

MORGAN STANLEY  
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March 21, 2019

**March 2019**

Preliminary Terms No. 1,748

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Dated March 21, 2019

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Morgan Stanley Finance LLC

Structured Investments

Opportunities in U.S. Equities

Buffered PLUS Based on the Vanguard Total Stock Market ETF due April 4, 2024

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

**Fully and Unconditionally Guaranteed by Morgan Stanley**

**Principal at Risk Securities**

The Buffered PLUS offered 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 and prospectus, as supplemented or modified by this document. At maturity, if the underlying shares have appreciated in value, investors will receive the stated principal amount of their investment plus leveraged upside performance of the underlying shares, subject to the maximum leveraged upside payment, plus the additional fixed payment of \$100 per Buffered PLUS. If the underlying shares have depreciated in value, but the underlying shares have not declined by more than the specified buffer amount, investors will receive the stated principal amount of their investment plus the additional fixed payment of \$100 per Buffered PLUS. However, if the underlying shares have declined by more than the buffer amount, investors will lose 1% for every 1% decline beyond the specified buffer amount (in addition to receiving the additional fixed payment of \$100 per Buffered PLUS), 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.** These long-dated Buffered PLUS are for investors who seek an equity fund-based return and who are willing to risk their principal and forgo current income and upside above the maximum payment at maturity in exchange for the additional fixed payment payable at maturity and for the leverage and buffer features that in each case apply to a limited range of performance of the underlying shares. The Buffered PLUS are notes issued as part of MSFL’s Series A Global Medium-Term Notes program.

**All payments are subject to our credit risk. If we default on our obligations, you could lose some or all of your investment. These 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:** April 4, 2024

**Underlying shares:** Shares of the Vanguard Total Stock Market ETF (the “Fund”)

**Aggregate principal amount:** \$  
§ If the final share price is *greater than* the initial share price:  
\$1,000 + leveraged upside payment + additional fixed payment

**Payment at maturity per Buffered PLUS:** *In no event will the leveraged upside payment exceed the maximum leveraged upside payment.*

*In no event will the payment at maturity exceed the maximum payment at maturity.*  
§ If the final share price is *less than or equal to* the initial share price but has decreased from the initial share price by an amount less than or equal to the buffer amount of 20%:  
\$1,000 + additional fixed payment  
§ If the final share price is *less than* the initial share price and has decreased from the initial share price by an amount *greater than* the buffer amount of 20%:  
[(\$1,000 x the share performance factor) + \$200] + additional fixed payment  
*If the final index value is less than 70% of the initial index value, 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.*

**Leveraged upside payment:** \$1,000 x leverage factor x share percent increase

**Additional fixed payment:** \$100 per Buffered PLUS (10% of the stated principal amount), payable at maturity  
At least \$224 per Buffered PLUS (at least 22.40% of the stated principal amount). The actual maximum leveraged upside payment will be determined on the pricing date.

**Maximum leveraged upside payment:**

**Share percent increase:** (final share price – initial share price) / initial share price

**Share performance factor:** final share price / initial share price

**Initial share price:** \$ , which is the closing price of one underlying share on the pricing date

**Final share price:** The closing price of one underlying share on the valuation date *times* the adjustment factor on such date

