:	\$82.14
52 Week High (on 6/20/2018):	\$101.15
52 Week Low (on 12/20/2018):	\$68.66

The following table sets forth the published high and low closing prices, as well as the end-of-quarter closing prices, of the XBI Shares for each quarter from January 1, 2013 through December 20, 2018. The closing price of the XBI Shares on December 20, 2018 was \$68.66. We obtained the information in the table and graph below from Bloomberg Financial Markets, without independent verification. The KRE Shares have at times experienced periods of high volatility, and you should not take the historical values of the KRE Shares as an indication of future performance.

SPDR® S&P® Biotech ETF (CUSIP 78464A870) High (\$) Low (\$) Period End (\$)

### 2013

First Quarter	33.55	30.41	33.29
Second Quarter	37.66	32.39	34.75

Edgar Filing: MORGAN STANLEY - Form FWP

Third Quarter	43.74	36.24	43.05
Fourth Quarter	43.95	38.08	43.40
<b>2014</b>			
First Quarter	56.90	42.97	47.49
Second Quarter	51.35	40.27	51.35
Third Quarter	54.30	44.87	51.99
Fourth Quarter	63.45	48.48	62.21
<b>2015</b>			
First Quarter	79.33	61.43	75.17
Second Quarter	86.57	68.78	84.08
Third Quarter	90.36	60.02	62.25
Fourth Quarter	72.62	61.16	70.08
<b>2016</b>			
First Quarter	67.83	45.73	51.66
Second Quarter	59.87	49.55	54.09
Third Quarter	68.83	55.11	66.29
Fourth Quarter	68.13	53.31	59.19
<b>2017</b>			
First Quarter	72.32	59.59	69.34

January 2019 Page 13

Morgan Stanley Finance LLC

Dual Directional Buffered PLUS Based on the Value of Worst Performing of the SPDR® S&P® Biotech ETF and the Invesco QQQ Trust<sup>SM</sup>, Series 1, due January 12, 2024

Buffered Performance Leveraged Upside Securities<sup>SM</sup>

Principal at Risk Securities

SPDR® S&P® Biotech ETF (CUSIP 78464A870)	High (\$)	Low (\$)	Period End (\$)
Second Quarter	80.31	66.84	77.18
Third Quarter	86.57	74.47	86.57
Fourth Quarter	88.51	79.95	84.87
<b>2018</b>			
First Quarter	97.03	85.31	87.73
Second Quarter	101.15	82.90	95.19
Third Quarter	100.84	93.08	95.87
Fourth Quarter (through December 20, 2018)	94.90	68.66	68.66

XBI Shares Daily Closing Prices  
January 1, 2013 to December 20, 2018

**This document relates only to the Buffered PLUS offered hereby and does not relate to the XBI Shares. We have derived all disclosures contained in this document regarding the Trust from the publicly available documents described above. In connection with the offering of the Buffered PLUS, neither we nor the agent has participated in the preparation of such documents or made any due diligence inquiry with respect to the Trust. Neither we nor the agent makes any representation that such publicly available documents or any other publicly available information regarding the Trust is accurate or complete. Furthermore, we cannot give any assurance that all events occurring prior to the date hereof (including events that would affect the accuracy or completeness of the publicly available documents described above) that would affect the trading price of the XBI Shares (and therefore the price of the XBI Shares at the time we price the Buffered PLUS) have been publicly disclosed. Subsequent disclosure of any such events or the disclosure of or failure to disclose material future events concerning the Trust could affect the value received with respect to the Buffered PLUS and therefore the value of the Buffered PLUS.**

**Neither we nor any of our affiliates makes any representation to you as to the performance of the XBI Shares.**

We and/or our affiliates may presently or from time to time engage in business with the Trust. In the course of such business, we and/or our affiliates may acquire non-public information with respect to the Trust, and neither we nor any of our affiliates undertakes to disclose any such information to you. In addition, one or more of our affiliates may publish research reports with respect to the XBI Shares. The statements in the preceding two sentences are not intended to affect the rights of investors in the Buffered PLUS under the securities laws. As a prospective purchaser of the Buffered PLUS, you should undertake an independent investigation of the Trust as in your judgment is

appropriate to make an informed decision with respect to an investment linked to the XBI Shares.

