

MORGAN STANLEY
Form FWP
February 01, 2019

Free Writing Prospectus to Preliminary Terms
No. 1,535

Morgan Stanley Finance LLC Registration Statement Nos. 333-221595;
333-221595-01

Structured Investments

Dated January 31, 2019

Filed pursuant to Rule 433

Market-Linked Notes due September 2, 2022 Based on the Value of the EURO STOXX 50® Index

This document provides a summary of the terms of the notes offered by Morgan Stanley Finance LLC. Investors should review carefully the accompanying preliminary terms, product supplement, index supplement and prospectus prior to making an investment decision.

SUMMARY TERMS

Issuer: Morgan Stanley Finance LLC (“MSFL”)
Guarantor: Morgan Stanley
Issue price: \$1,000 per note
Stated principal amount: \$1,000 per note
Pricing date: February 28, 2019
Original issue date: March 5, 2019 (3 business days after the pricing date)
Maturity date: September 2, 2022
Interest: None
Underlying index: EURO STOXX 50® Index. For more information about the underlying index, see the accompanying preliminary terms.
The payment due at maturity per \$1,000 stated principal amount will equal:
Payment at maturity: \$1,000 + supplemental redemption amount, if any.
The payment due at maturity will not be less than \$1,000 per note regardless of the performance of the underlying index.
Supplemental redemption amount: (i) \$1,000 times (ii) the index percent change times (iii) the participation rate, provided that the supplemental redemption amount will not be less than \$0.
Participation rate: At least 152%. The actual participation rate will be determined on the pricing date.
Maximum payment at maturity: None
Index percent change: (final index value – initial index value) / initial index value
Initial index value: The index closing value on the pricing date
Final index value: The index closing value on the determination date
Determination date: August 30, 2022, subject to postponement for non-index business days and certain market disruption events
CUSIP/ISIN: 61768DJ55 / US61768DJ557

- Listing:** The notes will not be listed on any securities exchange.
- Agent:** Morgan Stanley & Co. LLC, an affiliate of MSFL and a wholly owned subsidiary of Morgan Stanley. See “Supplemental information regarding plan of distribution; conflicts of interest” in the accompanying preliminary terms. The agent commissions will be as set forth in the final pricing supplement.
- Estimated value on the pricing date:** Approximately \$972.60 per note, or within \$22.50 of that estimate. See “Investment Summary” in the accompanying preliminary terms.

Overview

The notes are unsecured obligations of MSFL and are fully and unconditionally guaranteed by Morgan Stanley. The notes will pay no interest and will have the terms described in the accompanying product supplement, index supplement and prospectus, as supplemented and modified by this document. At maturity, we will pay per note the stated principal amount of \$1,000 plus a supplemental redemption amount, if any, based on the value of the underlying index on the determination date. The notes are for investors who are concerned about principal risk but seek an equity index-based return, and who are willing to forgo current income in exchange for the repayment of principal at maturity plus the potential to receive a supplemental redemption amount, if any. The notes 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 notes 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.

Hypothetical Payout on the Notes

The table below illustrates the payment at maturity for each note for a hypothetical range of index percent change and does not cover the complete range of possible payouts at maturity. The table assumes a hypothetical initial index value of 3,500 and a hypothetical participation rate of 152%. The actual participation rate and initial index value will be determined on the pricing date.