**Adjustment factor:** 1.0, subject to adjustment in the event of certain events affecting the underlying shares

**Valuation date:**

|   |  |
|---|--|
| <b>Leverage factor:</b>                     | March 27, 2024, subject to postponement for non-trading days and certain market disruption events<br>200%  |
| <b>Buffer amount:</b>                       | 20%. As a result of the buffer amount of 20% and the additional fixed payment feature, the value at or above which the underlying shares must close on the valuation date so that investors do not suffer a loss on their initial investment in the Buffered PLUS is \$ , which is 70% of the initial share price. |
| <b>Minimum payment at maturity:</b>         | \$300 per Buffered PLUS (30% of the stated principal amount)   |
| <b>Maximum payment at maturity:</b>         | At least \$1,324 per Buffered PLUS (at least 132.40% of the stated principal amount). The actual maximum payment at maturity will be determined on the pricing date.   |
| <b>Interest:</b>                            | None   |
| <b>Stated principal amount:</b>             | \$1,000 per Buffered PLUS  |
| <b>Issue price:</b>                         | \$1,000 per Buffered PLUS (see “Commissions and issue price” below)  |
| <b>Pricing date:</b>                        | March 27, 2019   |
| <b>Original issue date:</b>                 | April 3, 2019 (5 business days after the pricing date)   |
| <b>CUSIP:</b>                               | 61768D3Q6  |
| <b>ISIN:</b>                                | US61768D3Q67   |
| <b>Listing:</b>                             | The Buffered PLUS will not be listed on any securities exchange.   |
| <b>Agent:</b>                               | Morgan Stanley & Co. LLC (“MS & Co.”), an affiliate of MSFL and a wholly owned subsidiary of Morgan Stanley. See “Supplemental information regarding plan of distribution; conflicts of interest.”   |
| <b>Estimated value on the pricing date:</b> | Approximately \$956.70 per Buffered PLUS, or within \$30.00 of that estimate. See “Investment Summary” beginning on page 2.  |
| <b>Commissions and issue price:</b>         | Price to public Agent’s commission <sup>(1)</sup> Proceeds to us <sup>(2)</sup>  |
| <b>Per Buffered PLUS</b>                    | \$1,000            \$15.00            \$985.00   |
| <b>Total</b>                                | \$                    \$                    \$   |

*Selected dealers and their financial advisors will collectively receive from the agent, Morgan Stanley & Co. LLC, a fixed sales commission of \$15.00 for each Buffered PLUS they sell. In addition, selected dealers and their financial (1)advisors will receive a structuring fee of \$4.00 for each Buffered PLUS. 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 17.*

**The Buffered PLUS involve risks not associated with an investment in ordinary debt securities. See “Risk Factors” beginning on page 7.**

**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 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 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.**

**As used in this document, “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**

**Prospectus dated November 16, 2017**

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

Principal at Risk Securities

Investment Summary

Buffered Performance Leveraged Upside Securities

### **Principal at Risk Securities**

The Buffered PLUS Based on the Vanguard Total Stock Market ETF due April 4, 2024 (the “Buffered PLUS”) can be used:

§ As an alternative to direct exposure to the underlying shares that enhances returns for a certain range of positive performance of the underlying shares, subject to the maximum payment at maturity

§ To enhance returns and potentially outperform the underlying shares in a moderately bullish scenario

§ To achieve similar levels of upside exposure to the underlying shares as a direct investment, subject to the maximum payment at maturity, while using fewer dollars by taking advantage of the leverage factor

§ To obtain the additional fixed payment of \$100 per Buffered PLUS, payable at maturity

§ To obtain a buffer against a specified level of negative performance in the underlying shares

|                                     |  |
|-------------------------------------|--|
| <b>Maturity:</b>                    | Approximately 5 years  |
| <b>Leverage factor:</b>             | 200%   |
| <b>Additional fixed payment:</b>    | \$100 per Buffered PLUS (10% of the stated principal amount)   |
| <b>Maximum payment at maturity:</b> | At least \$1,324 per Buffered PLUS (at least 132.40% of the stated principal amount). The actual maximum payment at maturity will be determined on the pricing date. |
| <b>Buffer amount:</b>               | 20% (aside from the additional fixed payment), with 1-to-1 downside exposure below the buffer  |
| <b>Minimum payment at maturity:</b> | \$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.                      |
| <b>Coupon:</b>                      | None   |

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 \$956.70, 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 additional fixed payment, the maximum payment at maturity, 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,

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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.

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.