January 2019 Page 14

Morgan Stanley Finance LLC

Dual Directional Buffered PLUS Based on the Value of Worst Performing of the SPDR® S&P® Biotech ETF and the Invesco QQQ Trust<sup>SM</sup>, Series 1, due January 12, 2024

Buffered Performance Leveraged Upside Securities<sup>SM</sup>

Principal at Risk Securities

**“Standard & Poor’s®”, “S&P®”, “S&P 500®”, “SPDR®” and “SPDR® Series Trust” are trademarks of Standard & Poor’s Financial Services LLC (“S&P”), an affiliate of The McGraw-Hill Companies, Inc. (“MGH”). The Buffered PLUS are not sponsored, endorsed, sold, or promoted by S&P, MGH or the Trust. S&P, MGH and the Trust make no representations or warranties to the owners of the Buffered PLUS or any member of the public regarding the advisability of investing in the Buffered PLUS. S&P, MGH and the Trust have no obligation or liability in connection with the operation, marketing, trading or sale of the Buffered PLUS.**

**The S&P Biotechnology Select Industry<sup>TM</sup> Index.** The S&P Biotechnology Select Industry<sup>TM</sup> Index (Bloomberg ticker SPSIBI) is managed by S&P Dow Jones Indices LLC and is a modified equally weighted index that is designed to measure the performance of stocks in the S&P Total Market Index that are classified under the Global Industry Classification Standard (“GICS®”) biotechnology sub-industry.

January 2019 Page 15

Morgan Stanley Finance LLC

Dual Directional Buffered PLUS Based on the Value of Worst Performing of the SPDR® S&P® Biotech ETF and the Invesco QQQ Trust<sup>SM</sup>, Series 1, due January 12, 2024

Buffered Performance Leveraged Upside Securities<sup>SM</sup>

Principal at Risk Securities

Invesco QQQ Trust<sup>SM</sup>, Series 1, Overview

The Invesco QQQ Trust<sup>SM</sup>, Series 1, is an exchange-traded fund managed by Invesco Capital Management LLC, which seeks to provide investment results that correspond generally to the price and yield performance, before fees and expenses, of the NASDAQ-100 Index®. Effective June 4, 2018, the name of the fund was changed from PowerShares QQQ Trust<sup>SM</sup>, Series 1, to its current name, and effective on or about June 4, 2018, the name of the sponsor of the Invesco QQQ Trust<sup>SM</sup>, Series 1, was changed to Invesco Capital Management LLC. Information provided to or filed with the Securities and Exchange Commission (the “Commission”) by the Invesco QQQ Trust<sup>SM</sup> pursuant to the Securities Act of 1933 and the Investment Company Act of 1940 can be located by reference to Commission file numbers 333-61001 and 811-08947, respectively, through the Commission’s website at www.sec.gov. In addition, information may be obtained from other publicly available sources. **Neither the issuer nor the agent makes any representation that any such publicly available information regarding the Invesco QQQ Trust<sup>SM</sup>, Series 1, is accurate or complete.**

Information as of market close on December 20, 2018:

<b>Bloomberg Ticker Symbol:</b>	QQQ UP
<b>Current Share Price:</b>	\$152.45
<b>52 Weeks Ago:</b>	\$157.55
<b>52 Week High (on 8/29/2018):</b>	\$186.74
<b>52 Week Low (on 12/20/2018):</b>	\$152.45

The following table sets forth the published high and low closing prices, as well as the end-of-quarter closing prices, of the QQQ Shares for each quarter from January 1, 2013 through December 20, 2018. The closing price of the QQQ Shares on December 20, 2018 was \$152.45. We obtained the information in the table and graph below from Bloomberg Financial Markets, without independent verification. The QQQ Shares have at times experienced periods of high volatility, and you should not take the historical values of the QQQ Shares as an indication of future performance.

Invesco QQQ Trust<sup>SM</sup>, Series 1 (CUSIP: 46090E103) High (\$) Low (\$) Period End (\$) **2013**



Edgar Filing: MORGAN STANLEY - Form FWP

First Quarter	68.98	66.29	68.98
Second Quarter	74.30	67.14	71.19
Third Quarter	79.50	71.71	78.88
Fourth Quarter	87.96	76.98	87.96
<b>2014</b>			
First Quarter	91.09	84.32	87.68
Second Quarter	93.90	84.10	93.90
Third Quarter	100.28	94.23	98.82
Fourth Quarter	106.03	91.84	103.21
<b>2015</b>			
First Quarter	109.39	99.65	105.61
Second Quarter	110.98	105.06	107.12
Third Quarter	113.98	98.10	101.76
Fourth Quarter	115.15	102.19	111.88
<b>2016</b>			
First Quarter	109.57	96.31	109.18
Second Quarter	111.23	102.27	107.61
Third Quarter	119.07	107.43	118.69
Fourth Quarter	120.81	113.63	118.56
<b>2017</b>			
First Quarter	132.46	119.51	132.36
Second Quarter	143.57	130.38	137.50
Third Quarter	146.41	136.20	145.46
Fourth Quarter	158.58	145.59	155.75
<b>2018</b>			

