

MORGAN STANLEY
Form 424B2
October 29, 2018

CALCULATION OF REGISTRATION FEE

<i>Title of Each Class of Securities Offered</i>	<i>Maximum Aggregate Offering Price</i>	<i>Amount of Registration Fee</i>
Callable Contingent Income Securities due 2026	\$1,100,000	\$133.32

October 2018

Pricing Supplement No. 1,113
Registration Statement Nos. 333-221595; 333-221595-01
Dated October 25, 2018
Filed pursuant to Rule 424(b)(2)

Morgan Stanley Finance LLC

Structured Investments

Opportunities in U.S. and International Equities

Callable Contingent Income Securities due October 29, 2026

Payments on the Securities Based on the Worst Performing of the NASDAQ-100 Index[®], the Russell 2000[®] Index, the EURO STOXX[®] Select Dividend 30 Index and the MSCI Emerging Markets IndexSM

Fully and Unconditionally Guaranteed by Morgan Stanley

Principal at Risk Securities

The securities are unsecured obligations of Morgan Stanley Finance LLC (“MSFL”) and are fully and unconditionally guaranteed by Morgan Stanley. The securities have the terms described in the accompanying prospectus supplement, index supplement and prospectus, as supplemented or modified by this document. The securities do not guarantee the repayment of principal and do not provide for the regular payment of interest. Instead, the securities will pay a contingent monthly coupon **but only if** the index closing value of **each of the NASDAQ-100 Index[®], the Russell 2000[®] Index, the EURO STOXX[®] Select Dividend 30 Index and the MSCI Emerging Markets IndexSM** on the related observation date is **at or above 70% of its respective initial index value**, which we refer to as the respective coupon barrier level. If the index closing value of **any underlying index** is less than the coupon barrier level for such index on any observation date, we will pay no interest for the related monthly period. In addition, beginning on April 30, 2019, **we will have the right to redeem the securities at our discretion on any quarterly redemption date** for a redemption payment equal to the sum of the stated principal amount plus any contingent monthly coupon otherwise due with respect to the related observation date. An early redemption of the securities will be at our discretion and will not automatically occur based on the performance of the underlying indices. At maturity, if the securities have not previously been redeemed and the final index value of **each** underlying index is greater than or equal to 60% of the respective initial index value, which we refer to as the respective downside threshold level, the payment at maturity will be the stated principal amount and, if the final index value of each underlying index is also greater than or equal

to its coupon barrier level, the related contingent monthly coupon. If, however, the final index value of **any** underlying index is less than its downside threshold level, investors will be exposed to the decline in the worst performing underlying index on a 1-to-1 basis and will receive a payment at maturity that is less than 60% of the stated principal amount of the securities and could be zero. **Accordingly, investors in the securities must be willing to accept the risk of losing their entire initial investment based on the performance of any underlying index and also the risk of not receiving any monthly coupons during the entire 8-year term of the securities.** Because payments on the securities are based on the worst performing of the underlying indices, a decline beyond the respective coupon barrier level and/or respective downside threshold level, as applicable, of **any** underlying index will result in few or no contingent monthly coupons and/or a significant loss of your investment, as applicable, even if the other underlying indices have appreciated or have not declined as much. Investors will not participate in any appreciation in any underlying index. These long-dated securities are for investors who are willing to risk their principal based on the worst performing of four equity indices and seek an opportunity to earn interest at a potentially above-market rate in exchange for the risk of receiving no monthly interest if **any underlying index** closes below the coupon barrier level for such index on the observation dates, and the risk of an early redemption of the securities at our discretion. The securities 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 securities are not secured obligations and you will not have any security interest in, or otherwise have any access to, any underlying reference asset or assets.

FINAL TERMS

Issuer:	Morgan Stanley Finance LLC
Guarantor:	Morgan Stanley
Underlying indices:	NASDAQ-100 Index [®] (the "NDX Index"), Russell 2000 Index (the "RTY Index"), EURO STOXX [®] Select Dividend 30 Index (the "SD3E Index") and MSCI Emerging Markets Index SM (the "MXEF Index")
Aggregate principal amount:	\$1,100,000
Stated principal amount:	\$1,000 per security
Issue price:	\$1,000 per security (see "Commissions and issue price" below)
Pricing date:	October 25, 2018
Original issue date:	October 30, 2018 (3 business days after the pricing date)
Maturity date:	October 29, 2026
Optional early redemption:	Beginning on April 30, 2019, we will have the right to redeem the securities, at our discretion , in whole but not in part, on any quarterly redemption date for the redemption payment. If we decide to redeem the securities, we will give you notice at least 3 business days before the redemption date specified in the notice. No further payments will be made on the securities once they have been redeemed.
Contingent monthly coupon:	If, on any observation date, the index closing value of each underlying index is greater than or equal to its respective coupon barrier level, we will pay a contingent monthly coupon at an annual rate of 12.00% (corresponding to approximately \$10.00 per month per security) on the related contingent coupon payment date.

If, on any observation date, the closing value of **any underlying index** is **less than** the coupon barrier level for such index, no contingent monthly coupon will be paid with respect to that observation date. **It is possible that one or more underlying indices will remain below the respective coupon barrier level(s) for extended periods of time or even throughout the entire term of the securities so that you will receive few or no contingent monthly coupons.**

If the securities have not previously been redeemed, investors will receive on the maturity date a payment at maturity determined as follows:

Payment at maturity:

If the final index value of **each** underlying index is **greater than or equal to** its respective downside threshold level: the stated principal amount and, if the final index value of each underlying index is also greater than or equal to its respective coupon barrier level, the contingent monthly coupon with respect to the final observation date.