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Key Investment Rationale

The Buffered PLUS offer leveraged upside exposure to the underlying shares, subject to the maximum payment at maturity, while providing limited protection against negative performance of the underlying shares. Once the underlying shares have decreased in price by more than the specified buffer amount, investors are exposed to the negative performance of the underlying shares (aside from receiving the additional fixed payment), subject to the minimum payment at maturity. At maturity, if the underlying shares have appreciated, investors will receive the stated principal amount of their investment plus leveraged upside performance of the underlying shares, subject to the maximum leveraged upside payment, plus the additional fixed payment of \$100 per Buffered PLUS. At maturity, if the underlying shares have depreciated and (i) if the final share price of the underlying shares has not declined from the initial share price by more than the specified buffer amount, investors will receive the stated principal amount of their investment plus the additional fixed payment of \$100 per Buffered PLUS, or (ii) if the closing price of the underlying shares has declined by more than the buffer amount, the investor will lose 1% for every 1% decline beyond the specified buffer amount (in addition to receiving the additional fixed payment of \$100 per Buffered PLUS), subject to the minimum payment at maturity. **Investors may lose up to 70% of the stated principal amount of the Buffered PLUS.**

**Leveraged Performance up to a Cap** The Buffered PLUS offer investors an opportunity to capture enhanced returns for a certain range of positive performance relative to a direct investment in the underlying shares, subject to the maximum payment at maturity.

**Additional Fixed Payment Feature** The Buffered PLUS offer investors a fixed payment of \$100 per Buffered PLUS (10% of the stated principal amount), payable at maturity.

**Upside Scenario** The underlying shares increase in price, and, at maturity, the Buffered PLUS redeem for the stated principal amount of \$1,000 plus 200% of the share return, subject to the maximum leveraged upside payment of at least \$224 per Buffered PLUS (at least 22.40% of the stated principal amount), plus the additional fixed payment of \$100 per Buffered PLUS. The actual maximum leveraged upside payment will be determined on the pricing date.

**Par Scenario** The underlying shares decline in price by no more than 20%, and, at maturity, the Buffered PLUS redeem for the stated principal amount of \$1,000 plus the additional fixed payment of \$100 per Buffered PLUS (10% of the stated principal amount). If the underlying index declines by an amount greater than 20% but less than or equal to 30%, investors will be exposed to the decline beyond the



20% buffer but will receive the additional fixed payment.

**Downside  
Scenario**

The underlying shares decline in price by more than 30%, and, at maturity, the Buffered PLUS redeem for less than the stated principal amount by an amount that is proportionate to the percentage decrease of the underlying shares from the initial share price, plus 30% (due to the 20% buffer and the additional fixed payment of \$100 per Buffered PLUS). (Example: if the underlying shares decrease in price by 35%, investors would lose 5% of their principal and the Buffered PLUS will redeem for \$950, or 95% of the stated principal amount.) The minimum payment at maturity is \$300 per Buffered PLUS.

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How the Buffered PLUS Work

Payoff Diagram

The payoff diagram below illustrates the payment at maturity on the Buffered PLUS based on the following terms:

|  |  |
|--|--|
| <b>Stated principal amount:</b>                  | \$1,000 per Buffered PLUS  |
| <b>Leverage factor:</b>                          | 200%   |
| <b>Additional fixed payment:</b>                 | \$100 per Buffered PLUS (10% of the stated principal amount)       |
| <b>Buffer amount:</b>                            | 20%  |
| <b>Hypothetical maximum payment at maturity:</b> | \$1,324 per Buffered PLUS (132.40% of the stated principal amount) |
| <b>Minimum payment at maturity:</b>              | \$300 per Buffered PLUS  |

**Buffered PLUS Payoff Diagram**

How it works

**Upside Scenario.** If the final share price is greater than the initial share price, investors will receive the \$1,000 stated principal amount plus 200% of the share percent increase, subject to the maximum leveraged upside payment of at least \$224 per Buffered PLUS (at least 22.40% per Buffered PLUS), plus the additional fixed payment of \$100 per Buffered PLUS. An investor will realize the hypothetical maximum payment at maturity of \$1,324 per Buffered PLUS (132.40% of the stated principal amount) at a final share price of 111.20% of the initial share price.

If the value of the underlying shares appreciates 2%, the investor would receive a 14% return, or \$1,140 per Buffered PLUS.

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§ If the value of the underlying shares appreciates 40%, the investor would receive only the hypothetical maximum payment at maturity of \$1,324 per Buffered PLUS, or 132.40% of the stated principal amount.