Morgan Stanley Finance LLC

Dual Directional Buffered PLUS Based on the Value of Worst Performing of the SPDR® S&P® Biotech ETF and the Invesco QQQ Trust<sup>SM</sup>, Series 1, due January 12, 2024

Buffered Performance Leveraged Upside Securities<sup>SM</sup>

Principal at Risk Securities

Invesco QQQ Trust <sup>SM</sup> , Series 1 (CUSIP: 46090E103)	High (\$)	Low (\$)	Period End (\$)
First Quarter	173.87	153.47	160.20
Second Quarter	177.60	155.62	171.43
Third Quarter	186.74	170.80	185.77
Fourth Quarter (through December 20, 2018)	186.16	152.45	152.45

QQQ Shares Daily Closing Prices  
January 1, 2013 to December 20, 2018

**This document relates only to the Buffered PLUS offered hereby and does not relate to the QQQ Shares. We have derived all disclosures contained in this document regarding the Invesco QQQ Trust<sup>SM</sup>, Series 1, from the publicly available documents described above. In connection with the offering of the Buffered PLUS, neither we nor the agent has participated in the preparation of such documents or made any due diligence inquiry with respect to the Invesco QQQ Trust<sup>SM</sup>, Series 1. Neither we nor the agent makes any representation that such publicly available documents or any other publicly available information regarding the Invesco QQQ Trust<sup>SM</sup>, Series 1, is accurate or complete. Furthermore, we cannot give any assurance that all events occurring prior to the date hereof (including events that would affect the accuracy or completeness of the publicly available documents described above) that would affect the trading price of the QQQ Shares (and therefore the price of the QQQ Shares at the time we price the Buffered PLUS) have been publicly disclosed. Subsequent disclosure of any such events or the disclosure of or failure to disclose material future events concerning the Invesco QQQ Trust<sup>SM</sup>, Series 1, could affect the value received with respect to the Buffered PLUS and therefore the value of the Buffered PLUS.**

**Neither we nor any of our affiliates makes any representation to you as to the performance of the QQQ Shares.**

We and/or our affiliates may presently or from time to time engage in business with the Invesco QQQ Trust<sup>SM</sup>, Series 1. In the course of such business, we and/or our affiliates may acquire non-public information with respect to the Invesco QQQ Trust<sup>SM</sup>, Series 1, and neither we nor any of our affiliates undertakes to disclose any such information to you. In addition, one or more of our affiliates may publish research reports with respect to the QQQ Shares. The statements in the preceding two sentences are not intended to affect the rights of investors in the Buffered PLUS under the securities laws. As a prospective purchaser of the Buffered PLUS, you should undertake an independent investigation of the Invesco QQQ Trust<sup>SM</sup>, Series 1, as in your judgment is appropriate to make an informed decision with respect to an investment linked to the QQQ Shares.



Morgan Stanley Finance LLC

Dual Directional Buffered PLUS Based on the Value of Worst Performing of the SPDR® S&P® Biotech ETF and the Invesco QQQ Trust<sup>SM</sup>, Series 1, due January 12, 2024

Buffered Performance Leveraged Upside Securities<sup>SM</sup>

Principal at Risk Securities

The Buffered PLUS are not sponsored, endorsed, sold, or promoted by the Invesco QQQ Trust<sup>SM</sup>, Series 1. The Invesco QQQ Trust<sup>SM</sup>, Series 1, makes no representations or warranties to the owners of the Buffered PLUS or any member of the public regarding the advisability of investing in the Buffered PLUS. The Invesco QQQ Trust<sup>SM</sup>, Series 1, has no obligation or liability in connection with the operation, marketing, trading or sale of the Buffered PLUS.

**NASDAQ-100 Index®.** The NASDAQ-100 Index®, which is calculated, maintained and published by Nasdaq, Inc., is a modified capitalization-weighted index of 100 of the largest and most actively traded equity securities of non-financial companies listed on The NASDAQ Stock Market LLC. The NASDAQ-100 Index includes companies across a variety of major industry groups. At any moment in time, the value of the NASDAQ-100 Index equals the aggregate value of the then-current NASDAQ-100 Index share weights of each of the NASDAQ-100 Index component securities, which are based on the total shares outstanding of each such NASDAQ-100 Index component security, multiplied by each such security's respective last sale price on NASDAQ (which may be the official closing price published by NASDAQ), and divided by a scaling factor, which becomes the basis for the reported NASDAQ-100 Index value. The NASDAQ-100 Index® is described in "NASDAQ-100 Index®" in the accompanying index supplement.

