



Edgar Filing: MORGAN STANLEY - Form 8-K

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 8.01 Other Events.**

Morgan Stanley (the “Company”) today announced the capital actions in the Company’s 2018 Capital Plan. The 2018 Capital Plan includes the repurchase of up to \$4.7 billion of outstanding common stock for the four quarters beginning in the third quarter of 2018 through the end of the second quarter of 2019, and an increase in the Company’s quarterly common stock dividend to \$0.30 per share from the current \$0.25 per share, beginning with the common stock dividend expected to be declared for the third quarter of 2018. The total amount of expected capital distributions is consistent with the \$6.8 billion of actual dividends and gross share repurchases included in the Company’s 2017 Capital Plan.

Share repurchases under the Company’s existing program authorized by the Board of Directors will be exercised from time to time through June 30, 2019, at prices the Company deems appropriate subject to various factors, including the Company’s capital position and market conditions. The share repurchases may be effected through open market purchases or privately negotiated transactions, including through Rule 10b5-1 plans, and may be suspended at any time. The Company’s Board of Directors intends to increase the Company’s quarterly common stock dividend to \$0.30 per share, beginning in the third quarter of 2018.

A copy of the press release relating to this announcement is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

**Forward-Looking Statements**

This Current Report on Form 8-K contains forward-looking statements. Readers are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date on which they are made, which reflect management’s current estimates, projections, expectations, assumptions or beliefs and which are subject to risks and uncertainties that may cause actual results to differ materially. For a discussion of additional risks and uncertainties that may affect the future results, financial position or capital of the Company, please see “Forward-Looking Statements” immediately preceding Part I, Item 1, “Competition” and “Supervision and Regulation” in Part I, Item 1, “Risk Factors” in Part I, Item 1A, “Legal Proceedings” in Part I, Item 3, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in Part II, Item 7 and “Quantitative and Qualitative Disclosures about Market Risk” in Part II, Item 7A, the Company’s Annual Report on Form 10-K for the year ended December 31, 2017 and other items throughout the Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, including any amendments thereto.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

Exhibit  
Number

Description

99.1      Press Release issued by Morgan Stanley dated June 28, 2018

SIGNATURE

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

MORGAN STANLEY  
(Registrant)

Date: June 28, 2018 By: /s/ Martin M. Cohen  
Name: Martin M. Cohen  
Title: Corporate Secretary