**Par Scenario.** If the final share price is less than or equal to the initial share price but has decreased from the initial share price by an amount less than or equal to the buffer amount of 20%, investors will receive the stated principal amount of \$1,000 per Buffered PLUS *plus* the additional fixed payment of \$100 per Buffered PLUS (10% of the stated principal amount). If the underlying index declines by an amount greater than 20% but less than or equal to 30%, investors will be exposed to the decline beyond the 20% buffer but will receive the additional fixed payment.

§ If the underlying index depreciates 5%, investors will receive \$1,100 per Buffered PLUS.

**Downside Scenario.** If the final share price is less than the initial share price and has decreased from the initial share price by an amount greater than 30%, investors will receive an amount that is less than the stated principal amount by an amount that is proportionate to the percentage decrease in the value of the underlying shares from the initial share price, plus 30% (due to the 20% buffer and the additional fixed payment of \$100 per Buffered PLUS). The minimum payment at maturity is \$300 per Buffered PLUS.

§ For example, if the value of the underlying shares depreciates 45%, investors would lose 15% of their principal and receive only \$850 per Buffered PLUS at maturity, or 85% of the stated principal amount.

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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 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.*

**Buffered PLUS do not pay interest and provide a minimum payment at maturity of only 30% of your principal.** 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, subject to our credit risk. If the final share price is less than 70% of the initial share price, you will § 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 closing value of the underlying shares from the initial share price, plus \$300 per Buffered PLUS (due to the 20% buffer and the additional fixed payment of \$100 per Buffered PLUS). **Accordingly, investors may lose up to 70% of the stated principal amount of the Buffered PLUS.**

**The appreciation potential of the Buffered PLUS is limited by the maximum payment at maturity.** The appreciation potential of the Buffered PLUS is limited by the maximum payment at maturity of at least \$1,324 per Buffered PLUS, or 132.40% of the stated principal amount. The actual maximum payment at maturity will be § determined on the pricing date. Although the leverage factor provides 200% exposure to any increase in the final share price over the initial share price, because the payment at maturity will be limited to 132.40% of the stated principal amount for the Buffered PLUS (assuming a maximum payment at maturity of \$1,324 per Buffered PLUS), any increase in the final share price over the initial share price by more than 11.20% of the initial share price will not further increase the return on the Buffered PLUS.

§ **The market price of the Buffered PLUS will be influenced by many unpredictable factors.** Several factors, many of which are beyond our control, 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 trading price, volatility (frequency and magnitude of changes in value) and dividends of the underlying shares and of the stocks composing the CRSP U.S. Total Market Index (the “share underlying index”), interest and yield rates in the market, time remaining until the Buffered PLUS mature, geopolitical conditions and economic, financial, political, regulatory or judicial events that affect the underlying shares or equities markets generally and which may affect the final share price of the underlying shares, the occurrence of certain events affecting the underlying shares that may or may not require an adjustment to the adjustment factor, 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 price of the underlying

shares may be, and has recently been, volatile, and we can give you no assurance that the volatility will lessen. See “Vanguard Total Stock Market ETF 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 our 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

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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 amount payable on the Buffered PLUS is not linked to the value of the underlying shares at any time other than the valuation date.** The final share price will be based on the closing price on the valuation date, subject to postponement for non-trading days and certain market disruption events. Even if the value of the underlying shares appreciates prior to the valuation date but then drops by the valuation date by more than 20%, the payment at maturity will be less, and may be significantly less, than it would have been had the payment at maturity been linked to the value of the underlying shares prior to such drop. Although the actual value of the underlying shares on the stated maturity date or at other times during the term of the Buffered PLUS may be higher than the closing price on the valuation date, the payment at maturity will be based solely on the closing price on the valuation date.

**Investing in the Buffered PLUS is not equivalent to investing in the underlying shares or the stocks composing the CRSP U.S. Total Market Index.** Investing in the Buffered PLUS is not equivalent to investing in the underlying shares, the CRSP U.S. Total Market Index or the stocks that constitute the CRSP U.S. Total Market Index. 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 CRSP U.S. Total Market Index.