January 2019 Page 18

Morgan Stanley Finance LLC

Dual Directional Buffered PLUS Based on the Value of Worst Performing of the SPDR® S&P® Biotech ETF and the Invesco QQQ Trust<sup>SM</sup>, Series 1, due January 12, 2024

Buffered Performance Leveraged Upside Securities<sup>SM</sup>

Principal at Risk Securities

Additional Terms of the Buffered PLUS

Please read this information in conjunction with the summary terms on the front cover of this document.

Additional Terms:

If the terms described herein are inconsistent with those described in the accompanying product supplement, index supplement or prospectus, the terms described herein shall control.

Share underlying indices: With respect to the XBI Shares, the S&P® Biotechnology Select Industry<sup>TM</sup> Index

With respect to the QQQ Shares, the NASDAQ-100 Index®

Share underlying index publishers: With respect to the XBI Shares, S&P Dow Jones Indices LLC, or any successor thereof.

With respect to the QQQ Shares, Nasdaq, Inc., or any successor thereof.

Interest: None

Denominations: \$1,000 per Buffered PLUS and integral multiples thereof

Postponement of maturity date: If the scheduled valuation date is not a trading day with respect to either of the underlying shares or if a market disruption event occurs with respect to either of the underlying shares on that day so that the valuation date is postponed and falls less than two business days prior to the scheduled maturity date, the maturity date of the Buffered PLUS will be postponed to the second business day following the latest valuation date as postponed with respect to either of the underlying shares.

Trustee: The Bank of New York Mellon

Calculation agent: MS & Co.

**Issuer notice to registered security holders, the trustee and the depository:** In the event that the maturity date is postponed due to postponement of the valuation date, the issuer shall give notice of such postponement and, once it has been determined, of the date to which the maturity date has been rescheduled (i) to each registered holder of the Buffered PLUS by mailing notice of such postponement by first class mail, postage prepaid, to such registered holder's last address as it shall appear upon the registry books, (ii) to the trustee by facsimile confirmed by mailing such notice to the trustee by first class mail, postage prepaid, at its New York office and (iii) to The Depository Trust Company (the "depository") by telephone or facsimile, confirmed by mailing such notice to the depository by first class mail, postage prepaid. Any notice that is mailed to a registered holder of the Buffered PLUS in the manner herein provided shall be conclusively presumed to have been duly given to such registered holder, whether or not such registered holder receives the notice. The issuer shall give such notice as promptly as possible, and in no case later than (i) with respect to notice of postponement of the maturity date, the business day immediately preceding the scheduled maturity date and (ii) with respect to notice of

the date to which the maturity date has been rescheduled, the business day immediately following the actual valuation date.

The issuer shall, or shall cause the calculation agent to, (i) provide written notice to the trustee and to the depository of the amount of cash to be delivered with respect to each stated principal amount of the Buffered PLUS, on or prior to 10:30 a.m. (New York City time) on the business day preceding the maturity date, and (ii) deliver the aggregate cash amount due with respect to the Buffered PLUS to the trustee for delivery to the depository, as holder of the Buffered PLUS, on the maturity date.

Morgan Stanley Finance LLC

Dual Directional Buffered PLUS Based on the Value of Worst Performing of the SPDR® S&P® Biotech ETF and the Invesco QQQ Trust<sup>SM</sup>, Series 1, due January 12, 2024

Buffered Performance Leveraged Upside Securities<sup>SM</sup>

Principal at Risk Securities

#### Additional Information About the Buffered PLUS

##### Additional Information:

Minimum ticketing size: \$1,000 / 1 Buffered PLUS

##### Tax considerations:

Although there is uncertainty regarding the U.S. federal income tax consequences of an investment in the Buffered PLUS due to the lack of governing authority, in the opinion of our counsel, Davis Polk & Wardwell LLP, under current law, and based on current market conditions, a Buffered PLUS should be treated as a single financial contract that is an “open transaction” for U.S. federal income tax purposes.

Assuming this treatment of the Buffered PLUS is respected and subject to the discussion in “United States Federal Taxation” in the accompanying product supplement for PLUS, the following U.S. federal income tax consequences should result based on current law:

§ A U.S. Holder should not be required to recognize taxable income over the term of the Buffered PLUS prior to settlement, other than pursuant to a sale or exchange.