| Index percent change | Final index value | Stated principal amount | Supplemental redemption amount | Payment at maturity | Return on \$1,000 note |
|----------------------|-------------------|-------------------------|--------------------------------|---------------------|------------------------|
| 70.00% | 5,950.00 | \$1,000 | \$1,064.00 | \$2,064.00 | 106.40% |
| 60.00% | 5,600.00 | \$1,000 | \$912.00 | \$1,912.00 | 91.20% |
| 50.00% | 5,250.00 | \$1,000 | \$760.00 | \$1,760.00 | 76.00% |
| 40.00% | 4,900.00 | \$1,000 | \$608.00 | \$1,608.00 | 60.80% |
| 30.00% | 4,550.00 | \$1,000 | \$456.00 | \$1,456.00 | 45.60% |
| 20.00% | 4,200.00 | \$1,000 | \$304.00 | \$1,304.00 | 30.40% |
| 10.00% | 3,850.00 | \$1,000 | \$152.00 | \$1,152.00 | 15.20% |
| 0.00% | 3,500.00 | \$1,000 | \$0.00 | \$1,000 | 0.00% |
| -10.00% | 3,150.00 | \$1,000 | \$0.00 | \$1,000 | 0.00% |
| -20.00% | 2,800.00 | \$1,000 | \$0.00 | \$1,000 | 0.00% |
| -30.00% | 2,450.00 | \$1,000 | \$0.00 | \$1,000 | 0.00% |
| -40.00% | 2,100.00 | \$1,000 | \$0.00 | \$1,000 | 0.00% |
| -50.00% | 1,750.00 | \$1,000 | \$0.00 | \$1,000 | 0.00% |
| -60.00% | 1,400.00 | \$1,000 | \$0.00 | \$1,000 | 0.00% |
| -70.00% | 1,050.00 | \$1,000 | \$0.00 | \$1,000 | 0.00% |
| -80.00% | 700.00 | \$1,000 | \$0.00 | \$1,000 | 0.00% |

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|----------|--------|---------|--------|---------|-------|
| -90.00% | 350.00 | \$1,000 | \$0.00 | \$1,000 | 0.00% |
| -100.00% | 0.00 | \$1,000 | \$0.00 | \$1,000 | 0.00% |

Investing in the notes involves risks. See “Selected Risks” on the following page and “Risk Factors” in the accompanying preliminary terms.

You should read this document together with the accompanying preliminary terms, product supplement, index supplement and prospectus describing the offering before you decide to invest. You may access the preliminary terms through the below link:

https://www.sec.gov/Archives/edgar/data/895421/000095010319001264/dp101560_fwp-ps1535.htm

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling toll-free 1-800-584-6837.

Risk Considerations

The risks set forth below are discussed in more detail in the “Risk Factors” section in the accompanying preliminary terms. Please review those risk factors carefully prior to making an investment decision.

- The notes do not pay interest and may not pay more than the stated principal amount at maturity.
- The market price of the notes will be influenced by many unpredictable factors.
- There are risks associated with investments in securities linked to the value of foreign equity securities.

The notes 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 notes.

- As a finance subsidiary, MSFL has no independent operations and will have no independent assets.

The amount payable on the notes is not linked to the value of the underlying index at any time other than the determination date.

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 notes in the original issue price reduce the economic terms of the notes, cause the estimated value of the notes to be less than the original issue price and will adversely affect secondary market prices.

The estimated value of the notes 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.

- Adjustments to the underlying index could adversely affect the value of the notes.

- Investing in the notes is not equivalent to investing in the underlying index.

- The notes will not be listed on any securities exchange and secondary trading may be limited.

The calculation agent, which is a subsidiary of Morgan Stanley and an affiliate of MSFL, will make determinations with respect to the notes.

- Hedging and trading activity by our affiliates could potentially adversely affect the value of the notes.

Tax Considerations

You should review carefully the discussion in the accompanying preliminary terms under the caption “Additional Information About the Notes– Tax considerations” concerning the U.S. federal income tax consequences of an investment in the notes. However, you should consult your tax adviser regarding all aspects of the U.S. federal income tax consequences of an investment in the notes, as well as any tax consequences arising under the laws of any state, local or non-U.S. taxing jurisdiction.

EURO STOXX 50[®] Index Historical Performance

The following graph sets forth the daily index closing values of the EURO STOXX 50[®] Index for each quarter in the period from January 1, 2014 through January 28, 2019. You should not take the historical values of the EURO STOXX 50[®] Index as an indication of its future performance, and no assurance can be given as to the index closing value of the EURO STOXX 50[®] Index on the determination date.

EURO STOXX 50[®] Index

Daily Index Closing Values

January 1, 2014 to January 28, 2019