**Adjustments to the underlying shares or to the CRSP U.S. Total Market Index could adversely affect the value of the Buffered PLUS.** As the investment adviser to the Vanguard Total Stock Market ETF, The Vanguard Group, Inc. (the "Investment Advisor"), seeks investment results that correspond generally to the price and yield performance, before fees and expenses, of the CRSP U.S. Total Market Index. Pursuant to its investment strategy or otherwise, the Investment Advisor may add, delete or substitute the stocks composing the Vanguard Total Stock Market ETF. Any of these actions could adversely affect the price of the underlying shares and, consequently, the value of the Buffered PLUS. The Center for Research in Security Prices ("CRSP") is responsible for calculating and maintaining the share underlying index. CRSP may add, delete or substitute the stocks constituting the share underlying index or make other methodological changes that could change the value of the share underlying index. CRSP may discontinue or suspend calculation or publication of the 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 is permitted to consider indices that are calculated and published by the calculation agent or any of its affiliates. Any of these actions could adversely affect the value of the underlying shares, and consequently, the value of the Buffered PLUS.

§

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

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

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For all of the foregoing reasons, the performance of the Fund may not correlate with the performance of the share underlying index, the performance of the component securities of the share underlying index or the net asset value per share of the Fund. Any of these events could materially and adversely affect the price of the shares of the Fund 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 the Fund on the valuation date, even if the Fund's shares are underperforming the share underlying index or the component securities of the share underlying index and/or trading below the net asset value per share of the Fund.

**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.

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 antidilution adjustments the calculation agent is required to make do not cover every event that could affect the shares of the Vanguard Total Stock Market ETF.** MS & Co., as calculation agent, will adjust the amount payable at maturity for certain events affecting the shares of the Vanguard Total Stock Market ETF. § However, the calculation agent will not make an adjustment for every event that could affect the shares of the Vanguard Total Stock Market ETF. If an event occurs that does not require the calculation agent to adjust the adjustment factor, the market price of the Buffered PLUS may be materially and adversely affected.

**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

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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.

**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 price and the final share price, 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 and the § selection of a successor index or calculation of the final share price in the event of a market disruption event or discontinuance of the CRSP U.S. Total Market Index. 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)” and “—Calculation Agent and Calculations” and related definitions in the accompanying product supplement. In addition, MS & Co. has determined the estimated value of the Buffered PLUS on the pricing date.

**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 to other instruments linked to the underlying shares or the CRSP U.S. Total Market Index), including trading in the underlying shares and in other instruments related to the underlying shares or the CRSP U.S. Total Market Index. 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 or the stocks that constitute § the CRSP U.S. Total Market Index and other financial instruments related to the CRSP U.S. Total Market Index 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 increase the initial share price, and, therefore, could increase the price at or above which the shares of the Vanguard Total Stock Market ETF must close on the valuation date so that investors do not suffer a loss on their initial investment in the Buffered PLUS. Additionally, such hedging or trading activities during the term of the Buffered PLUS, including on the valuation date, could adversely affect the closing price of the shares of the Vanguard Total Stock Market ETF on the valuation date, and, accordingly, the amount of cash an investor will receive at maturity.

**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. 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. The risk that financial instruments

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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. 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.

The tax treatment of the fixed payment is not clear. There is a substantial risk that the fixed payment received at maturity will be treated as a separate item of ordinary income. We currently intend to withhold on the fixed payment paid to Non-U.S. Holders generally at a rate of 30%, or at a reduced rate specified by an applicable income tax treaty under an “other income” or similar provision. We will not be required to pay any additional amounts with respect to amounts withheld.

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.

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Vanguard Total Stock Market ETF Overview

The Vanguard Total Stock Market ETF is an exchange-traded fund managed by The Vanguard Group, Inc. (Vanguard<sup>®</sup>), which seeks to provide investment results that correspond generally to the price and yield performance, before fees and expenses, of the CRSP U.S. Total Market Index. Vanguard<sup>®</sup> is a registered investment company that consists of numerous separate investment portfolios, including the Vanguard Total Stock Market ETF. It is possible that this fund may not fully replicate the performance of the CRSP U.S. Total Market Index due to the temporary unavailability of certain securities in the secondary market or due to other extraordinary circumstances. Information provided to or filed with the Securities and Exchange Commission (the “Commission”) by Vanguard Equity Index Group pursuant to the Securities Act of 1933 and the Investment Company Act of 1940 can be located by reference to Commission file numbers 002-56846 and 811-02652, 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 Vanguard Total Stock Market ETF is accurate or complete.**