§ Upon sale, exchange or settlement of the Buffered PLUS, a U.S. Holder should recognize gain or loss equal to the difference between the amount realized and the U.S. Holder’s tax basis in the Buffered PLUS. Subject to the discussion below concerning the potential application of the “constructive ownership” rule, such gain or loss should be long-term capital gain or loss if the investor has held the Buffered PLUS for more than one year, and short-term capital gain or loss otherwise.

Because the Buffered PLUS are linked to shares of exchange-traded funds, although the matter is not clear, there is a substantial risk that an investment in the Buffered PLUS will be treated as a “constructive ownership transaction” under Section 1260 of the Internal Revenue Code of 1986, as amended (the “Code”). If this treatment applies, all or a portion of any long-term capital gain of the U.S. Holder in respect of the Buffered PLUS could be recharacterized as ordinary income (in which case an interest charge will be imposed). As a result of certain features of the Buffered PLUS, including the leveraged upside payment and the fact that the Buffered PLUS are linked to more than one exchange traded fund, it is unclear how to calculate the amount of gain that would be recharacterized if an investment in the Buffered PLUS were treated as a constructive ownership transaction. Due to the lack of governing authority, our counsel is unable to opine as to whether or how Section 1260 of the Code applies to the Buffered PLUS. U.S. investors should read the section

entitled “United States Federal Taxation—Tax Consequences to U.S. Holders—Possible Application of Section 1260 of the Code” in the accompanying product supplement for PLUS for additional information and consult their tax advisers regarding the potential application of the “constructive ownership” rule.

In 2007, the U.S. Treasury Department and the Internal Revenue Service (the “IRS”) released a notice requesting comments on the U.S. federal income tax treatment of “prepaid forward contracts” and similar instruments. The notice focuses in particular on whether to require holders of these instruments to accrue income over the term of their investment. It also asks for comments on a number of related topics, including the character of income or loss with respect to these instruments; whether short-term instruments should be subject to any such accrual regime; the relevance of factors such as the exchange-traded status of the instruments and the nature of the underlying property to which the instruments are linked; the degree, if any, to which income (including any mandated accruals)



Morgan Stanley Finance LLC

Dual Directional Buffered PLUS Based on the Value of Worst Performing of the SPDR® S&P® Biotech ETF and the Invesco QQQ Trust<sup>SM</sup>, Series 1, due January 12, 2024

Buffered Performance Leveraged Upside Securities<sup>SM</sup>

Principal at Risk Securities

realized by non-U.S. investors should be subject to withholding tax; and whether these instruments are or should be subject to the “constructive ownership” rule, as discussed above. While the notice requests comments on appropriate transition rules and effective dates, any Treasury regulations or other guidance promulgated after consideration of these issues could materially and adversely affect the tax consequences of an investment in the Buffered PLUS, possibly with retroactive effect.

As discussed in the accompanying product supplement for PLUS, Section 871(m) of the Code and Treasury regulations promulgated thereunder (“Section 871(m)”) generally impose a 30% (or a lower applicable treaty rate) withholding tax on dividend equivalents paid or deemed paid to Non-U.S. Holders with respect to certain financial instruments linked to U.S. equities or indices that include U.S. equities (each, an “Underlying Security”). Subject to certain exceptions, Section 871(m) generally applies to securities that substantially replicate the economic performance of one or more Underlying Securities, as determined based on tests set forth in the applicable Treasury regulations (a “Specified Security”). However, pursuant to an IRS notice, Section 871(m) will not apply to securities issued before January 1, 2021 that do not have a delta of one with respect to any Underlying Security. Based on our determination that the Buffered PLUS do not have a delta of one with respect to any Underlying Security, our counsel is of the opinion that the Buffered PLUS should not be Specified Securities and, therefore, should not be subject to Section 871(m).

Our determination is not binding on the IRS, and the IRS may disagree with this determination. Section 871(m) is complex and its application may depend on your particular circumstances, including whether you enter into other transactions with respect to an Underlying Security. If withholding is required, we will not be required to pay any additional amounts with respect to the amounts so withheld. You should consult your tax adviser regarding the potential application of Section 871(m) to the Buffered PLUS.