If the final index value of **any** underlying index is **less than** its respective downside threshold level: (i) the stated principal amount *multiplied by* (ii) the index performance factor of the worst performing underlying index. Under these circumstances, the payment at maturity will be less than 60% of the stated principal amount of the securities and could be zero.

Terms continued on the following page

Agent:

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.”

Estimated value on the pricing date:

\$943.60 per security. See “Investment Overview” beginning on page 3.

Commissions and issue price:

Per security	Price to public	Agent’s commission⁽¹⁾	Proceeds to us⁽²⁾
	\$1,000	\$5	\$995
Total	\$1,100,000	\$5,500	\$1,094,500

Selected dealers and their financial advisors will collectively receive from the agent, Morgan Stanley & Co. LLC, a fixed sales commission of \$5 for each security 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 prospectus supplement.

(2)

See “Use of proceeds and hedging” on page 36.

The securities involve risks not associated with an investment in ordinary debt securities. See “Risk Factors” beginning on page 13.

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

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

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

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

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

[Prospectus](#)

[dated November 16, 2017](#)

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Principal at Risk Securities

Terms continued from previous page:

Redemption payment:	The redemption payment will be an amount equal to (i) the stated principal amount <i>plus</i> (ii) any contingent monthly coupon otherwise due with respect to the related observation date. Beginning on April 30, 2019, quarterly, on April 30, 2019, July 30, 2019, October 30, 2019, January 30, 2020, April 30, 2020, July 30, 2020, October 29, 2020, January 28, 2021, April 29, 2021, July 29, 2021, October 28, 2021, January 28, 2022, April 28, 2022, July 28, 2022, October 28, 2022, January 30, 2023, April 28, 2023, July 28, 2023, October 30, 2023, January 30, 2024, April 30, 2024, July 30, 2024, October 30, 2024, January 30, 2025, April 30, 2025, July 30, 2025, October 30, 2025, January 29, 2026, April 30, 2026 and July 30, 2026. If any such day is not a business day, the redemption payment will be made on the next succeeding business day and no adjustment will be made to any redemption payment made on that succeeding business day.
Redemption dates:	With respect to the NDX Index: 7,016.389, which is the index closing value of such index on the pricing date
Initial index value:	With respect to the RTY Index: 1,500.396, which is the index closing value of such index on the pricing date
Final index value:	With respect to the SD3E Index: 1,890.40, which is the index closing value of such index on the pricing date
Worst performing underlying index:	With respect to the MXEF Index: 948.96, which is the index closing value of such index on the pricing date
Index performance factor:	With respect to each underlying index, the respective index closing value on the final observation date
Coupon barrier level:	The underlying index with the largest percentage decrease from the respective initial index value to the respective final index value
	Final index value <i>divided by</i> the initial index value
	With respect to the NDX Index: 4,911.472, which is approximately 70% of the initial index value for such index
	With respect to the RTY Index: 1,050.277, which is approximately 70% of the initial index value for such index
	With respect to the SD3E Index: 1,323.28, which is 70% of the initial index value for such index
	With respect to the MXEF Index: 664.272, which is 70% of the initial index value for such index

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**Downside
threshold
level:**

With respect to the NDX Index: 4,209.833, which is approximately 60% of the initial index value for such index

With respect to the RTY Index: 900.238, which is approximately 60% of the initial index value for such index

With respect to the SD3E Index: 1,134.24, which is 60% of the initial index value for such index

**Coupon
payment
dates:**

With respect to the MXEF Index: 569.376, which is 60% of the initial index value for such index Monthly, as set forth under “Observation Dates and Coupon Payment Dates” below. If any such day is not a business day, that contingent monthly coupon, if any, will be paid on the next succeeding business day and no adjustment will be made to any coupon payment made on that succeeding business day. The contingent monthly coupon, if any, with respect to the final observation date shall be paid on the maturity date.

**Observation
dates:**

Monthly, as set forth under “Observation Dates and Coupon Payment Dates” below, subject to postponement for non-index business days and certain market disruption events. We also refer to October 26, 2026 as the final observation date.

CUSIP / ISIN: 61768DJF3/ US61768DJF33

Listing:

The securities will not be listed on any securities exchange.

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Principal at Risk Securities

Observation Dates and Coupon Payment Dates

Observation Dates	Coupon Payment Dates	Observation Dates	Coupon Payment Dates
11/26/2018	11/29/2018	11/25/2022	11/30/2022
12/27/2018	1/2/2019	12/27/2022	12/30/2022
1/25/2019	1/30/2019	1/25/2023	1/30/2023
2/25/2019	2/28/2019	2/27/2023	3/2/2023
3/25/2019	3/28/2019	3/27/2023	3/30/2023
4/25/2019	4/30/2019	4/25/2023	4/28/2023
5/28/2019	5/31/2019	5/25/2023	5/31/2023
6/25/2019	6/28/2019	6/26/2023	6/29/2023
7/25/2019	7/30/2019	7/25/2023	7/28/2023
8/26/2019	8/29/2019	8/25/2023	8/30/2023
9/25/2019	9/30/2019	9/25/2023	9/28/2023
10/25/2019	10/30/2019	10/25/2023	10/30/2023
11/25/2019			