Information as of market close on March 19, 2019:

|                                     |          |
|-------------------------------------|----------|
| <b>Bloomberg Ticker Symbol:</b>     | VTI UP   |
| <b>Current Share Price:</b>         | \$145.52 |
| <b>52 Weeks Ago:</b>                | \$139.84 |
| <b>52 Week High (on 9/20/2018):</b> | \$151.31 |
| <b>52 Week Low (on 12/24/2018):</b> | \$119.70 |

The following graph sets forth the daily closing price of the underlying shares for the period from January 1, 2014 through March 19, 2019. The related table sets forth the published high and low closing prices as well as the end-of-quarter closing prices of the underlying shares for each quarter in the same period. The closing price of the underlying shares on March 19, 2019 was \$145.52. We obtained the information in the table and graph below from Bloomberg Financial Markets, without independent verification. The underlying shares have at times experienced periods of high volatility. You should not take the historical prices of the underlying shares as an indication of future performance, and no assurance can be given as to the closing price of the underlying shares on the valuation date.

**Shares of the Vanguard Total Stock Market ETF  
Daily Closing Prices  
January 1, 2014 to March 19, 2019**



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**Vanguard Total Stock Market ETF (CUSIP 922908769) High (\$) Low (\$) Period End (\$)****2014**

|                |        |       |        |
|----------------|--------|-------|--------|
| First Quarter  | 98.41  | 90.70 | 97.47  |
| Second Quarter | 102.17 | 94.25 | 101.77 |
| Third Quarter  | 104.18 | 98.79 | 101.24 |
| Fourth Quarter | 107.59 | 95.86 | 106.00 |

**2015**

|                |        |        |        |
|----------------|--------|--------|--------|
| First Quarter  | 109.76 | 102.66 | 107.25 |
| Second Quarter | 110.72 | 106.73 | 107.02 |
| Third Quarter  | 109.97 | 96.92  | 98.72  |
| Fourth Quarter | 108.20 | 98.92  | 104.31 |

**2016**

|                |        |        |        |
|----------------|--------|--------|--------|
| First Quarter  | 104.94 | 92.56  | 104.82 |
| Second Quarter | 108.86 | 101.98 | 107.16 |
| Third Quarter  | 112.75 | 106.57 | 111.33 |
| Fourth Quarter | 117.53 | 106.79 | 115.32 |

**2017**

|                |        |        |        |
|----------------|--------|--------|--------|
| First Quarter  | 123.44 | 116.20 | 121.32 |
| Second Quarter | 126.27 | 119.55 | 124.45 |
| Third Quarter  | 129.52 | 123.66 | 129.52 |
| Fourth Quarter | 138.50 | 130.20 | 137.25 |

**2018**

|                |        |        |        |
|----------------|--------|--------|--------|
| First Quarter  | 146.86 | 132.41 | 135.72 |
| Second Quarter | 144.42 | 132.63 | 140.43 |
| Third Quarter  | 151.31 | 140.41 | 149.65 |
| Fourth Quarter | 149.88 | 119.70 | 127.63 |

**2019**

|  |        |        |        |
|--|--------|--------|--------|
| First Quarter (through March 19, 2019) | 145.55 | 124.77 | 145.52 |
|--|--------|--------|--------|

**This document relates only to the Buffered PLUS offered hereby and does not relate to the underlying shares. We have derived all disclosures contained in this document regarding Vanguard® from the publicly available documents described in the preceding paragraph. 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 Vanguard®. Neither we nor the agent makes any representation that such publicly available documents or any other publicly available information regarding Vanguard® 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 in the preceding paragraph) that would affect the trading price of the underlying shares (and therefore the price of the underlying 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 Vanguard® could affect the value received at maturity 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 underlying shares.**

We and/or our affiliates may presently or from time to time engage in business with Vanguard®. In the course of such business, we and/or our affiliates may acquire non-public information with respect to Vanguard®, 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 underlying 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 Vanguard® as in your judgment is appropriate to make an informed decision with respect to an investment linked to the underlying shares.