**Both U.S. and non-U.S. investors considering an investment in the Buffered PLUS should read the discussion under “Risk Factors” in this document and the discussion under “United States Federal Taxation” in the accompanying product supplement for PLUS and consult their tax advisers regarding all aspects of the U.S. federal income tax consequences of an investment in the Buffered PLUS, including possible alternative treatments, the potential application of the constructive ownership rule, the issues presented by the aforementioned notice and any tax consequences arising under the laws of any state, local or non-U.S. taxing jurisdiction.**

**The discussion in the preceding paragraphs under “Tax considerations” and the discussion contained in the section entitled “United States Federal Taxation” in the accompanying product supplement for PLUS, insofar as they purport to describe provisions of U.S. federal income tax laws or legal conclusions with respect thereto, constitute the full opinion of Davis Polk & Wardwell LLP regarding the material U.S. federal tax consequences of an investment in the Buffered PLUS.**

The proceeds from the sale of the Buffered PLUS will be used by us for general corporate purposes. We will receive, in aggregate, \$1,000 per Buffered PLUS issued, because, when we enter into hedging transactions in order to meet our obligations under the Buffered PLUS, our hedging counterparty will reimburse the cost of the agent’s commissions. The costs of the Buffered PLUS borne by you and described on page 2 above comprise the agent’s commissions and the cost of issuing, structuring and hedging the Buffered PLUS.

Use of  
proceeds  
and  
hedging:

On or prior to the pricing date, we will hedge our anticipated exposure in

Morgan Stanley Finance LLC

Dual Directional Buffered PLUS Based on the Value of Worst Performing of the SPDR® S&P® Biotech ETF and the Invesco QQQ Trust<sup>SM</sup>, Series 1, due January 12, 2024

Buffered Performance Leveraged Upside Securities<sup>SM</sup>

Principal at Risk Securities

connection with the Buffered PLUS by entering into hedging transactions with our affiliates and/or third-party dealers. We expect our hedging counterparties to take positions in underlying shares, futures and/or options contracts on the underlying shares or any component stocks of the share underlying indices, or positions in any other available securities or instruments that they may wish to use in connection with such hedging. Such purchase activity could potentially increase the value of one or both of the underlying shares on the pricing date, and therefore could increase the price at or above which such underlying shares must close on the valuation date so that investors do not suffer a loss on their initial investment in the Buffered PLUS (depending also on the performance of the other underlying shares). In addition, through our affiliates, we are likely to modify our hedge position throughout the term of the Buffered PLUS, including on the valuation date, by purchasing and selling the stocks constituting the underlying shares, futures or options contracts on the underlying shares or its component stocks listed on major securities markets or positions in any other available securities or instruments that we may wish to use in connection with such hedging activities. As a result, these entities may be unwinding or adjusting hedge positions during the term of the Buffered PLUS, and the hedging strategy may involve greater and more frequent dynamic adjustments to the hedge as the valuation date approaches. We cannot give any assurance that our hedging activities will not affect the value of either of the underlying shares, and, therefore, adversely affect the value of the Buffered PLUS or the payment you will receive at maturity (depending also on the performance of the other underlying shares). For further information on our use of proceeds and hedging, see “Use of Proceeds and Hedging” in the accompanying product supplement for PLUS.

Benefit plan investor considerations: Each fiduciary of a pension, profit-sharing or other employee benefit plan subject to Title I of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”) (a “Plan”), should consider the fiduciary standards of ERISA in the context of the Plan’s particular circumstances before authorizing an investment in the Buffered PLUS. Accordingly, among other factors, the fiduciary should consider whether the investment would satisfy the prudence and diversification requirements of ERISA and would be consistent with the documents and instruments governing the Plan.

In addition, we and certain of our affiliates, including MS & Co., may each be considered a “party in interest” within the meaning of ERISA, or a “disqualified person” within the meaning of the Internal Revenue Code of 1986, as amended (the “Code”), with respect to many Plans, as well as many individual retirement accounts and Keogh plans (such accounts and plans, together with other plans, accounts and arrangements subject to Section 4975 of the Code, also “Plans”). ERISA Section 406 and Section 4975 of the Code generally prohibit transactions between Plans and parties in interest or disqualified persons. Prohibited transactions within the meaning of ERISA or the Code would likely arise, for example, if the Buffered PLUS are acquired by or with the assets of a Plan with respect to which MS & Co. or any of its affiliates is a service provider or other party in interest, unless the Buffered PLUS are acquired pursuant to an exemption from the “prohibited transaction” rules. A violation of these “prohibited transaction” rules could result in an excise tax or other liabilities under

Edgar Filing: MORGAN STANLEY - Form FWP

ERISA and/or Section 4975 of the Code for those persons, unless exemptive relief is available under an applicable statutory or administrative exemption.

The U.S. Department of Labor has issued five prohibited transaction class exemptions (“PTCEs”) that may provide exemptive relief for direct or indirect prohibited transactions resulting from the purchase or holding of the Buffered PLUS. Those class exemptions are PTCE 96-23 (for certain transactions

January 2019 Page 22

Morgan Stanley Finance LLC

Dual Directional Buffered PLUS Based on the Value of Worst Performing of the SPDR® S&P® Biotech ETF and the Invesco QQQ Trust<sup>SM</sup>, Series 1, due January 12, 2024

Buffered Performance Leveraged Upside Securities<sup>SM</sup>

Principal at Risk Securities

determined by in-house asset managers), PTCE 95-60 (for certain transactions involving insurance company general accounts), PTCE 91-38 (for certain transactions involving bank collective investment funds), PTCE 90-1 (for certain transactions involving insurance company separate accounts) and PTCE 84-14 (for certain transactions determined by independent qualified professional asset managers). In addition, ERISA Section 408(b)(17) and Section 4975(d)(20) of the Code provide an exemption for the purchase and sale of securities and the related lending transactions, provided that neither the issuer of the securities nor any of its affiliates has or exercises any discretionary authority or control or renders any investment advice with respect to the assets of the Plan involved in the transaction and provided further that the Plan pays no more, and receives no less, than “adequate consideration” in connection with the transaction (the so-called “service provider” exemption). There can be no assurance that any of these class or statutory exemptions will be available with respect to transactions involving the Buffered PLUS.

Because we may be considered a party in interest with respect to many Plans, the Buffered PLUS may not be purchased, held or disposed of by any Plan, any entity whose underlying assets include “plan assets” by reason of any Plan’s investment in the entity (a “Plan Asset Entity”) or any person investing “plan assets” of any Plan, unless such purchase, holding or disposition is eligible for exemptive relief, including relief available under PTCEs 96-23, 95-60, 91-38, 90-1, 84-14 or the service provider exemption or such purchase, holding or disposition is otherwise not prohibited. Any purchaser, including any fiduciary purchasing on behalf of a Plan, transferee or holder of the Buffered PLUS will be deemed to have represented, in its corporate and its fiduciary capacity, by its purchase and holding of the Buffered PLUS that either (a) it is not a Plan or a Plan Asset Entity and is not purchasing such Buffered PLUS on behalf of or with “plan assets” of any Plan or with any assets of a governmental, non-U.S. or church plan that is subject to any federal, state, local or non-U.S. law that is substantially similar to the provisions of Section 406 of ERISA or Section 4975 of the Code (“Similar Law”) or (b) its purchase, holding and disposition of these Buffered PLUS will not constitute or result in a non-exempt prohibited transaction under Section 406 of ERISA or Section 4975 of the Code or violate any Similar Law.

Due to the complexity of these rules and the penalties that may be imposed upon persons involved in non-exempt prohibited transactions, it is particularly important that fiduciaries or other persons considering purchasing the Buffered PLUS on behalf of or with “plan assets” of any Plan consult with their counsel regarding the availability of exemptive relief.

The Buffered PLUS are contractual financial instruments. The financial exposure provided by the Buffered PLUS is not a substitute or proxy for, and is not intended as a substitute or proxy for, individualized investment management or advice for the benefit of any purchaser or holder of the Buffered PLUS. The Buffered PLUS have not been designed and will not be administered in a manner intended to reflect the individualized needs and objectives of any

purchaser or holder of the Buffered PLUS.

Each purchaser or holder of any Buffered PLUS acknowledges and agrees that:

(i) the purchaser or holder or its fiduciary has made and shall make all investment decisions for the purchaser or holder and the purchaser or holder has not relied and shall not rely in any way upon us or our affiliates to act as a fiduciary or adviser of the purchaser or holder with respect to (A) the design and terms of the Buffered PLUS, (B) the purchaser or holder's investment in the Buffered PLUS, or (C) the exercise of or failure to exercise any rights we have under or with respect to the Buffered PLUS;

(ii) we and our affiliates have acted and will act solely for our own account in

January 2019 Page 23

Morgan Stanley Finance LLC

Dual Directional Buffered PLUS Based on the Value of Worst Performing of the SPDR® S&P® Biotech ETF and the Invesco QQQ Trust<sup>SM</sup>, Series 1, due January 12, 2024

Buffered Performance Leveraged Upside Securities<sup>SM</sup>

Principal at Risk Securities

connection with (A) all transactions relating to the Buffered PLUS and (B) all hedging transactions in connection with our obligations under the Buffered PLUS;

(iii) any and all assets and positions relating to hedging transactions by us or our affiliates are assets and positions of those entities and are not assets and positions held for the benefit of the purchaser or holder;

(iv) our interests are adverse to the interests of the purchaser or holder; and

(v) neither we nor any of our affiliates is a fiduciary or adviser of the purchaser or holder in connection with any such assets, positions or transactions, and any information that we or any of our affiliates may provide is not intended to be impartial investment advice.