**“Vanguard®” is a registered mark of The Vanguard Group, Inc. The Buffered PLUS are not sponsored, endorsed, sold, or promoted by Vanguard®. Vanguard® makes no representations or warranties to the owners of the Buffered PLUS or**

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**any member of the public regarding the advisability of investing in the Buffered PLUS. Vanguard® has no obligation or liability in connection with the operation, marketing, trading or sale of the Buffered PLUS.**

**The CRSP U.S. Total Market Index.** The CRSP U.S. Total Market Index is a total return index that represents approximately 100% of the investable U.S. stock market and includes large-, mid-, small-, and micro-cap stocks regularly traded on the New York Stock Exchange and Nasdaq.

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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 or prospectus, the terms described herein shall control.

**Share underlying index:** The CRSP U.S. Total Market Index

**Share underlying index publisher:** The Center for Research in Security Prices (CRSP) or any successor thereof

**Postponement of maturity date:** If the scheduled valuation date is not a trading day or if a market disruption event occurs on that day so that the valuation date as postponed 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 that valuation date as postponed.

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

**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

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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.

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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. However, because our counsel’s opinion is based in part on market conditions as of the date of this document, it is subject to confirmation on the pricing date.

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.

§ Subject to the discussions below regarding the fixed payment, upon sale, exchange or settlement of the Buffered PLUS, a U.S. Holder should recognize capital 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 capital gain or loss should be long-term if the investor has held the Buffered PLUS for more than one year, and short-term otherwise.

Because the Buffered PLUS are linked to shares of an exchange-traded fund, 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). 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.

Additionally, the treatment of the fixed payment is not clear. There is a substantial risk that the fixed payment received at maturity will be treated as a separate item of ordinary income, regardless of whether a U.S. Holder has an overall gain or loss on the Buffered PLUS at maturity. Although the matter is unclear, under current law, we intend to treat the fixed payment received at maturity as ordinary income for purposes of complying with any U.S. federal income tax reporting requirements.

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) 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

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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 the terms of the Buffered PLUS and current market conditions, we expect that the Buffered PLUS will not have a delta of one with respect to any Underlying Security on the pricing date. However, we will provide an updated determination in the final pricing supplement. Assuming 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.

**Although the treatment of the fixed payment is not clear, we currently intend to withhold on the fixed payment paid to Non-U.S. Holders generally at a rate of 30%, or at a reduced rate specified by an applicable income tax treaty under an “other income” or similar provision. We will not be required to pay any additional amounts with respect to amounts withheld.**

**Both U.S. and non-U.S. investors considering an investment in the Buffered PLUS should also 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 treatment of the fixed payment, 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 beginning 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 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 options contracts on the underlying shares, and any component stocks of the share underlying index listed on major securities markets 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 price of the underlying shares on the pricing date, and, therefore, could increase the price at or above which the underlying shares must close on the valuation date so that investors do not suffer a loss on their initial investment in the Buffered PLUS. 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 underlying shares, futures or options contracts on the underlying shares or component stocks of the share underlying index 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 the underlying shares, and, therefore, adversely affect the value of the Buffered PLUS or the payment you will receive at maturity. 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**

Each fiduciary of a pension, profit-sharing or other employee benefit plan subject to Title I of the

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**considerations:** 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 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 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

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

Principal at Risk Securities

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 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 the Buffered PLUS should consult and rely on their own counsel and advisers as to whether an investment in the Buffered PLUS is suitable.

**Additional considerations:**

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 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 \$15.00 for each Buffered PLUS they sell. In addition, selected dealers and their financial advisors will receive a structuring fee of \$4.00 for each Buffered PLUS.

**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 maximum leveraged upside payment and the maximum payment at maturity, 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” beginning on page 2.

**Contact:**

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. 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.

**Where you can find more information:**

Morgan Stanley and MSFL have filed a registration statement (including a prospectus, as supplemented by the product supplement for PLUS) 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 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,

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Principal at Risk Securities

Morgan Stanley, MSFL, any underwriter or any dealer participating in the offering will arrange to send you the product supplement for PLUS 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:

**Product Supplement for PLUS 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.

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