Each purchaser and holder of the Buffered PLUS has exclusive responsibility for ensuring that its purchase, holding and disposition of the Buffered PLUS do not violate the prohibited transaction rules of ERISA or the Code or any Similar Law. The sale of any Buffered PLUS to any Plan or plan subject to Similar Law is in no respect a representation by us or any of our affiliates or representatives that such an investment meets all relevant legal requirements with respect to investments by plans generally or any particular plan, or that such an investment is appropriate for plans generally or any particular plan. In this regard, neither this discussion nor anything provided in this document is or is intended to be investment advice directed at any potential Plan purchaser or at Plan purchasers generally and such purchasers of these Buffered PLUS should consult and rely on their own counsel and advisers as to whether an investment in these Buffered PLUS is suitable.

However, individual retirement accounts, individual retirement annuities and Keogh plans, as well as employee benefit plans that permit participants to direct the investment of their accounts, will not be permitted to purchase or hold the Buffered PLUS if the account, plan or annuity is for the benefit of an employee of Morgan Stanley or Morgan Stanley Wealth Management or a family member and the employee receives any compensation (such as, for example, an addition

Edgar Filing: MORGAN STANLEY - Form FWP

Additional  
considerations:

to bonus) based on the purchase of the Buffered PLUS by the account, plan or annuity. Client accounts over which Morgan Stanley, Morgan Stanley Wealth Management or any of their respective subsidiaries have investment discretion are not permitted to purchase the Buffered PLUS, either directly or indirectly. Selected dealers, which may include our affiliates, and their financial advisors will collectively receive from the agent a fixed sales commission of \$ for each Buffered PLUS they sell.

Supplemental  
information  
regarding plan of  
distribution;  
conflicts of interest:

MS & Co. is an affiliate of MSFL and a wholly owned subsidiary of Morgan Stanley, and it and other affiliates of ours expect to make a profit by selling, structuring and, when applicable, hedging the Buffered PLUS. When MS & Co. prices this offering of Buffered PLUS, it will determine the economic terms of the Buffered PLUS, including the leverage factor, such that for each Buffered PLUS the estimated value on the pricing date will be no lower than the minimum level described in “Investment Summary” on page 2.

MS & Co. will conduct this offering in compliance with the requirements of FINRA Rule 5121 of the Financial Industry Regulatory Authority, Inc., which is commonly referred to as FINRA, regarding a FINRA member firm’s distribution of the securities of an affiliate and related conflicts of interest. MS & Co. or any of our other affiliates may not make sales in this offering to any discretionary account. See “Plan of Distribution (Conflicts of Interest)” and “Use of Proceeds and Hedging” in the accompanying product supplement for PLUS.

January 2019 Page 24



Morgan Stanley Finance LLC

Dual Directional Buffered PLUS Based on the Value of Worst Performing of the SPDR® S&P® Biotech ETF and the Invesco QQQ Trust<sup>SM</sup>, Series 1, due January 12, 2024

Buffered Performance Leveraged Upside Securities<sup>SM</sup>

Principal at Risk Securities

Contact: Morgan Stanley Wealth Management clients may contact their local Morgan Stanley branch office or our principal executive offices at 1585 Broadway, New York, New York 10036 (telephone number (866) 477-4776). All other clients may contact their local brokerage representative. Third-party distributors may contact Morgan Stanley Structured Investment Sales at (800) 233-1087. Morgan Stanley and MSFL have filed a registration statement (including a prospectus, as supplemented by the product supplement for PLUS and the index supplement) with the Securities and Exchange Commission, or SEC, for the offering to which this communication relates. You should read the prospectus in that registration statement, the product supplement for PLUS, 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 without cost by visiting EDGAR on the SEC web site at [www.sec.gov](http://www.sec.gov). Alternatively, Morgan Stanley or MSFL will arrange to send you the product supplement for PLUS, the index supplement and prospectus if you so request by calling toll-free 800-584-6837.

You may access these documents on the SEC web site at [www.sec.gov](http://www.sec.gov) as follows:

Where you can find more information: **[Product Supplement for PLUS dated November 16, 2017](#)**

**[Index Supplement dated November 16, 2017](#)**

**[Prospectus dated November 16, 2017](#)**

Terms used but not defined in this document are defined in the product supplement for PLUS or in the prospectus.

“Performance Leveraged Upside Securities<sup>SM</sup>” and “PLUS<sup>SM</sup>” are our service marks.

